



TEXAS MUNICIPAL RETIREMENT SYSTEM

INVESTMENT POLICY

SEPTEMBER 2008

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TEXAS MUNICIPAL RETIREMENT SYSTEM
STATEMENT OF POLICIES FOR INVESTMENT OF THE ASSETS
September 2008

PURPOSE

The Board of Trustees of the Texas Municipal Retirement System adopts this statement of policies for investment of the assets of the Texas Municipal Retirement System (hereinafter “TMRS” or “System”).

BACKGROUND (PLAN DESIGN)

TMRS is a statewide agent multi-employer public employee retirement system that administers nontraditional, joint contributory, defined benefit plans covering usually all of the employees of each member city. Under these plans the retirement annuity of a member is the actuarial equivalent of the sum of (a) the member’s own monthly contributions during working years¹ at a fixed percent of compensation, accumulated with interest as System investment earnings permit, plus (b) an equal or greater multiple sum out of the employer’s “accumulation account,” and (c) any additional credits granted by the employer.² The employer makes monthly contributions to this account at the rate determined annually by the actuary, and the System allows interest on beginning annual balances in the account.

Annuities are paid during the post-retirement life of the member, calculated on assumption of compound annual interest during the payout period at a rate fixed by the Board of Trustees (presently 5%). Alternative benefits that are the actuarial equivalent of a straight-life benefit are authorized by statute.

INVESTMENT OBJECTIVES

The basic objectives of investment and reinvestment of system assets are:

1. To assure preservation of (and return of) principal.
2. To earn income sufficient to:
 - a. Allow annual interest credit on the reserve funds at the statutory rate (5%);
 - b. Pay annual administrative costs of the System; and

¹ The average System retiree has 23 years of creditable service at time of retirement; the average retirement age is 56; and the 56-year-old retiree (under present unisex mortality tables) has a life expectancy of 23.55 additional years.

² The benefit formula is modified to allow a member “prior service credit” for service antedating the municipality’s participation date. The prior service credit is calculated as a dollar sum, which then becomes part of the money-purchase formula for calculating the annuity.

Most cities, but not all, allow “updated service credit,” which is a similar dollar amount calculated as if the member’s contributions had been made throughout employment, on a uniform salary equal to the average of the three years before the date of the “updated service credit” study. Both “credits” are funded by employer contributions.

- c. Allow annual interest credit on the member and municipality accumulation accounts at the statutory minimum target rates (presently 5%).
3. To consistently earn additional income, if feasible, to maintain and continue an “interest reserve” to better ensure continued credits at the statutory minimum target rate during low performing market periods.
4. To maintain sufficient liquidity to pay benefits.

Time Horizon

The System’s investment objectives are promoted by a focus on returns over long periods, consistent with the matching of long-term assets and liabilities and in support of the annual interest credit.

PORTFOLIO MANAGEMENT

General Investment Policies

1. Funds of the System shall be invested, without distinction as to source, only in securities as that term is defined in the TMRS Act, and as authorized by these investment policies. Board policy limits on amounts of any security or class of securities shall be observed.
2. Investment decisions shall be made by considering the investment of all of the assets of the System, rather than by considering the prudence of a single investment, and investments shall be made with the degree of judgment and care, under the circumstances that persons of prudence, discretion, and intelligence exercise in the management of their own affairs, considering the probable income from the securities and probable safety of their capital.

Asset Allocation

The Board of Trustees recognizes that the most important determinant of long-term return and volatility is the asset allocation decision. The Board will set long-term asset allocation targets or ranges that will best meet the needs of the System, the plans and their members. The Board expects to adopt a series of interim asset allocation targets as the System approaches a long-term fully diversified investment portfolio. The asset allocation targets are found in Appendix A to this Investment Policy Statement.

General Investment Guidelines

1. Funds allocated to fixed income securities (bonds) should be invested in U.S. Treasury obligations (which are considered free from credit risks), unless greater returns on the alternative securities, as authorized in this policy, justify the added credit risks.
2. Investments should be selected with longer-term assured income returns as a primary consideration.
3. Capital gains may be taken as the market permits, provided that the quality and maturity structure of the portfolio continues to satisfy the portfolio strategy guidelines.

4. Except for short-term investments, the System shall not own securities that have a floating or variable rate which are adjusted according to the rates of other financial instruments.

Eligible Securities

Funds may be invested, pending accumulation of amounts sufficient to warrant longer-term commitment, in the following:

- a. United States Treasury securities of one year maturity or less,
- b. U.S. Government-Sponsored Enterprise (GSE) discount notes of one year maturity or less,
- c. Commercial paper of 270 days or less in maturity issued by corporations whose commercial paper is rated in the highest rating category by at least two of the following: Moody's Investors Service, Standard and Poor's Corporation, or FitchRatings.
- d. Custodian bank's short-term investment fund, provided such fund is restricted to securities rated A or better, provides daily liquidity, and satisfies the requirements for ERISA-qualified plans.
- e. Money Market Funds meeting the requirements of SEC Regulation 270.2a7.

