



COLORADO PERA STATEMENT OF INVESTMENT POLICY

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PURPOSE

The Public Employees' Retirement Association of Colorado (Colorado PERA or PERA) is a defined benefit plan, created by Colorado Statute 24-51-201:

There is hereby created the public employees' retirement association, for the purpose of providing the benefits and programs specified in this article, which shall be a body corporate with the right to sue and be sued and the right to hold property for its use and purposes. Notwithstanding the applicability of sections 2-3-103, 24-4-103, 24-6-202, and 24-6-402, C.R.S., as provided for in this article, the association shall not be subject to administrative direction by any department, commission, board, bureau, or agency of the state. The association is an instrumentality of the state.

The Statement of Investment Policy (SIP) sets forth the investment policies by which the fund's investments will be managed. This SIP is consistent with and complements related Colorado Statutes and is intended to be binding upon all persons with authority over Colorado PERA's investments. Deviation from the Statement of Investment Policy is not permitted without explicit written permission, in advance, from the Board of Trustees. This SIP was adopted on November 19, 2004. It was amended on February 18, 2005, January 20, 2006, January 19, 2007, November 16, 2007, March 21, 2008, March 20, 2009, March 19, 2010, March 18, 2011, March 16, 2012, September 21, 2012, March 15, 2013, January 17, 2014, and March 20, 2015.

INVESTMENT PHILOSOPHY

The investment philosophy for Colorado PERA has been determined with careful consideration of its primary fund purpose, fiduciary obligations, statutory requirements, liquidity needs, income sources, benefit obligations and other general business conditions. The investment philosophy embraces the following:

» Strategic asset allocation is the most significant factor influencing long-term investment performance and asset volatility. The asset

allocation targets, determined by the Board of Trustees, will be adhered to through a clearly defined rebalancing program.

- » The fund's liabilities are long term and the investment strategy will therefore be long term in nature. Strategic decisions will prevail in determining asset allocation rather than tactical or short-term market timing decisions.
- » The asset allocation policy and its resulting diversification benefits will be periodically reexamined to ensure its appropriateness to the then prevailing liability considerations.
- » Market-related risk and non-market related risk investments will be utilized. (Market related risk refers to risk systematic to a market or risk embedded in the strategic asset allocation policy. Non-market risk refers to risk derived from active management or tactical decisions.) Market-related risks are expected to produce returns proportional to the level of those risks over long periods of time as a natural feature of reasonably efficient capital markets; non-market related risks may produce additional returns when capitalized upon through skilled active management in the presence of some degree of market inefficiency. As a long term investor, Colorado PERA will invest across a wide spectrum of market-related risk investments, categorized in asset classes, in a prudent manner consistent with the strategic asset allocation policy referred to above. Index funds can be a desirable way of obtaining market-related risk exposure to asset classes.
- » Non-market-related risks, also known as active management risk, may be expected to add value over index funds with comparable benchmarks, under appropriate conditions, and can be employed by the fund with controls in place which are appropriate to the particular investment.
- » Illiquid and long-lived investments are expected to provide a return premium over more liquid alternatives. As a long-term investor, Colorado PERA will take on illiquid investments when it believes those will provide more favorable returns on an absolute and a risk-adjusted basis compared to liquid markets, and only to a degree where the fund's ability to meet benefit payments and other cash outflows is not compromised.
- » Costs of an investment program matter. Colorado PERA will seek to manage all investment-related costs closely.

INVESTMENT GOALS AND OBJECTIVES

The function of Colorado PERA is to provide present and future retirement or survivor benefits for its members. This objective requires the prudent assumption of investment risk in seeking to maximize long-term investment returns while incorporating the fund's liability requirements. The future investment performance of the fund directly affects its future financial strength. However, the greater the expected return of the strategic asset allocation policy, the higher the risk, and thus the greater the volatility of expected returns. With this greater volatility, the volatility of the surplus (deficit) of the plan may also be greater. The optimal balancing of these return and risk considerations will be considered in the context of the fund's short term and long term benefit obligations.

ROLES AND RESPONSIBILITIES

Although not specifically required by Statute, the *Governance Manual*, adopted November 2001, and last revised September 2014, identifies the roles and responsibilities of the various parties that oversee the investment and management of fund assets.

BOARD OF TRUSTEES

Trustees shall carry out their functions solely in the interest of the members and benefit recipients and for the exclusive purpose of providing benefits and defraying reasonable expenses incurred in performing such duties, as required by law. The Trustees shall act in accordance with the provisions of State Statute and with the care, skill, prudence and diligence in light of the circumstances then prevailing that a prudent person acting in a like capacity and familiar with such matters would use in the conduct of an enterprise of a like character and with like aims by diversifying the investments of the association so as to minimize the risk of large losses, unless in light of such circumstances it is clearly prudent not to do so.

Specific responsibilities, as defined in the *Governance Manual*, include:

- » Approve statements of investment policy and philosophy and review the statements at least biennially
- » Ensure strategies are in place to achieve the investment goals and objectives of PERA
- » Approve the decision to use internal or external investment management for each investment mandate
- » Approve new investment mandates
- » Ensure that a study of the relationship between PERA's assets and liabilities is performed at least every three to five years or more frequently, if needed
- » Approve corporate governance or shareholder rights actions deemed necessary with respect to any corporation or entity of which PERA is a shareholder, partner or member

INVESTMENT COMMITTEE

The Investment Committee is responsible for assisting the Board in overseeing the PERA investment program. Specific responsibilities, as defined in the *Governance Manual*, include recommending to/advising the Board:

- » A written statement of investment philosophy for the fund
- » A written statement of investment policy and any amendments thereto
- » Strategies to achieve the investment goals and objectives of PERA
- » New investment mandates
- » Use of internal or external management for the investment mandates
- » On any other investment matters and make recommendations for Board action when necessary
- » Keep minutes of Investment Committee meetings and ensure the minutes are made available to Trustees

Additional monitoring and reporting requirements are specified in the *Governance Manual*.

STAFF

The overriding role of the staff is to assist the Board of Trustees in managing Colorado PERA's investments. In this regard, as defined in the *Governance Manual*, staff is expected to:

- » Recommend to the Investment Committee a written statement of investment policy and philosophy and review the statements with the Investment Committee at least biennially
- » Recommend to the Investment Committee strategies to achieve the investment goals and objectives of PERA
- » Recommend to the Investment Committee new investment mandates
- » Recommend to the Investment Committee the use of internal or external investment management for each investment mandate
- » Coordinate a study of the relationship between PERA's assets and liabilities at least every five years, or more frequently if so directed by the Board
- » Within the policy parameters approved by the Board, develop investment manager structures for each asset category in which PERA invests, including but not limited to the funds to be allocated to active and passive portfolios, and to internally and externally managed portfolios
- » Negotiate and approve guidelines and contracts for each investment manager retained by PERA
- » Execute portfolio rebalancing in accordance with the policies of the Board
- » Advise the Board and the Investment Committee on any other investment matters and make recommendations for Board or committee action when necessary

Additional monitoring and reporting requirements are specified in the *Governance Manual*.

