

# Private Markets and Real Estate In-House Co-Investment and Secondary Program

January 19, 2012

See Last Page for Disclaimer

Charles J. Spiller, Managing Director,  
Private Markets and Real Estate

# **Private Markets and Real Estate In-House Co-Investment and Secondary Program**

## **Fund Strategy**

Co-Investments and Secondary Fund Investments in Private Markets and Real Estate, in funds where PSERS is already a Limited Partner

## **Co-Investment Team**

1. Charles Spiller, Managing Director of Private Markets & Real Estate
2. Darren Foreman, Portfolio Manager in Private Markets
3. William Stalter, Portfolio Manager in Real Estate
4. Laurann Stepp, Portfolio Manager in Real Estate

## **Review Committee**

1. Alan Van Noord, Chief Investment Officer (CIO)
2. James Grossman, Deputy Chief Investment Officer
3. Mark Heppenstall, Managing Director of Fixed Income
4. Gerard Smith, Managing Director of Equities

Two of the three staff members (Deputy CIO and Managing Directors) plus the CIO are required to approve an investment

See Last Page for Disclaimer

# Private Markets and Real Estate

## In-House Co-Investment and Secondary Program

### Fee Savings With Investing In-House

#### **Co-Invest Funds:**

- New York Life Capital Partners IV (2008 Vintage) - 1% management fee and 10% carry
- New York Life Capital Partners I (1999 Vintage) , II (2001 Vintage), and III (2005 Vintage) – 1% management fee and 12.5% carry
- Co-Investment Fund II (2006 Vintage) – 1.5% fee and 12.5% carry
- Co-Investment Fund I (2000 Vintage) – 1% fee and 20% carry

#### **Secondary Funds:**

- Coller International Partners VI (2010) – 1.5% fee and 10% carry
- CS Strategic Partners IV, IV VC, and IV RE (2008 Vintage) and V (2011 Vintage) – .75% fee and 12.5% carry
- Partners Group Secondary 2008 (2007 Vintage) – 1.25% fee and 10% carry
- CS Strategic Partners III, III VC, and III RE (2005 Vintage) – .25% fee and 5% carry
- Landmark Equity Partners XIV (2008 Vintage) – 1% fee and 10% carry
- Landmark Equity Partners XIII (2006 Vintage) – .50% fee year 1, .75% year 2, then 1% and 10% carry
- Greenpark International Investors III (2007 Vintage) – 1.25% fee and 12.5% carry
- CSFB Strategic Partners II & II RE (2003 Vintage) – .25% fee and 5% carry (1<sup>st</sup> \$200M); then 0.75% fee and 10% carry
- DLJ Strategic Partners (2001 Vintage) – .50% fee and 5% carry

# Private Markets and Real Estate In-House Co-Investment and Secondary Program

## Secondary Purchases - Performance

Fund Name	Vintage Year	Primary Investment	Net IRR	Date of Secondary	Secondary Investment	Net IRR
Bridgepoint Capital II (BE I)	1998	\$79.6 M	13%	2000	\$84.70	19%
Stockbridge Fund 1 (Paine Webber)	1999	\$225.7 M	25%	2003	\$147.2 M	67%
StarVest Fund 1	1999	\$37.5 M	<u>4%</u>	1999	\$30.00	<u>15%</u>
Secondary composite return			23%			30%

See Last Page for Disclaimer

# Private Markets and Real Estate In-House Co-Investment and Secondary Program

## Sample Deal Evaluation Criteria:

- A summary of the investment opportunity which includes: company information, company research, market research that includes competitive analysis, and internal due diligence materials generated by the general partner
- Current valuation with details
- Deal structure which includes all debt and equity investors; and amounts of each
- Debt covenant schedule and maturity profile
- Capital needs of the company for the next five years
- Amount senior management is investing in the deal
- A list of the Board of Directors and other Advisors
- List of other co-investors and amounts invested by each
- A copy of any third party due diligence reports
- Expected value creation
- Expected holding period until an exit
- Expected mode of exit
- Expected return multiple and IRR

# Private Markets and Real Estate In-House Co-Investment and Secondary Program

## Why Invest In-house?

- Cost savings
- Strong relationships with GPs which should aid deal flow for co-investments
- Adds additional due diligence with the GP
- Potential for better returns with no fee and no carry co-investments
- Current trend in the industry

