



PSERS



COMMONWEALTH OF PENNSYLVANIA
PUBLIC SCHOOL EMPLOYEES' RETIREMENT SYSTEM

Private Commodities Policy



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Revision History

Private Commodities Policy
Established
Policy Revised
Policy Revised

March 6, 2020

March 5, 2021
March 15, 2022



I. SCOPE

The Private Commodities Policy (“Policy”) applies to investments in the Private Commodities asset class (the “Portfolio”) within the Pennsylvania Public School Employees’ Retirement System (“PSERS”) Defined Benefit Fund (“The Fund”).

II. PURPOSE

This Policy provides a broad strategic investment framework for managing investments in the Portfolio. The Non-Traditional Investments Due Diligence Policy provides the key components of the underwriting (due diligence) process.

III. ROLES AND RESPONSIBILITIES

Roles and Responsibilities related to this Policy are identified within PSERS’ Investment Policy Statement (“IPS”).

IV. INVESTMENT PHILOSOPHY

PSERS seeks to diversify its assets by providing exposure to private investments as part of the overall investable universe. Additionally, when compared to other investable opportunities, private investments are intended to provide exposure to higher potential returns, stronger investor rights and protections, and better alignment of interests.

The Portfolio provides access to investment opportunities not available in public investment markets. The Portfolio targets risk-adjusted returns in excess of its benchmark, net of fees, over a full market cycle.

To maintain diversification within the Portfolio, PSERS pursues a global investment view that incorporates various investment strategies, asset types, and investment vehicles across the risk spectrum pursuant to the strategic asset allocation set forth in the IPS.

Investments shall be diversified across fund size, sector, strategy, geography, and vintage year. This will be implemented through primary and secondary investments in closed-end funds, open-end funds, co-investments, separate accounts, joint ventures, partnerships, limited liability companies, and operating companies.

V. ALLOCATION

Allocation is a critical driver for PSERS’ long-term success. Given the long-term nature of this Portfolio, commitment pacing and manager selection have heightened importance as tools to manage the allocation.



As of the revision date, the Portfolio is considered an inactive area within PSERS' investment program and new commitments, with the exception of co-investments, are not being considered on a consistent basis. As such, there is no long-term asset allocation target developed with the assistance of PSERS' Investment Consultants at this time

VI. PERMISSIBLE INSTRUMENTS

A. Investment Types

This Policy authorizes commitments to investment vehicles, including, but not limited to, funds, partnerships, co-investments, secondaries, separate accounts, joint ventures, limited liability companies, and operating companies (collectively "Investments").

Investments may be considered throughout the entire capital structure. PSERS will only consider investment structures that seek to provide limited liability to PSERS, limiting PSERS' potential losses to the amount committed plus reasonable, normal investment expenses.

All investment structures must be reviewed by PSERS' legal counsel and provide the necessary legal protections acceptable to the Investment Office, PSERS' Office of Chief Counsel, and the Office of Executive Director. Said structure should be commensurate with a given investment's objectives and risks.

B. Co-Investments and Secondary Investments

Co-Investments: As of the date of this policy, co-investments are only permitted to be entered into alongside existing external managers in the Fund, except for co-investment opportunities located in Pennsylvania (PA Co-Investment Program). Co-investment opportunities located in Pennsylvania from existing External Manager relationships where PSERS and/or the assigned Investment Consultant is a limited partner will be handled in accordance with the Non-Traditional Investments Due Diligence Policy. However, a co-investment may still be held in the PSERS portfolio if the fund that offered co-investment was sold as part of a secondary sale.

Secondary Investments: In a secondary transaction, an existing limited partner sells its limited partnership interest to a third-party buyer. PSERS is permitted to acquire additional/and or new limited partnership interests ("Secondary Investments") in funds managed by an existing External Manager

The maximum cumulative allocation for co-investments and secondary investments is \$250 million. The total investment in any single co-investment or secondary investment is limited to \$75 million.