INVESTMENT MANAGERS

Internal or external investment managers will invest plan assets according to their investment style for which they were hired and judgments concerning relative value of securities. In particular, investment managers are accorded full discretion, within policy and guideline limits, to:

- » Select individual securities and other investment exposures as defined in their mandates
- » Diversify portfolio assets

Staff will monitor and review all investment portfolios, managers, and fees paid by the fund. The Investment Department's Policies and Procedures, adopted by staff in January 2006, and subsequently updated and revised, describes the process by which managers will be selected, criteria for evaluation, as well as reasons for termination or removal.

CONSULTANTS

Consultants are fiduciaries and shall discharge their duties with respect to this fund solely in the interest of the members and benefit recipients with the care, skill, prudence, and diligence under the circumstances then prevailing.

Qualified Consultants include those professionals with the background, expertise, and demonstrated success as institutional investment consultants for at least five years, and with research/data base access to assist in providing investment program advice.

CUSTODIAN

The Custodian(s) holds directly, through its agents, its sub-custodians, or designated clearing systems, assets as designated by the Board. The Custodian is accountable for registration of those designated assets in good delivery form, collection of income generated by those assets, and any corporate action notification. The Custodian(s) is responsible for delivery and receipt of securities of the aforementioned transactions. The Custodian(s) is required to provide online records and reports, performance reporting, accounting reports and other services included by contract. The Board may opt to designate other duties to the Custodian(s).

ASSET ALLOCATION POLICY

Colorado PERA's current target asset allocation and ranges are specified below.

Asset Class	Target Allocation	Permissible Range
Global Equity	56%	50% to 62%
Fixed Income	25%	22% to 28%
Alternative Investments	7%	4% to 10%
Real Estate	7%	4% to 10%
Opportunity Fund	5%	0% to 8%
Total	100%	—

The strategic asset allocation policy will be periodically reviewed, as described under "Investment Philosophy" and "Roles and Responsibilities."

REBALANCING POLICY

The purpose of the rebalancing policy is to ensure the adherence to the strategic allocation plan. Unexpected changes in market values may, on occasion, cause the actual asset allocation to fall outside of the allowable ranges. This policy applies to all asset classes in which PERA invests and requires Staff to implement rebalancing trades if as of any quarter end, the allocation to any asset class is outside the allowable ranges. The Board recognizes, however, the inherent difficulty in managing the allocations to the illiquid asset classes. While the Board expects there to be a process in place that attempts to estimate capital calls and distributions in the non-marketable asset classes, it recognizes the difficulty in buying and selling partnership interests or real estate to manage the Fund's allocation to these asset classes.

As such, with respect to PERA's non-marketable securities asset classes, the Board expects the allocations to these areas to be managed as close as practical to the policy targets. As of any quarter-end, the Board expects Staff to report non-marketable asset class allocations that fall outside the prescribed ranges. In addition, the Board expects Staff to provide an implementation recommendation, if any, to bring the fund's allocation to these areas back within the allowable ranges.

Managing the allocations to the marketable asset classes involves a risk reduction tradeoff with increased transaction costs. As such, the Board expects Staff to implement this policy in a manner which seeks to minimize the impact of transaction costs. The Board also expects Staff to use cash contributions and cash needs to move the Total Fund's asset allocation as close as practical to the policy targets.

When markets move such that the Fund's normal cash flows are insufficient to maintain the Fund's actual asset allocation within the permissible ranges as of any quarter end, the Board expects Staff to implement the necessary transactions to bring the Fund's allocation back to within the allowable ranges. Before a rebalancing transaction is implemented, the Board expects Staff to identify those portfolios that are likely to have the lowest cost of trading. Absent any asset class structure considerations, the Board expects these low trading cost portfolios to be utilized more frequently to implement required Total Fund rebalancing.

ELIGIBLE ASSET CATEGORIES

The Board is responsible for identifying asset categories in which the fund will invest. The Colorado PERA *Governance Manual* requires that the investment policy statement identify the eligible asset categories in which the fund might invest, while Statute requires a discussion of market efficiency. Listed below are the asset categories in which Colorado PERA currently invests along with a discussion of market efficiency in each category.

The efficiency of markets is relevant to expected return opportunities. Highly efficient markets provide less opportunity to add value above market returns. Highly inefficient markets provide more opportunity to add return above what is available by the market. This above market return expectation can be referred to as alpha. Market return can be referred to as beta.

GLOBAL EQUITY

PERA's global equity asset class includes a combination of U.S. and non-U.S. equity markets. Increasing capital and trade flows and decreasing capital constraints and currency controls around the globe are important factors in global financial integration. Equity prices are increasingly determined by global sector factors, suggesting advantages for investors who look for diversification beyond a pure country framework. Increasing similarities among countries and markets suggest that a global approach to investing in the world's equity markets may be optimal. Capital market theory suggests that Colorado PERA should be fully diversified in a global sense, not just in a local sense. Therefore, it behooves investors to consider non-U.S. equity allocations for a portion of their investment portfolios

Investing in the U.S. equity market is a way to participate in one of the largest and most diverse economies in the world through ownership of the companies that make up that economy. Investment theory and history suggest that the U.S. equity markets provide long-term price appreciation in an amount that tends to mirror the overall growth in the economy. In addition, historically stocks have provided a return that served as an effective hedge relative to inflation (i.e., the historical return of stocks has been in excess of the rate of inflation).

The U.S. equity market is considered by many to be one of the most efficient capital markets in the world. The availability of public information regarding the future prospects of individual companies combined with the numerous market participants rendering assessments of this information contribute to this market's efficiency. In structuring portfolios, financial theory and empirical evidence suggests that a broad-market index, that encompasses the entirety of the U.S. equity market, such as the MSCI USA IMI, will provide the most efficient portfolio structure.

While this market is very efficient, neither it nor any other market is perfectly efficient. When appropriate skill is available, it may be possible to successfully use active management techniques to make modest improvements over benchmark returns, with acceptable levels of risk.

Non-U.S. equity markets encompass those of developed and emerging economies. While individual country markets exhibit varying degrees of market efficiency, it is believed that non-U.S. equity markets, as a group, are marginally less efficient than those of the United States. One requirement of market efficiency is the ability of capital to flow freely among markets. Capital flows in non-U.S. equity markets are hampered somewhat by less liquidity than what is available in the United States. Therefore, it is expected that the Colorado PERA non-U.S. equity portfolio will be structured to attempt to capitalize on the perceived inefficiencies of these markets.

FIXED INCOME

Bonds provide a source of diversification relative to an equity-oriented portfolio. The rate of return volatility (investment risk) of fixed income securities is substantially lower than the volatility of equities. In addition, there are significant differences in the pattern of returns between stock and bond investments. Further, fixed income securities are generally believed to provide a better match to the plan's liabilities than do equities. This suggests that when combined with equity securities, a fixed income allocation can serve to reduce the overall risk of the portfolio without materially sacrificing return potential.

The fixed income asset class is perhaps the most diverse capital market. Common securities include government, mortgage-backed and corporate bonds of U.S. and non-U.S. issuers. It also includes bonds issued by high quality as well as low quality companies and countries. The fixed income market may be more efficient than once believed. However, fixed income can experience less efficiency at times and in certain segments such as lower quality bonds. It is expected that the fixed income portfolio will make use of both active and passive investment mandates and will include allocations to all major segments of the fixed income market.