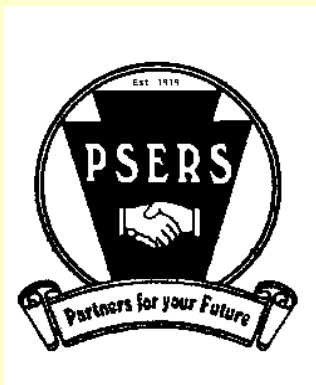
## Reporting to PSERS Finance Committee

- Each meeting a report will be given informing the committee of investments closed since the last meeting
- A performance update will be given quarterly in Executive Session

## Recommendation

- We are recommending that \$100 million be allocated as a first tranche to the Private Markets and Real Estate In-House Co-Investment and Secondary Program
- The range of investment will be \$5 million to \$15 million per investment

Notice: This document was presented to the Public School Employees' Retirement Board at the public meeting at which the Board acted on the resolution to which the information relates. The sole purpose for posting the presentation information on this website is to enable the public to have access to documents that were utilized at a public meeting of the Public School Employees' Retirement Board, and no other purpose or use is intended.



# Private Markets and Real Estate In-House Co-Investment and Secondary Program

January 19, 2012

[NEXT](#)

See Last Page for Disclaimer

Charles J. Spiller, Managing Director,  
Private Markets and Real Estate

**PENNSYLVANIA PUBLIC SCHOOL EMPLOYEES' RETIREMENT SYSTEM  
INVESTMENT OBJECTIVES AND GUIDELINES  
PRIVATE MARKETS AND REAL ESTATE IN-HOUSE CO-INVESTMENT AND  
SECONDARY INVESTMENT POLICY**

**ADDENDUM X3**

---

**I. GENERAL PROVISIONS**

**A. PRUDENT PERSON STANDARD**

The selection of private markets, real estate and venture capital investments will be guided by Section 8521 of the Public School Employees' Retirement Code ("Code"), 24 Pa.C.S.

**B. MAXIMUM LIMITATION**

The Pennsylvania Public School Employees' Retirement System (identified hereafter as "PSERS", "Fund", or "System") Asset Allocation Policy limits the amount of the Fund's assets allocated to private market and real estate investments.

**C. IMPLEMENTATION**

**1. PSERS Staff Requirements**

Appropriate staff will be assigned as the workload is determined. The timing and types of investments will be determined by the availability of staff.

**2. Legal Counsel**

PSERS will use internal legal counsel. In addition, due to the complex structure of private markets and real estate co-investments, expert outside legal counsel may be retained.

**3. Investment Process**

The Managing Director of Private Markets & Real Estate, the Portfolio Manager of Private Markets and/or the Portfolio Manager of Real Estate will initially agree to bring the co-investment or secondary investment to an internal Review Committee for a vote to approve the investment. The Review Committee will consist of the Managing Directors in the Investment Office, the Deputy CIO,



and the Chief Investment Officer (“CIO”). The CIO plus a majority of the other Review Committee must approve the co-investment.

#### **4. Action Plan**

Co-Investments are offered by Fund Sponsors on a case-by-case basis. PSERS’ Private Markets and Real Estate Staff will continue to build strong relationships with General Partners in the industry which should enable strong co-investment deal flow.

Secondary purchases will be made on an opportunistic basis where the PM (“Private Markets”) and RE (“Real Estate”) staff have particular insight into the fund valuation and outlook due to participation on the advisory board.

Co-Investments and Secondary Fund purchases will both be sourced only from funds where PSERS is already an LP (“Limited Partner”).

#### **5. Procedures**

Any procedures in addition to those adopted by the Board will be developed by PSERS’ PM and RE staff.

### **D. REVIEW AND MODIFICATION OF INVESTMENT POLICY STATEMENT**

In the Investment Policy Statement, the Chief Investment Officer has the authority to interpret the guidelines to meet individual portfolio needs and to determine the appropriateness of the investment. All interpretations of material policy issues and dollar amounts will be reported to the Finance Committee at the next regularly scheduled meeting.

The Board will review the Policy Statement from time to time to determine if modifications are necessary or desirable.

## **II. DIRECT PRIVATE PLACEMENTS**

Direct private placements will be referred to the Review Committee for evaluation and will be administered like any other private markets or real estate partnership.

## **III. PRIVATE MARKETS AND REAL ESTATE PARTNERSHIP INVESTMENT POLICY**

### **A. PHILOSOPHY**

## **1. Fund Objectives**

Private markets and real estate co-investments or secondary fund investments provide an appropriate addition to the System's portfolio. Although considered an illiquid investment, viewed from a total portfolio perspective, the risk/return tradeoff as well as the diversification potential makes this a suitable choice for the Fund.