Funds may be invested in the following:

- a. United States Treasury notes and bonds,
- b. U.S. government agency securities, backed by the full faith and credit of the U.S. government or collateralized by U.S. Treasury securities,
- c. U.S. Government-Sponsored Enterprise Securities (GSEs) and Federally Related Institution Securities,
- d. Residential Mortgage Pass-Thru Securities issued by U.S. government (including GSEs) and federally chartered agencies, rated A or better,
- e. Collateralized Mortgage Obligation (CMO) Bonds issued by U.S. Government and federally chartered agencies or collateralized by U.S. Government Agency securities, rated A or better,
- f. AAA-rated Non-agency Residential Mortgage Pass-Thru Securities and AAA-rated Non-agency CMO Bonds
- g. AAA-rated Commercial Mortgage Backed Securities (CMBS), restricted to multi-property, multi-borrower transactions
- h. U.S. Corporate Bonds rated as investment grade ("BBB" or better) by Moody's Investors Service, Standard and Poor's Corporation, or FitchRatings.
- i. Yankee Bonds (foreign bonds issued in the U.S. and denominated in U.S. Dollars) rated "A" or better by Moody's Investors Service, Standard and Poor's Corporation, or FitchRatings.
- j. U.S. dollar-denominated Supranational Bonds (such as debt of the European Investment Bank and The World Bank) rated "AA" or better by Moody's Investors Service, Standard and Poor's Corporation, or FitchRatings.
- k. Bonds of a state, county, school district, city, or other municipal corporation of the United States, rated in the AA category by Moody's Investor Service, Standard and Poor's Corporation, or Fitch Ratings.
- l. Equities (common and preferred stock) of U.S. and non-U.S. corporations.
- m. Domestic Equity Index Fund Manager's Russell 3000 Index Commingled Fund

n. International Equity Index Fund Manager's EAFE Index Commingled Fund

In the event that a security is downgraded below investment grade by one or more rating agencies, and the investment manager recommends continued holding of the security, the investment manager must immediately provide the System with supporting justification for that recommendation and receive authorization from the System to do so. Additionally, the investment manager must provide the System with periodic updates on the status of those positions.

Except for securities eligible for trading exemption under Rule 144-a (an SEC rule permitting large institutions to trade privately placed securities among themselves), private placements of securities that are not registered are not eligible for purchase.

Portfolio Strategies

Core Fixed Income Strategy: Objective is to produce continuity of the income return through investment in quality securities. Corporate securities are diversified according to industry and issuer exposure and active trading decisions are made in consideration of improvement to income over the long term as well as protection of the credit quality and management of the interest rate exposure of the portfolio.

Equity Strategy: Objective is to produce a total return over a long-term horizon that meets or exceeds a pre-determined broad stock market index. Stocks will be selected and disposed of on the basis of a well-defined strategy as approved by the TMRS Board of Trustees.

Asset Type Limits

Assets will be allocated in such a manner that the portfolio will be diversified within the following limits based on the market value of the total portfolio:

- a. Securities that are issued by (1) the U.S. Treasury and (2) Agencies of the United States of America backed by full faith and credit of the U.S. Government or collateralized by U.S. Treasury securities, combined: minimum 10%; maximum, 100%.
- b. Federally Related Institutions whose securities qualify as collateral security for the deposit of public moneys, and Government-Sponsored Enterprises (GSEs), combined: minimum 0%, maximum, 85%.
- c. Residential Mortgage-Pass Thru securities and CMO securities (agency and non-agency), combined minimum, 0%; maximum, 50%*. Non-agency Residential Mortgage-Pass Thru and CMO securities, combined: minimum, 0%; maximum 5%* (included within above 50%* limit).
- d. AAA-rated CMBS: minimum 0%; maximum 15%*.
- e. Corporate securities (other than commercial paper) together with taxable municipal securities: minimum, 0%; maximum, 50%*; maximum allocation of 5%* to BBB rated corporates;
- f. Short-term investments: minimum, 0%, maximum, 15%. At such times that the short-term yield approximates or exceeds the long-term yield on equivalent securities or to facilitate asset allocation changes, the Executive Director may, at

his discretion, authorize the accumulation of greater amounts of short-term investments pending longer-term commitment.

- g. Equities (common and preferred stocks): minimum, 0%; maximum, 20%.