ALTERNATIVE INVESTMENTS

The alternative investment asset class can encompass many different and distinct asset categories. Currently, the Colorado PERA portfolio is comprised of private equity investments—largely buyout and venture capital partnerships, and special situations. These types of investments exhibit high

levels of risk, with an expectation for high rates of investment returns. Many of these investments also exhibit a high level of correlation with the publicly-traded equity markets.

The alternative investment asset class is considered highly inefficient, as the lack of publicly available company and pricing information suggests active management is critical in this asset class. The primary benefit afforded investors in this asset class is the expectation of generating high levels of investment returns, although manager selection is a critical determinant of success within this asset class.

REAL ESTATE

Real estate investments can serve as a diversifier of a stock and bond portfolio. While the factors that influence real estate returns may also influence the returns of stock and bond portfolios, these factors impact real estate in a different manner than the other asset classes. This suggests that the return patterns of real estate have a low correlation to other asset classes, providing a diversification benefit when combined with stocks and bonds.

With the growth in the publicly traded real estate market, information has become more readily available with respect to local property markets. The nature of real estate investing, however, suggests that each individual property has unique characteristics, and as such, investing in real estate requires a substantial amount of information regarding local economic factors and demographic profile, among others. It is expected that the real estate portfolio will be invested according to this information intensive investment approach, and will include exposure to private real estate, and be broadly diversified by geography and property type.

OPPORTUNITY FUND

The purpose of the Opportunity Fund is to provide a framework for investing in asset categories that do not fit within the traditional asset class structure. Currently, the Opportunity Fund is comprised of a variety of liquid and illiquid investments including timber, commodity, risk parity, tactical, and credit opportunity investments. These types of investments exhibit various levels of return and volatility and may or may not be correlated with other assets in the PERA portfolio. Accordingly, these investments will provide varying levels of diversification benefits for the total fund. Also, since the Opportunity Fund investments include both liquid and illiquid

investments, the market efficiencies of the Opportunity Fund investments will vary. In general, illiquid investments will provide greater exposure to market inefficiencies, while liquid investments such as equity and fixed income securities and commodity investments represent markets that are usually considered to be efficient markets.

INVESTMENT RESTRICTIONS

Colorado Statute 24-51-206 establishes what investments are permissible as well as certain limitations:

24-51-206 INVESTMENTS.

- (1) The board shall have complete control and authority to invest the funds of the association. Preference shall be given to Colorado investments consistent with sound investment policy.
- (2) Investments may be made without limitation in the following:
 - (a) Obligations of the United States government;
 - (b) Obligations fully guaranteed as to principal and interest by the United States government;
 - (c) State and municipal bonds;
 - (d) Corporate notes, bonds, and debentures whether or not convertible;
 - (e) Railroad equipment trust certificates;
 - (f) Real property;
 - (g) Loans secured by first or second mortgages or deeds of trust on real property; except that the origination of mortgages or deeds of trust on residential real property is prohibited. For the purposes of this paragraph (g) "residential real property" means any real property upon which there is or will be placed a structure designed principally for the occupancy of from one to four families, a mobile home, or a condominium unit or cooperative unit designed principally for the occupancy of from one to four families.

(g.5) Investments in stock or beneficial interests in entities formed for the ownership of real property by tax-exempt organizations pursuant to section 501 (c) (25) of the federal "Internal Revenue Code of 1986", as amended; except that the percentage of any entity's outstanding stock or bonds owned by the association shall not be limited by the provisions of paragraph (b) of subsection (3) of this section;

(h) Participation agreements with life insurance companies; and

(i) Any other type of investment agreements.

(3) Investments may also be made in either common or preferred stock with the following limitations:

(a) The aggregate amount of moneys invested in corporate stocks or corporate bonds, notes, or debentures which are convertible into corporate stock or in investment trust shares shall not exceed sixty-five percent of the then book value of the fund.

(b) No investment of the fund in common or preferred stock, or both, of any single corporation shall be of an amount which exceeds five percent of the then book value of the fund, nor shall the fund acquire more than twelve percent of the outstanding stock or bonds of any single corporation.

(c) (I) Each investment firm offering for sale to the board corporate stocks, bonds, notes, debentures, or a mutual fund that contains corporate securities, shall disclose, in any research or other disclosure documents provided in support of the securities being offered, to the board whether the investment firm has an agreement with a for-profit corporation that is not a government-sponsored enterprise, whose securities are being offered for sale to the board and because of such agreement the investment firm:

(A) Had received compensation for investment banking services within the most recent twelve months; or

(B) May receive compensation for investment banking services within the next three consecutive months.

(II) For the purposes of this paragraph (c), "investment firm" means a bank, brokerage firm, or other financial services firm conducting business within this state, or any agent thereof.

24-54.8-101 SUDAN DIVESTMENT BY PUBLIC PENSION PLANS.

Colorado Statute 24-54.8-101 *et seq.* titled Sudan Divestment by Public Pension Plans was signed into law on April 19, 2007.

The statute:

- » Requires PERA to create a Scrutinized Company list comprised of companies with active and inactive business operations in Sudan.
- » Prohibits PERA from acquiring direct holdings and passively managed indirect holdings in securities of companies on the Scrutinized Company list that have active business operations.
- » Requires PERA to engage companies on the Scrutinized Company list.
- » Requires PERA to divest of certain securities as specified in the statute.
- » Requires certain actions related to commingled portfolios and private equity partnerships.
- » Requires certain periodic reporting as specified in the statute.

The Board adopted the following methodology for creation of the Scrutinized Company list required by 24-54.8-103:

A. The Board shall use the most current Conflict Risk Network Scrutinized Company List (CRN SCL), subject to modification as described in Section B below, to create the Colorado PERA Scrutinized Company List (PERA SCL).

B. The Board, pursuant to Staff recommendation, may remove or add companies to the CRN SCL to create the PERA SCL if the Board concludes that the CRN SCL list is not in compliance with or does not reflect the legislative intent of 24-54.8-101 *et seq.* The Board and the Staff shall consider the following information in its analysis:

- 1) Publicly available information regarding companies with business operations in Sudan, including information provided by nonprofit organizations, research firms, international organizations, and government entities;
- 2) Information obtained by contacting asset managers contracted by PERA that invest in companies that have business operations in Sudan; and
- 3) Information obtained by contacting other institutional investors that have divested from or engaged with companies that have business operations in Sudan.

C. The Board shall update the PERA SCL at the regularly scheduled PERA Board meeting which allows for updates to be effective at six month intervals. The PERA SCL shall not change or be modified until officially updated by the Board except that if PERA becomes aware that a company with active business operations in Sudan (at the time of the creation of the most current PERA SCL) has ceased such active business operations and has been removed from the active business operations portion of the most current CRN SCL or the Board has made a determination pursuant to Section B above as a result of its research, which may include research resulting from engagement with the company, then that company will be immediately removed as a company with active business operations on the PERA SCL.

IRAN-RELATED INVESTMENT POLICY

PERA will initiate a phased strategy to address PERA's direct public investments in foreign companies doing business in the Islamic Republic of Iran. The strategy will address and will include a number of actions, up to and including possible divestment. PERA recognizes the federal government has sole responsibility for the conduct of American foreign policy. PERA is acting out of a fiduciary concern for the welfare of its members' assets which requires a broad horizon and sensitivity to the potential risks posed by investment in Iran.