Private markets and real estate co-investments or secondary fund investments are compatible with the general objectives of the Fund, which include:

- a. Providing a means to pay benefits to the System's participants and to their beneficiaries.
- b. Investing to produce a return on investment that is based on levels of liquidity and investment risk that are prudent and reasonable.
- c. Attaining an adequate real return over the expected rate of inflation.
- d. Earning a return over the assumed actuarial rate of interest.
- e. Complying with all applicable laws and regulations concerning the investment of pension assets.

## **2. Conflicts of Interest**

- a. Corporate Governance

It does not appear that there are any conflicts of interest between private markets or real estate partnership investments and the corporate governance standards of one share, one vote.

- b. Current Holdings

As a limited partner in a co-investment in which PSERS has no discretion, a conflict would not appear to exist. As a sole limited partner or one in which PSERS exerts some influence, conflicts could be avoided at PSERS discretion.

## **3. Reasons to Invest in Co-Investments of Private Markets and Real Estate Partnerships**

a. High Rate of Return

Total rates of return for private markets and real estate co-investments, or secondary fund purchases, are expected to be greater than those that are expected from conventional partnership investments. The management fee and carried interest on co-investments will either not be charged, or will be reduced. Secondary fund purchases are typically purchased at a discount to net asset value, which improves the expected total return.

b. Diversification

Private markets and real estate co-investing and secondary fund investments have a low correlation to other investment classes and will therefore contribute to reduction of risk and the enhancement of returns on a portfolio basis.

**B. OBJECTIVES**

**1. Portfolio Co-Investment or Secondary Fund purchase Performance Objective**

The performance objective for private markets or real estate co-investment and secondary fund investments is a total return which represents a 3% premium above public market comparables over a 10 year period.

**2. Risk Management**

a. Standard Deviation

The standard deviation of returns, one measure of the risk or volatility of private markets co-investments is assumed to be similar to that of venture capital, or approximately 40%. The standard deviation of real estate co-investments is assumed to be approximately 20%.

b. Business/Economic Related Risks include:

- (i) Buyers overpaying for assets.
- (ii) Investment has operational problems, reducing capital available for debt service.

(iii) If interest rates rise, poorly structured, highly leveraged deals may be strained.

(iv) A severe recession might cause a business, or asset, that had been acquired recently to fail under its debt load.

c. Political/Tax

Legislature and/or regulators may change the rules that helped make restructuring possible.

d. Lack of Liquidity

The time horizon for private markets and real estate co-investments is 3 to 7 years and a secondary purchase is typically 8 to 12 years. Private markets and real estate investments should therefore be considered an illiquid investment.

e. Blind Pool

In the secondary partnership investments, control is vested with the general partners. Investments already made are known while future investments are generally unknown at the time the purchase is made.

**3. Co-Investments and Secondary Purchases Portfolio Diversification**

In order to reduce the risks associated with private markets or real estate co-investments or secondary partnership investments, a well-diversified portfolio is highly desirable. Each investment should be evaluated relative to the characteristics within the existing portfolio.

The following types of diversification should be considered:

a. Preferred Investment

(i) private markets or real estate transactions

b. Size of Restructured Companies (private markets)

(i) Large companies with revenues in excess of \$1 billion

- (ii) Medium companies with revenues between \$250 million and \$1 billion
- (iii) Small companies with revenues below \$250 million
- c. Sectors – Private markets investments will be diversified among industry groupings. Real estate investments will be diversified by asset type. Non-cyclical investments will be favored over cyclical investments
- d. Maximum Investment - an investment by PSERS will be limited to no more than \$15 million.
- e. Minimum Investment - PSERS will make no investment less than \$5 million.
- f. Time - PSERS will endeavor to invest in a consistent manner over time, unless markets are extremely over-valued.
- g. Initial investment per year – The initial cap on investments will be \$100 million

#### **4. Total Portfolio Diversification**

Correlation with the returns of other asset classes is low although the private markets asset class has become more correlated to the public equity market since the implementation of FASB 157.

### **C. CONSTRAINTS AND GUIDELINES**

#### **1. Evaluation Criteria**

- a. A due diligence review by the staff comprising the following, as deemed appropriate:
  - (i) Review of whether the proposed investment falls within PSERS' investment plan, constraints and guidelines, and if it complies with applicable investment policies.
  - (ii) Background check of principals.
  - (iii) Discussions with principals of the proposed investment.