*of the fixed income portfolio

Investment Risk

Credit risk is managed by credit rating standards and asset type limits as described within the Portfolio Management section of this Investment Policy, through issuer diversification and subject to the following limits as a percent of total assets at market value: Except for Treasury or Agency debentures, pass-throughs, CMOs or CMBSs, no more than 2% of the Portfolio's assets may be invested in securities of a single issuer.

Liquidity risk for short-term investments is managed by the following limits. Aggregate TMRS short-term investments will maintain a combined weighted average maturity of 45 days or less. Investments in the custodian's short-term investment fund and investments in 2A7 money market funds are limited to 5% of the fund size at the time of purchase. Investments in 100% US Treasury-only funds are limited to 10% of the fund size at time of purchase.

Interest rate risk is defined as market value fluctuations due to changes in interest rates, and will be controlled through duration management, but may be tolerated for the benefit of income returns .

When stocks are purchased, TMRS staff shall strive to manage **market risk** through diversification of the stock holdings. In addition, not more than 5% of the voting stock of a corporation may be acquired by the System.

Existing holdings as of the date of this policy are grandfathered into the portfolio and may continue to be held until liquidation is deemed prudent.

IMPLEMENTATION

The TMRS Board of Trustees is responsible for the administration of the retirement system. The assets of TMRS are required by state and federal law to be held in trust for the exclusive benefit of its participants and beneficiaries. The Board of Trustees of TMRS is the trustee of all assets of TMRS and is responsible for the general administration and operation of TMRS.

Delegation of Authority

Executive Director. The Executive Director is appointed by the Board of Trustees to invest the assets of the System in accordance with investment goals, objectives, policies and procedures adopted by the Board of Trustees and authorized by applicable state law.

The Executive Director shall determine the amount of cash required to be kept on hand for payment of benefits, refunds, administrative expenses, and other obligations, and shall invest the funds of the System not so required. In the performance of that duty, the

Executive Director shall exercise his best judgment and discretion to effectuate the policies herein set forth.

Investment Consultants. The Board of Trustees may retain professional investment consultants to assist and advise the Trustees and Investment Staff. Consultants are selected based on experience and the ability to provide competent, objective and independent advice consistent with the investment philosophy and goals of the Board of Trustees.

Investment Advisors and Non-Discretionary Managers. The Board of Trustees may retain professional outside investment advisors and non-discretionary managers to advise and assist the Board of Trustees and staff in the management of the TMRS assets. These firms are selected on the basis of desired services, relevant experience, and ability to provide competent economic and investment advice consistent with the investment philosophy and goals of the Board of Trustees. Managers must satisfy the following criteria to be considered:

- a. must be a registered investment advisor under the Registered Investment Advisors Act of 1940 and must regularly provide to the System, a current SEC Form ADV;
- b. must have a minimum five-year history offering the services for which they are being considered, continuity of key personnel, large public fund experience, and must offer a reasonable fee schedule;
- c. must have a clearly defined investment philosophy and decision-making process;
- d. must demonstrate generally favorable consistent historical success or performance; and
- e. its key personnel shall be governed by the Standards of Professional Conduct established by the CFA Institute.

Investment Staff. The Executive Director & Chief Investment Officer retains investment staff to support and maintain the integrity of the investment program. Investment Staff responsibilities include: the development and recommendation of Trustee policy; asset allocation; portfolio structure; due diligence research in the selection of consultants, advisors, non-discretionary managers, securities lending agent, and custodians; and due diligence monitoring of advisor and non-discretionary manager strategy implementations. Investment Staff will work with the consultants, custodians, investment advisors and managers in the performance of their assigned duties and assist the Board with education and other efforts to promote good decision-making.

Other Staff. The Executive Director may delegate to any employee or employees the authority to perform all other acts required to settle transactions and to receive and hold investment securities.

Trade Execution

All securities transactions shall be initiated by the Executive Director & Chief Investment Officer and carried out by the investment manager selected and retained by the Board of Trustees. All such trades will be executed by reputable broker/dealers or banks, and shall be on a best price and best execution basis. Investment managers will periodically report to and as required by the Executive Director & Chief Investment Officer, on trade activity supporting efficient execution of all trades.

Trade Settlement

Payment for securities will be made versus delivery of the security. The assets of the retirement system may be held in the name of agents, nominees, depository trust companies, or other entities designated by the Board of Trustees. The records and all relevant reports or accounts of the retirement system must show the ownership interests of the retirement system in these assets and the facts regarding the system's holdings.

Reporting Requirements

The following reports will be provided to the Board of Trustees on a quarterly basis:

1. Summary of the System's investments and portfolio characteristics;
2. Except for the investment of temporary cash, a summary of all trade activity for the quarter;
3. Summary of the System's quarterly investment performance; and
4. Other information as may be requested by the Board of Trustees.