The United States prohibits loans from U.S. financial institutions and direct investment in the Iranian energy and defense sectors. The U.S. government can also impose economic sanctions on foreign companies

investing in Iran's petroleum and natural gas sector. It is widely reported that Iran supports terrorism and continues to develop the infrastructure to support advanced nuclear technology.

PERA must be managed for the benefit of the members, retirees and beneficiaries, and this policy is developed to address the potential for risk presented by pension fund investments in companies doing business in Iran.

Accordingly the PERA Board of Trustees adopts a policy consisting of the following phases:

- » Phase I: Commencing immediately, staff shall undertake research to identify a list of public companies doing business in Iran which meet the following criteria: (This list will be developed through staff research of publicly available information that may include the retention of external third party researchers and/or other information provided by other public funds, pension systems and investor organizations.)
 - 1) That have made an investment on or after August 5, 1996, or in any combination in any 12 month period, of \$20,000,000 or more, in Iran's energy sector; or
 - 2) Are engaged in business with any Iranian organization labeled by the U.S. government as a terrorist organization; or
 - 3) Are engaged in any business that facilitates Iranian acquisition of nuclear, chemical or biological weapons technology or military equipment.

Staff may determine that a company's business in Iran is not material and does not present significant risks for PERA's investments or a company has taken sufficient steps to mitigate risks presented by Iranian investments or that there is sufficient evidence of an elimination of ongoing Iranian investment or business activities to warrant exclusion or removal of a company from the list (removal of moratorium companies requires 90-day advance notice as specified in Phase III).

- » Phase II: Upon a company being included on the list that meets the criteria set forth under Phase I in which PERA holds a direct public investment, staff shall within 30 days after identifying such a company, engage such company and ask them to:

- 1) Provide a detailed description of the nature, extent, duration, and full history of the companies' business activities in Iran;
 - 2) Provide an explanation as to how these activities are consistent with a sound and prudent long-term investment strategy;
 - 3) Report how they are engaging the government of Iran regarding its conduct and how they are mitigating investment risks posed by doing business in Iran;
 - 4) Report whether substantial action has been taken to affect the policies and practices of the government of the Islamic Republic of Iran; and
 - 5) Additionally, staff shall, where practical, confer and work with other pension systems and investor organizations regarding information stemming from their engagement with such companies and potentially cooperate in taking joint action in engaging such companies.
- » Phase III: Upon a company being included on the list that meets the criteria set forth under Phase I, the Board enacts a moratorium on direct public investments in companies in which PERA currently holds no interest. The moratorium shall apply upon the date that staff determines such a company meets the criteria. Staff shall give 90-days advance notice before the effective date of any amendment or repeal of this moratorium to the public, the General Assembly and the Governor. Staff will also then notify the Board at the next regularly scheduled Board meeting.
 - » Phase IV: Within 90 days after engaging such a company, staff shall evaluate the companies' responses and determine if they have taken sufficient steps to minimize risk to PERA and/or whether additional time is required to effectively engage such company. If not, staff shall analyze:
 - 1) The available strategies for addressing the risk presented;
 - 2) The viability of working with other interested parties and investors to affect the policies and practices of companies with business operations in Iran; and
 - 3) The availability of alternative direct public investments providing similar diversity and return expectations.
 - » Phase V: Staff shall report to the Board its findings, actions and recommendations concerning individual companies on the list as changes to the list warrant, but not less than annually. This report shall be made available to the public and forwarded to the General Assembly and the Governor; provided, however, the first public report shall be made no later than March 21, 2008. Should adequate mitigation of risk not be possible, the PERA Board of Trustees, consistent with its fiduciary obligations and responsibilities, will thereafter direct staff to:
 - 1) Withhold additional or new direct public investments in non-complying companies; and/or
 - 2) Divest current direct public investments in the companies.

RISK CONTROLS

The Board requires:

- » The fund is to be broadly diversified across and within asset classes to limit the volatility of the total fund investment returns and to limit the impact of large losses on individual investments of the total fund.
- » Individual portfolios will be managed according to written investment guidelines that are approved by Colorado PERA staff. These guidelines are intended to ensure that the portfolio meets its objective and operates within acceptable risk parameters.
- » A process be established by which compliance with all elements of the investment policy and portfolio guidelines are measured and monitored, with compliance exceptions being reported to the Board.

ACTIVE RISK

This policy applies to all marketable securities asset classes and for the total marketable securities asset class portfolio and requires Staff to measure and monitor the active risk incurred within each relevant portfolio. While the Board recognizes that its risk tolerance is captured, to a significant extent, through the asset allocation policy, it also recognizes that active risk needs to be measured, monitored and controlled. As such, it is the Board’s policy to incur no more active risk within the marketable securities asset classes and total marketable securities portfolios according to the following limits (to be measured over a three-year period):

Portfolio	Active Risk Maximum
Global Equity	225 basis points
Fixed Income	100 basis points
Total Marketable Securities	150 basis points

The above limits are intended to be maximums, with the specific levels of active risk to be determined by Staff’s outlook for investment opportunities.

The Board expects Staff to continually monitor the active risk of the various portfolios to ensure compliance with the above limits. Furthermore, a report from an independent third party regarding the active risk profile of the various portfolios will be provided annually. In this report, the Board expects trailing three-year active risk of each portfolio, along with forward-looking active risk estimates of each to be presented.

PERFORMANCE MEASUREMENT

The investment objective of the Colorado PERA total fund is to earn the net-of-fees rate of return of the Policy Portfolio (as defined below), plus an excess over that appropriate to the level of active management risk taken by the total fund, over reasonable measurement periods. A Policy Portfolio is a passive representation of the specific asset allocation strategy pursued and is the most objective performance evaluation metric. Currently, the Policy Portfolio is comprised of the following asset classes, weights and benchmarks:

Asset Class	% Weighting in Policy Portfolio	Benchmark
Global Equity	56%	Global Equity Custom Benchmark
Fixed Income	25	Fixed Income Custom Benchmark
Alternative Investments	7	Burgiss Time Weighted Rate of Return
Real Estate	7	Net NFI + 50 basis points
Opportunity Fund	5	Opportunity Fund Benchmark

- » Global Equity Custom Benchmark: MSCI All Country World Index Investable Markets Index (MSCI ACWI IMI)
- » Fixed Income Custom Benchmark: A combination of 98.0 percent of the Barclays Capital U.S. Universal Bond Index and 2.0 percent of the Barclays Capital Long Government/Credit Index.
- » Opportunity Fund Benchmark: A market value weighted average of individual strategy benchmarks.

PROXY VOTING

Refer to Colorado PERA Proxy Voting Policy as revised in March 2014. (Appendix A)



COLORADO PERA PROXY VOTING POLICY

(APPROVED BY SHAREHOLDER RESPONSIBILITY COMMITTEE ON MARCH 20, 2014)
(APPROVED BY BOARD OF TRUSTEES ON MARCH 21, 2014)



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STATUTORY AUTHORITY

The Public Employees' Retirement Association was created by the State of Colorado. The Plan operates by the authority of the Colorado General Assembly, with benefits and administration defined under Title 24, Article 51 of the Colorado Revised Statutes. By state law, the management of the public employees' retirement fund is vested in the Board of Trustees of the Public Employees' Retirement Association of Colorado.