- (iv) Review and analysis of all pertinent offering documents including: (1) offering memoranda, (2) subscription agreements, (3) private placement memoranda, and (4) operative investment agreements.
- (v) Consideration of potential conflicts of interest, if any, posed by the proposed investment and prior investments and activities of the principals.
- (vi) Review and analysis of investment:
  - Concept - including entry and exit strategies
  - Terms - including fees, principal participation, structure
- (vii) Review of news articles regarding principals, prior investments, and concepts.
- (viii) Discussions with other investors, peers, and industry associates (reference checks).
- (ix) Review and analysis of performance for prior and current investments.
- (x) Consideration of the percentage of capital commitment available to PSERS.
- (xi) Investigation of special terms and side letter agreements with past, present, or future investors.

b. Additional critical diligence items to be examined include:

- (i) A summary of the investment opportunity which includes: company/asset information, company/asset research, market research that includes competitive analysis, and internal due diligence materials generated by the general partner
- (ii) Expected process timeline
- (iii) Current valuation with details
- (iv) Deal structure which includes all debt and equity investors; and amounts of each
- (v) Expected fees and carry paid for co-investing (if any)
- (vi) Debt covenant schedule and maturity profile
- (vii) Capital needs of the company for the next five years
- (viii) Amount senior management is investing in the deal
- (ix) A list of the Board of Directors and other Advisors

- (x) List of other co-investors and amounts invested by each
- (xi) A copy of any third party due diligence reports
- (xii) Expected value creation
- (xiii) Expected holding period until an exit
- (xiv) Expected mode of exit
- (xv) Expected return multiple and IRR

## 2. Guidelines

### a. Method of Participation

PSERS will generally participate as a limited partner in co-investments of professionally managed funds in which PSERS is already an investor.

### b. Types of Authorized Investments

Domestic and foreign private markets and real estate partnerships involved in equity investments.

### c. Fees

Private markets co-investments should not be subject to a management fee or carried interest. Real Estate co-investments should, at a minimum, have a reduced management fee and reduced carried interest.

## E. STRATEGY

1. **Allocation** - PSERS should endeavor to invest on a consistent basis. Initial allocation for investments will be capped at \$100 million.
2. **Method of Participation** - PSERS should secure a core holding in this asset class attained through investment in large, well established private market and real estate funds, with participation in smaller partnerships or direct investments to follow.
3. **Size of Partnerships** - All types of private market and real estate partnerships should be considered, including smaller partnerships, though diversity in size is recommended overall.

## **F. MONITORING**

### **1. Performance**

Performance will be assessed relative to:

- a. Objectives established by the general partners or the principals managing the investment.
- b. Risks undertaken.
- c. The general private and real estate markets.
- d. An internal rate of return (“IRR”) and compared to vintage year peer groups.

### **2. Adherence to Strategy**

The actual strategy employed by the partnership or the investment will be judged relative to the stated objectives and strategies.

### **3. Frequency and Types of Monitoring Reports**

Reports required from private market and real estate co-investments will be negotiated by staff.

### **4. Board Reports**

Reports on the co-investments and secondaries will be provided to the Board at least quarterly.

## **V. AMENDMENTS AND ACCEPTANCE**

It is the Board’s intention through the investment staff to review investment compliance with this document quarterly, and if the guidelines are changed in any way, the foregoing will be modified.

If at any time the Managing Director of Private Markets & Real Estate, the Portfolio Manager of Private Markets and/or the Portfolio Manager of Real Estate determines that the objectives cannot be met, or the guidelines constrict performance, the CIO should be notified in writing. The Managing Director of Private Markets & Real Estate, the Portfolio Manager of Private Markets and/or the Portfolio Manager of Real Estate are encouraged to suggest changes in these guidelines at any time. By signature the Managing Director of Private Markets & Real Estate agrees to these Investment Policy Statement, Objectives, and Guidelines and shall perform in accordance herewith.



**Pennsylvania Public School Employees'  
Retirement System**

\_\_\_\_\_  
**Managing Director Signature**

\_\_\_\_\_  
**Chief Investment Officer**

\_\_\_\_\_  
**Managing Director Name**

\_\_\_\_\_  
**Chief Investment Officer Name**

\_\_\_\_\_  
**Date Accepted**

\_\_\_\_\_  
**Date Proposed**

Proposed 01-19-2012