The following will be provided to the Board of Trustees on an annual basis:

1. Summary of investment performance and evaluation of the System's investment results relative to the investment objectives as defined in this policy. For investment performance comparison purposes, the income and total return performance benchmarks will be the income and total returns of the Lehman Long Government Credit Index;
2. Summary Report on the Securities Lending Program;
3. Review of the System's investment providers; and
4. If appropriate, recommended changes to the Investment Policy.

SECURITIES LENDING

Lending Agent

The securities lending agent must:

1. Be experienced in the operation of a fully secured securities lending program;
2. Indemnify the System against any loss resulting from borrower default or from its own failure to properly execute its responsibilities under the lending agreement; and
3. Be rated at least "A" by two of the following nationally recognized rating services: Moody's Investors Service, Standard and Poor's Corporation, and Fitch Ratings; and maintain Risk 1 and Total Capital Ratios of 7% and 10%, respectively.

Eligible Collateral

1. Cash (U. S. dollars)
2. U.S. government securities
3. As outlined in Schedule C of the Securities Lending Authorization Agreement between TMRS and State Street.

Cash Collateral Reinvestment Guidelines

The securities lending agent may reinvest cash collateral in the following:

1. U.S. Government Securities, issued or guaranteed as to principal and interest by the U.S. Government, its agencies, instrumentalities, or establishments.
2. Dollar-denominated securities with debt-like characteristics on a fixed-rate and floating-rate basis with the highest short-term quality ratings by at least two nationally recognized rating services, and as applicable, with a minimum long-term rating of “A” by at least two of the following nationally recognized rating services: Moody’s Investors Service, Standard and Poor’s Corporation, and Fitch Ratings.
3. Repurchase agreements collateralized by U.S. Treasury and government agency securities, AAA-rated asset-backed securities, long term dollar-denominated corporate securities with a minimum long-term rating of AA by at least two of the following nationally recognized rating services: Moody’s Investors Service, Standard and Poor’s Corporation, and Fitch Ratings; or short-term dollar-denominated corporate securities rated A-1, P-1 and/or F-1 by at least two of the following: Moody’s, Standard & Poor’s and Fitch Ratings.
4. The maximum amount invested in the securities of any one issuer shall not exceed 5% of the total portfolio value, except for U.S. Treasuries, Agencies, and Repurchase Agreements and related collateral.
5. State Street’s “Quality D Short-Term Investment Fund,” managed according to the Fund’s Investment Policy Guidelines in effect at the time the contract is executed, with any revisions to be approved by TMRS.

The lending agent shall manage the market risk of the reinvestment of cash collateral through careful monitoring and consideration of the maturity structure of the reinvested cash collateral relative to the System’s outstanding loans. Under ordinary circumstances, the average effective duration of the “Quality D Short-Term Investment Fund” will be managed such that it will not exceed 120 days, or fall below 1 day. In the event that the average effective duration of the “Quality D Short-Term Investment Fund” does exceed 120 days, the Trustee shall, (1) notify TMRS within 5 business days and (2) take appropriate action as is necessary to return the Quality D Fund to below 120 days average effective duration. The Quality D Fund average effective duration will be calculated using the weighted average effective duration of its holdings. For purposes of calculating the overall maturity of the reinvested cash collateral, a floating rate instrument shall be deemed to have a maturity equal to the period remaining until the next readjustment of the interest rate.

Borrower Limits

Consistent with the securities lending agent’s indemnification of the System for loss resulting from borrower default, the securities lending agent shall be responsible for the limits placed on individual borrowers in accordance with in-depth ongoing credit reviews while remaining cognizant of the System’s preference for return of the securities on loan over the collection of cash collateral.

OTHER

Code of Ethics

All TMRS staff involved in the investment of TMRS assets are charged with making all investment decisions in the best interest of the System, and may not solicit, accept, or agree to accept any gifts of more than *de minimus* value, personal benefits, or personal favors offered to them because of their positions with TMRS. Cash gifts are prohibited. In all cases, staff should use reasonable care and judgment to not place themselves in a situation that might cause, or be perceived to cause, a loss of independence or objectivity. TMRS investment staff shall also comply with TMRS policies on personal investment activities, where applicable.

Confidentiality

All TMRS staff having access to specific information regarding TMRS investment transactions and related activity shall consider the information confidential in nature, and any requests for disclosure of such financial information shall be directed to TMRS Legal Counsel.

ASSET ALLOCATION TABLE

Interim Targets

<u>Asset Class</u>	<u>Target %</u>
Domestic Equities	
Passive	6%
International Equities	
Passive-Developed Countries	6%
<u>Total Equities</u>	<u>12%</u>
Fixed Income	
Investment Grade	88%
<u>Total Fixed Income</u>	<u>88%</u>
<u>Unallocated Cash</u>	<u>0%</u>
<u>TOTAL</u>	<u>100%</u>