STATUTORY FIDUCIARY RESPONSIBILITY

The trustees of the Board shall be held to the standard of conduct of a fiduciary in discharging their responsibilities. C.R.S. § 24-51-207(2) states:

As fiduciaries, such trustees shall carry out their functions solely in the interest of the members and benefit recipients and for the exclusive purpose of providing benefits and defraying reasonable expenses incurred in performing such duties as required by law. The trustees shall act in accordance with the provisions of this article and with the care, skill, prudence, and diligence in light of the circumstances then prevailing that a prudent person acting in a like capacity and familiar with such matters would use in the conduct of an enterprise of a like character and with like aims by diversifying the investments of the association so as to minimize the risk of large losses, unless in light of such circumstances it is clearly prudent not to do so.

OTHER FIDUCIARY RESPONSIBILITY

Although the Public Employees' Retirement Association of Colorado is not subject to ERISA (Employee Retirement Income Security Act of 1974), it is attempting to comply with the position taken by the U.S. Department of Labor in February 1988, in a letter addressed to Avon Products Inc. Employees' Retirement Plan. In the letter the Department of Labor has stated that under Title I of the Employee Retirement Income Security Act of 1974 the right to vote shares of stock owned by a pension plan is, in itself, an asset of the plan, and therefore the fiduciary's responsibility to manage the assets includes proxy voting. Fiduciaries are required to develop and maintain a written proxy policy, vote in accordance with the written policy, and maintain accurate records of the proxy voting activities.

SHAREHOLDER RESPONSIBILITY COMMITTEE OF THE BOARD OF TRUSTEES

To assist the Board of Trustees in carrying out its fiduciary responsibilities in voting proxies, the Board has established a Shareholder Responsibility Committee. The Committee is composed of members of the Board with the Chair of the Board as an ex-officio member of the Committee. The General Counsel serves as an advisor to the Committee. The Board of Trustees and the Shareholder Responsibility Committee have delegated to its staff in the Legal Department the authority to execute and vote all proxies according to the PERA *Proxy Voting Policy*. All proxy issues are reviewed by staff on a case-by-case basis and then voted according to guidelines established by the *Policy*. Staff maintains a complete file of all proxy voting activities. At least annually the Board of Trustees is given a report of shareholder activities.

VOTING GUIDELINES—OVERVIEW OF CASTING PROXY VOTES

This policy has been developed by PERA staff. When developing the policy, staff reviewed governance policies that promote accountability, transparency, and sound corporate governance. Key provisions of sound corporate governance policies that align with PERA's fiduciary responsibility to ensure long-term stability of the fund for the benefit of our members have been incorporated into this policy. This policy is unique to PERA and is referred to when reviewing proxies for voting. All domestic and non-U.S. proxies are voted in-house by PERA staff using a secure proxy voting platform.

Each annual, special, or contested meeting held by a company is unique in its own right. Proposals put before shareholders for consideration are specific to each company based upon the dynamics of that company. While companies may put a proposal on their ballot (such as 'advisory vote on executive compensation'), and shareholders may put a proposal on the ballot at various companies (such as 'declassify the board'), each proposal must be evaluated based upon the attributes of the company to which the proposal applies. There can be no one-size-fits-all approach to proxy voting.

Unless otherwise stated in this policy:

PERA will review proposals on a case-by-case basis when it has been determined that a meeting may be of heightened importance due to any of the following: poor performance; lack of effective oversight; poor corporate governance practices by management; other events that may be found to be detrimental to the interests of shareholders. When determining how to vote these cases, PERA will utilize analyses and recommendations from staff and outside proxy consultant sources. When a proposal is not specifically addressed in the PERA *Proxy Voting Policy* PERA will generally vote as recommended by our proxy advisory consultant.

BOARD OF DIRECTORS

DESCRIPTION: The primary purpose of the Board of Directors is to represent shareholders, protect their interests, and maximize shareholder value. As such, the Board is the focal point of corporate

governance at a company. It is widely held by corporate governance experts that non-classified boards composed of a majority of independent directors with separate Chief Executive Officer and Chairman positions contain the greatest diversity for oversight and ensuring fair representation of shareholder interests. PERA believes that corporate transparency is increased by Boards of Directors that meet our policy standards, and that transparency is important in our ability to make informed investment decisions.

PERA believes that a board of directors should be composed of a majority of independent directors. PERA defines an independent director as someone who does not have any kind of significant affiliation with the company other than the directorship. Further, a director will not be considered independent if during the past five years the director is, had, or has been:

- » Employed by the corporation or employed as a director of an affiliate
- » An employee, director, or greater-than-20-percent owner of a firm that is one of the corporation's, or its affiliates, paid advisers or consultants
- » A five percent or greater ownership interest in a third-party that provides payments to or receives payments from the corporation
- » Paid more than \$50,000 under a personal contract with the corporation, an executive officer, or any affiliate of the corporation
- » An employee or director of a foundation, university or other non-profit organization that receives significant grants or endowments from the corporation
- » Part of an interlocking directorate in which the CEO or other employee of the corporation serves on the board of a third-party entity
- » Has a relative who is or has been an employee, a director, or a five percent or greater owner of a third-party entity that is a significant competitor of the corporation.

The above also applies when any family member of a director falls under the above criteria. A family member is defined as: any spouse, parents, children, step-children, siblings, mothers and

fathers-in-law, sons and daughters-in-law, brothers and sisters-in-law, aunts uncles, nieces, nephews and first cousins of the director, and anyone sharing the home of the director.

1. AGAINST AND WITHHOLD VOTES FOR INDIVIDUAL DIRECTORS IN UNCONTESTED ELECTIONS

With the additional focus placed on the performance of boards, PERA believes more scrutiny should be given to voting for individual directors. PERA will vote *Against* or *Withhold* votes from director nominees that:

- » Have attended less than 75% of board meetings and committee meetings.
- » Sit on an excessive number of boards which may prohibit effective participation on the board in question. The number of boards considered to be excessive will be dependent on the sector and other factors related to the company at issue.
- » Are affiliated with boards of failed companies, or companies under current federal, state, regulatory or congressional investigation or review.
- » Served on boards whose governance record is indicative of a board that does not support policies expressed by PERA's *Proxy Voting Policy*.
- » Are also the CEO of a company where a serious restatement has occurred after the CEO certified the pre-restatement financial statements.
- » Have sat on a board for the past 3 consecutive years and the company has been in the bottom quartile for performance in their industry for the past 3 consecutive years.
- » The above list is not all inclusive. PERA will consider all material facts when determining if an *Against* or *Withhold* vote should be cast for a director nominee.

2. SEPARATE POSITIONS FOR CHIEF EXECUTIVE OFFICER AND CHAIRMAN

PERA believes a Board that has separate positions for Chief Executive Officer and Chairman promotes greater management accountability; helps create a board atmosphere of independent leadership, and allows for an

unbiased evaluation of the performance of the Chief Executive Officer by the Board. PERA will vote *For* proposals that seek the separation of Chief Executive Officer and Chairman positions and *Against* proposals that seek to prevent such separation or impair the independence of the Chief Executive Officer and Chairman positions.

3. ESTABLISH NOMINATING, COMPENSATION, AUDIT AND GOVERNANCE COMMITTEES

PERA believes good corporate governance requires companies to establish nominating, compensation, audit and governance committees. PERA will vote *For* proposals that seek to establish any or all of these committees.

4. MAJORITY VOTING FOR THE ELECTION OF DIRECTORS

PERA believes all directors should be elected by a majority vote of shareowners. As such, PERA will vote *For* all proposals that require a majority vote for the election of directors.

5. DECLASSIFIED BOARDS

Corporate governance experts believe boards that are not classified are more effective than classified boards as they do not lead to entrenchment of management, do not insulate directors from being accountable to shareholders, and they allow for greater ease to change control of a company through a proxy contest. Although many U.S. companies have classified boards, recent trends have shown more and more proposals have been submitted and received substantial votes to repeal classified boards. In addition to shareholder proposals calling for the repeal of classified boards, some companies have voluntarily submitted proposals to repeal their classified boards. PERA believes declassified boards provide a valuable avenue toward director responsibility and accountability to shareholders and will vote *For* proposals to repeal classified boards.*

* It is acknowledged that PERA is a classified board and voting for the repeal of classified boards may appear to be a double standard. However, PERA's board structure is mandated by state statute, not corporate by-laws, and subject to change only through state legislation. Further, PERA Board members are selected by an open election and placed on the election ballot by petition rather than a ratification vote of a predetermined slate.

6. COMMITTEE COMPOSITION

PERA believes the board of directors should be composed of a majority of independent directors. Key committees including the audit, compensation, governance, and nominating committees should be comprised of only independent directors. PERA will vote **Against** proposals that do not provide for key committees to be composed of independent directors. PERA will also vote **Against** or **Withhold** votes from the nominating committee chair when the board and/or key committees do not meet independent standards as defined in PERA's *Proxy Voting Policy*.

CORPORATE GOVERNANCE

1. SHAREHOLDER ACCESS TO THE PROXY

On September 16, 2010, after many years of petitioning the Securities and Exchange Commission (SEC) for the right of shareowners to place director nominees on a proxy ballot, the SEC issued final rules granting proxy access to shareowners. Shortly after the publication of the final rules, the US Chamber of Commerce and Business Roundtable filed suit to overturn the new rules. In July 2011, the District of Columbia Circuit Court of Appeals overturned the SEC rules granting proxy access to shareowners. As a result of the ruling, the SEC tabled any plans to reconsider rules for allowing proxy access. Instead, effective September 20, 2011, the SEC amended Exchange Act Rule 14a-8, the shareholder proposal rule, which will require companies to include in their proxy materials, under certain circumstances, shareholder proposals that seek to establish a procedure in the company's governing documents for the inclusion of one or more shareholder director nominees in the company's proxy materials.

While PERA supports access to the proxy, PERA does not believe it is necessarily in the best interest of shareowners and companies to allow access on a 'by company' basis. Access to the proxy should be an all-inclusive rule promulgated by the SEC providing, but not limited to, the same standards of ownership and longevity of ownership. Allowing access under Rule 14a-8 has the potential to create access proposals that differ from company to company that may not be in the best interests of shareowners.

PERA will review all access proposals on a case-by-case basis and vote pursuant to the Voting Guidelines.

2. EXCLUSIVE FORUM PROVISIONS

In March 2010 the Delaware Court of Chancery issued an opinion allowing for any Delaware corporation to establish the Delaware Court of Chancery as the exclusive forum for "intra-entity" disputes, which include claims asserting director's and officer's breaches of fiduciary duty, claims seeking to overturn director's business judgments on mergers, and other matters.

PERA believes that clauses establishing one court as the sole venue for shareowner claims could potentially limit shareowners' ability to succeed in the pursuit of compensation for meritorious claims. While a single forum may bring greater predictability to the process, it is logical to expect that given a choice, management would choose a forum where rulings are consistently advantageous to management. Most companies that have adopted an exclusive forum provision did so without seeking shareowner approval. PERA will vote **AGAINST** any proposal requesting exclusive forum for intra-entity disputes.

EXECUTIVE COMPENSATION

DESCRIPTION: PERA believes that determining executive compensation is one of the most important, and difficult, functions facing companies. With the spotlight on the 2008 market meltdown and the perceived excess of corporate executives, it is imperative that critical attention be given when analyzing the many facets of executive compensation. Because each company is unique, PERA believes that compensation committees, when composed of independent directors, should be capable of making sound decisions concerning compensation. They should be allowed to utilize all available tools—such as stock plans or bonus incentives—to attract and maintain individuals who possess the vision and leadership necessary to promote corporate growth and profits, and protect shareholder rights and value. While compensation committees should have the flexibility to determine executive compensation, it is also imperative that executives not be given preference over shareholders when non-cash awards are being considered as a means of compensation, and shareholders should approve all non-cash awards.

PERA strongly believes that compensation packages should be performance based and allow for an annual advisory shareholder vote. However, because of the complexity of compensation packages it is difficult, if not impossible, to subscribe to a one-size-fits-all method when analyzing compensation packages. PERA does believe the following factors should be taken into consideration when evaluating a compensation package:

- » Performance based salary and incentives that take into account long term goals and strategies
- » Stock Option awards, including provisions for holding options past retirement
- » Clawback provisions
- » Incentive Bonus Plans
- » Long-term Incentive Plans
- » Minimum Stock Ownership Requirements
- » Stock Ownership Requirements
- » Golden Parachutes

Proposals dealing with executive compensation will be voted as outlined in the Voting Guidelines.

OTHER COMPENSATION PLANS

DESCRIPTION: PERA believes that nonemployee directors and employees should be rewarded for their efforts when those efforts promote corporate growth and profits. There are many different plans that can be used for rewarding such efforts. As with executive compensation, PERA believes that an independent board should be capable of making sound decisions concerning other compensation plans. Other compensation plans should focus on the following attributes:

- » Attract highly qualified candidates and employees
- » Retain highly qualified candidates and employees
- » Align directors' interests with the interests of long-term shareholders
- » Provide complete plan disclosure to shareholders

1. NONEMPLOYEE DIRECTOR RETIREMENT PLANS

Nonemployee director retirement plans can create conflicts of interest because of their high value and flexible terms that could lead to a lifetime benefit for not only the director, but also

a director's surviving spouse (golden coffins). Additionally, director retirement plans are often times redundant because many nonemployee directors receive pension benefits from their primary or previous employer. Faced with the increase of scrutiny by shareholders in the arena of director compensation, many companies are seeking shareholder approval to eliminate director retirement plans. PERA favors proposals that eliminate nonemployee director retirement plans and will vote **For** proposals that eliminate nonemployee director retirement plans.

2. EMPLOYEE STOCK PURCHASE PLANS

Due to the uniqueness and needs of each company, proposals will be voted as outlined in the Voting Guidelines.

3. EMPLOYEE STOCK OWNERSHIP PLANS

Employee Stock Ownership Plans ("ESOPs") have become a popular method in which a company rewards employees for their commitment and hard work to ensure the success of the company. PERA will vote For proposals to implement an ESOP or increase authorized shares for an existing ESOP provided the number of allocated shares are not excessive (more than five percent of outstanding shares).

Proposals dealing with other compensation plans not addressed by this policy will be voted as outlined in the Voting Guidelines.

AUDITOR

1. AUDIT COMMITTEE'S RESPONSIBILITIES

DESCRIPTION: PERA believes the Audit Committee should fully exercise its authority to hire, compensate, oversee and, if necessary, terminate the company's independent auditor. In doing so, the committee should take proactive steps to promote auditor independence and audit quality. Even in the absence of egregious reasons, the committee should consider the appropriateness of periodically changing the auditor, bearing in mind factors that include, but are not limited to:

- » The auditor's tenure as independent auditor of the company

- » The presence of former audit partners, managers or senior officers in financial reporting or executive positions at the company, or former financial executives of the company in lead offices performing audit work on the company
 - » Directors' relationships with the auditor, including through directors' employer and service on other audit committees
 - » The proportion of total fees attributable to non-audit services, and a determination of why these services could not have been provided by another party to safeguard the auditor's independence
 - » The completeness, timeliness, and clarity of the annual letter to the Audit Committee discussing the independence of the auditor
 - » The significance of the audit and total fees to the lead office and engagement partner performing the independent audit
 - » The quality and frequency of communication from the auditor to the Audit Committee
 - » The experience, expertise, and professional skepticism of the audit partner, manager, and senior personnel assigned to the audit, and the extent of their involvement in performing the audit
 - » The incidence and circumstances surrounding a financial restatement, whether at the company or at another company audited by the same firm
 - » The incidence and circumstances surrounding the reporting of a material weakness in internal controls by the auditor
 - » The clarity, utility, and insights provided in the auditor's report and the auditor's letter to management in relation to the audit
 - » The level of transparency and robustness of the audit firm with the Audit Committee and investors, including with respect to audit quality indicators, governance practices and underlying principles, and the financial stability of the audit firm
 - » Inspection results and fines levied by the Public Company Accounting Oversight Board or other regulators
 - » The track record of the lead partners and the extent of their professional commitments, as provided upon request or observable through disclosure or signature of the lead partner on the auditor's report
 - » Reasons cited by other companies for discontinuing their engagement of the same audit partner and/or auditor
 - » The results of annual auditor performance reviews by Audit Committee members
 - » The availability of a replacement for the existing auditor with the requisite experience and staffing required by professional standards to perform a quality audit
 - » The auditor's position on whether it requires the inclusion of an arbitration clause that would place limitations on investors' ability to recover damages they have incurred
- Investors are the "customers" and end users of financial statements and disclosures in the public capital markets. Both the Audit Committee and the auditor should recognize this principle.
- The Audit Committee report should provide meaningful information to investors about how the committee carries out its responsibilities. The report should include an explanation of how the committee carries out its auditor compensation responsibilities in consideration of audit quality objectives. The report should include a fact specific explanation for not changing the company's auditor if the committee chooses to renew the engagement of an auditor with more than 10 consecutive years of service, or if the auditor is retained despite knowledge of substantive deficiencies identified during the committee's review of the considerations described above.
- ## 2. RATIFICATION OF AUDITORS
- The auditor's role is crucial in ensuring the integrity and transparency of the information necessary for protecting shareholder value. However, companies are not legally required to allow shareowners to ratify the selection of auditors. PERA believes shareowners should have the right to vote annually to ratify the auditors. A minimum set of standards should be applied to the ratification of auditors which includes but is not limited to:
- » The auditing team should be rotated every five years.

- » A company's external auditor should not perform any non-audit services for the company, except those that are required by state or regulation to be performed by a company's external auditor.
- » The contract between the company and audit firm should not allow for alternative dispute resolution.
- » Appropriate disclosure should be made regarding fees. Fees paid for non-audit services, such as tax fees, should be reasonable when compared as a percentage to all fees paid.
- » An audit committee should be established if there is none.
- » Chief Executive Officers and Chief Financial Officers must sign a statement certifying and verifying that the company's financial statements and disclosures are accurate and complete and based on the companies' actual accounting records.
- » Accounting methods used should comply with all federal and state statutes and regulatory bodies as well as accounting standards and generally accepted accounting practices.

While PERA believes a vote should be cast against such auditor proposals when companies do not comply with these standards, it can be difficult to determine if certain standards are met due to a lack of available information.

PERA will vote *Against* the ratification of the auditor if any of the above standards are not met, if the auditor's independence or audit integrity has been compromised, or when financial statements previously submitted are found to be inaccurate and have to be restated.

PROXY CONTESTS

DESCRIPTION: Proxy contests are the result of an unsatisfied or dissident shareholder, or group of shareholders, who believe current management has not done a viable job of protecting and increasing shareholder value and profits. Proxy contests can be directed towards directors and corporate policy and can include proposals such as cumulative voting and confidential voting. Proposals dealing with proxy contests will be voted as outlined in the Voting Guidelines.

ANTITAKEOVER DEFENSES AND VOTING RELATED ISSUES

DESCRIPTION: Various methods of antitakeover defenses have been adopted by companies to prevent hostile takeovers. Additionally, state governments have adopted statutes to support companies in antitakeover defenses in an attempt to be more attractive as a location for incorporation. The result has been a lessening of shareholders' abilities to effect change in companies when there is a belief that management may not be protecting and promoting the best interests of the shareholders in a hostile takeover situation. Proposals will be voted as outlined in the Voting Guidelines.

MERGERS AND CORPORATE RESTRUCTURING

DESCRIPTION: Good financial health of companies is essential for maximizing shareholder value. In an effort to ensure financial success, companies will look to mergers, acquisitions, and the sale or purchase of assets. Each proposal is complex and composed of many factors that must be considered when reviewing proposals. Proposals dealing with mergers and corporate restructuring not addressed by this policy will be voted as outlined in the Voting Guidelines.

1. SALE OR PURCHASE OF COMPANY ASSETS

PERA will vote all proposals regarding the sale or purchase of company assets—as outlined in the Voting Guidelines.

2. MERGERS AND ACQUISITIONS

PERA realizes that each proposal for a merger and/or acquisition is unique, and many factors must be considered in each merger and/or acquisition. Proposals dealing with mergers and acquisitions will be voted as outlined in the Voting Guidelines.

3. POISON PILLS

PERA is not in favor of poison pills and will vote *For* proposals that call for companies to submit poison pills to shareholder votes, or proposals calling for companies to rescind or redeem poison pills. PERA will vote *Against* management proposals to create poison pills even when they are submitted to a vote.

4. STOCK AUTHORIZATIONS

Stock authorizations include a wide variety of issues. Proposals dealing with stock authorizations will be voted as outlined in the Voting Guidelines.

5. PREEMPTIVE RIGHTS

PERA will vote *For* shareholder proposals that provide shareholders preemptive rights, but will vote *Against* new issues of stock representing five percent or less of existing capital.

6. UNEQUAL VOTING RIGHTS

PERA will vote *Against* all proposals to institute new classes of common or preferred stock with unequal voting rights. If voting rights are equal, PERA will not oppose the proposal unless it is used as an anti-takeover device, which would reduce the value of the outstanding stock.

STATE OF INCORPORATION AND CHARTERS/BYLAWS

DESCRIPTION: Proposals to change the state of incorporation or charters and bylaws of a company are common and normally without controversy. Recent trends have shown a tendency by some companies to reincorporate as an attempt to circumvent tax laws or amend charters/bylaws in a manner that could diminish shareholder value. PERA believes good corporate governance requires careful evaluation of proposals to ensure the protection of shareholder's value and rights when addressing these proposals.

Proposals dealing with state of incorporation and charters/bylaws not addressed by this policy will be voted as outlined in the Voting Guidelines.

1. OFFSHORE REINCORPORATION PROPOSALS

PERA will vote *Against* all offshore reincorporation proposals if it is shown the reincorporation is an attempt to dilute shareholder rights.

2. STATE OF INCORPORATION

PERA will vote *For* proposals to change the state of incorporation whenever the change supports shareholder interests and will vote *Against* a change if it results in limiting rights of shareholders.

3. SUPERMAJORITY VOTE REQUIREMENT FOR AMENDING CHARTER/BYLAWS

Good corporate governance practices require only a simple majority of voting shares to pass proposals effecting corporate governance provisions. Requiring a supermajority of voting shares could permit management to become entrenched and allow amendments that are in the interest of shareholders to fail on the ballot. PERA will vote *Against* proposals that provide for a supermajority vote.

CAPITAL STRUCTURE

DESCRIPTION: Overseeing the capital structure of a company calls for the practice of sound corporate governance. While some aspects of capital structure should be handled by the board and/or senior management other issues such as common stock authorization, dividend policy, taxes, types of assets, and growth opportunity can have an impact on shareholder value and should be put to a vote by shareholders. Proposals dealing with capital structure issues will be voted as outlined in the Voting Guidelines.

OPERATIONAL ITEMS

DESCRIPTION: Operational items are generally noncontroversial and are proposed by both management and shareholders. Most operational items address issues and procedural matters relating to the annual meeting process; however, there are some items that are outside the realm of the annual meeting process that are considered operational items. Many proposals do not require shareholder approval pursuant to the charter or bylaws of the company but will be submitted to shareholders for ratification as a practice of good corporate governance. While most operational items are usually considered routine, PERA believes that it has a fiduciary responsibility to vote proposals dealing with any operational item. Proposals dealing with operational items not addressed in this policy will be voted as outlined in the Voting Guidelines.

1. ADJOURN MEETINGS

PERA generally opposes attempts to adjourn meetings by proxy vote. Adjournments are normally called for by management when insufficient votes have been received for passage of a proposal item. PERA believes this tactic does not allow for the voice of shareholders to be heard. PERA will vote *Against* adjournment proposals.

2. TRANSACT OTHER BUSINESS

PERA opposes attempts by management to bring new proposals for a vote at meetings because of the uncertainty of items to be submitted. Unless a shareholder attends the meeting, there is no method by which a shareholder can ask questions or voice opposition to a proposal presented at the meeting. As such, PERA will vote *Against* proposals that seek approval to transact other business during a meeting.

3. CHANGE OF COMPANY NAME

Corporate name changes that are distinctive, or more functional than the original name, usually tend to have a positive effect on stock prices. As such, PERA will vote *For* proposals to change the corporate name.

4. DISCLOSURE PROPOSALS

PERA will vote *For* disclosure proposals when company disclosure has been inadequate and the shareholder request is not overly expensive or burdensome.

OTHER PROXY ISSUES REGARDING CORPORATE GOVERNANCE

DESCRIPTION: Many issues dealing with corporate governance have not been addressed in this policy. PERA believes good corporate governance practices are essential to maximize and protect shareholder value and interests. Corporate governance issues that have not been addressed within the *Proxy Voting Policy* will be voted as outlined in the Voting Guidelines.

SHAREHOLDER PROPOSALS

I. CORPORATE GOVERNANCE PROPOSALS

DESCRIPTION: Governance proposals include a broad spectrum of issues that deal with matters ranging from advisory votes on executive pay to the multiple aspects of director nominations and elections. Shareholder proposals can be an effective way to affect change at companies

where a board has been unresponsive to the concerns of shareholders. All proposals will be voted as outlined in the Voting Guidelines.

II. SOCIAL RESPONSIBILITY PROPOSALS

DESCRIPTION: Social responsibility proposals include a broad spectrum of issues that deal with subjects ranging from genetically modified foods to human rights and labor issues. Such proposals have become commonplace at annual meetings and it is not unusual to see public pension funds, institutional investors, and individual investors submitting social responsibility proposals for consideration. PERA believes that the company is in the best position to determine the effect on shareholder value, and financial impact, on the company regarding social responsibility issues.

1. Sustainability/Climate Change

PERA believes that sustainability and climate change issues can be an area of concern and it is not uncommon to see proposals that require a company to report on sustainability and climate change issues. PERA will generally vote proposals requesting reports on sustainability and climate change issues as recommended by our proxy advisory consultants.

2. Political Expenditures

PERA believes that all political expenditures should be approved by the board of directors and disclosed to shareholders. PERA will vote *For* proposals that require board approval and disclosure of all political expenditures.

3. Hydraulic Fracturing

Hydraulic fracturing (fracking) is a method used to extract natural gas from rock formations which involves a mix of water, chemicals, and particles injected under high pressure into a bore hole to create openings in rock formations through which natural gas can flow. Fracking has become the subject of increasing attention by investors, environmentalists, regulators and the media. Potential risks allegedly associated with fracking include environmental, health, regulatory, and reputational.

Shareholder proponents have argued that companies have not provided adequate disclosure, transparency and sufficient information to address potential risks. Boards

generally contend that there is no need for further disclosure and transparency of fracking operations citing the frequent use and long history of fracking operations, strict adherence to current laws and regulations, and proprietary business concerns.

PERA will review all fracking disclosure proposals on a case-by-case basis and vote pursuant to the Voting Guidelines.

All Other Social Responsibility Proposals

PERA will **Abstain** on all other social responsibility proposals and only vote a social responsibility proposal if there is a clear, evident, and demonstrable economic impact to the company as recommended by our proxy advisory consultants.

DOMESTIC AND NON-U.S. PROXY VOTING

DESCRIPTION: Proxy voting for domestic and non-U.S. companies is handled by internal PERA staff. The Board of Trustees has determined that the best method for voting domestic and non-U.S. proxies at this time is to continue having internal PERA staff vote all proxies.

Shares of stock with associated voting rights, which are purchased by PERA's internal investment staff, and shares of stock with associated voting rights which are purchased by external equity managers for PERA, shall be voted internally by PERA staff subject to the following requirements and standards:

1. PERA staff shall vote all domestic and non-U.S. proxies pursuant to the written proxy voting policy adopted by the PERA Board of Trustees.
2. PERA staff shall report monthly all domestic and non-U.S. proxy votes to the Shareholder Responsibility Committee.

Revised and adopted by the PERA Board of Trustees and Shareholder Responsibility Committee (formerly Proxy Committee) in June 2013. Previous versions of the Proxy Voting Policy were revised and adopted by the PERA Board of Trustees and/or Shareholder Responsibility Committee (formerly Proxy Committee) in March 2014, June 2013, March 2013, March 2012, September 2010, January 2003, November 2002, November 1997, March 1997, November 1993, 1990, 1987, 1985, 1984, 1980, and 1979.