VII. PERFORMANCE OBJECTIVES

The long-term objective for the Portfolio is to outperform the Public Markets Commodities Policy benchmark., on a net-of-fee basis, over long-term time horizons through prudent investment commitment pacing, diversification, and External Manager selection.

VIII. RISK MANAGEMENT

Private investments do not easily lend themselves to traditional quantitative measures of risk, such as standard deviation and benchmark Tracking Error. Rather, risk is managed through a combination of quantitative and qualitative techniques. The following sections identify certain significant risks of Private Investments and their methods of control.

A. Liquidity Risk

Private investments typically have extended holding periods. Early divestment, if feasible, may result in a sale at a significant discount to fair market value. Therefore, these investments are deemed to be illiquid.

PSERS' overall liquidity risk is managed by the Board during the Strategic Asset Allocation process. Liquidity risk in this Portfolio is managed via the annual pacing plan. This plan seeks to achieve the target allocation by balancing anticipated contributions and distributions from existing investments with future capital deployment. The annual pacing plan may be adjusted intra-year to reflect updated expectations around contributions, distributions, and/or future capital deployment activity.

Open-end funds generally offer quarterly liquidity in their fund documents; however, requests for redemptions go into a queue and are not always honored on a quarterly basis. Redemptions only take place when there is available cash flow. Managers are typically not required to sell assets to meet redemption requests.

B. Blind Pool Risk

Capital commitments are typically made into closed-end funds. Most, and in some instances all, of the investments to be made by the Investment Manager within a closed-end limited partnership structure are unknown at the time PSERS commits to invest in the partnership. When PSERS invests into blind pools, due diligence is focused on evaluating numerous aspects of the investment opportunity including, but not limited to: 1) Investment Manager track record, 2) firm capabilities, and 3) market opportunities.



C. Vintage Year Risk

A vintage year refers to the earlier of a fund's first cash flow date or the first investment made by a fund. Irregular annual capital commitments should be minimized as it may lead to an over- or under-concentration of investments made in certain vintage years.

Vintage year risk is managed via the annual pacing plan, as more fully described in the Liquidity Risk section.

D. Geographic and Sector Concentration

Over-concentration to any particular geography or sector can expose the portfolio to unintended macro-level risks. As such, IOP strives to diversify the investments across geographies and sectors. Geographic and sector concentration risk are considered during the due diligence process (see Non-Traditional Investments Due Diligence Policy).

E. Currency Risk

Investments may be denominated in foreign currencies. Significant movements in foreign currency values, relative to the U.S. Dollar ("USD"), may impact a portfolio's reported returns, which are denominated in USD. Currency risk is often impractical to hedge at the investment level; however, it can be managed by IOP in accordance with the Currency Hedging Policy.

F. Manager Risk

External Manager exposure risk typically manifests within Private assets in the following ways: (a) the size of PSERS' commitment to a specific partnership or fund investment; (b) open-ended or evergreen structures where IOP have discretion to increase or decrease allocation and (c) PSERS' exposure to any one External Manager or firm. These risks are controlled as follows:

- a. Partnership or fund investment exposure is controlled by limiting the commitment size to a specific investment partnership. The maximum commitment to a partnership is limited to the lesser of 30% of an expected fund size or 1.0% of the Total Fund Economic Exposure, as defined in the Leverage Policy, unless otherwise approved by the Board.



- b. The allocation to a single active External Manager mandate in an open-ended structure is limited to 1.0% of the Total Fund's Economic Exposure, as defined in the Leverage Policy. The CIO shall have discretion on the timing of reducing any External Manager portfolio exceeding the limit. However, the CIO is not permitted to allocate additional exposure to those portfolios currently above the limit unless otherwise approved by the Board
- c. Within the Portfolio, PSERS' maximum total exposure (defined as net asset value plus unfunded commitments) to all partnerships and other investment vehicles sponsored by a particular External Manager or firm is limited to 3% Total Fund's Economic Exposure, as defined in the Leverage Policy, unless otherwise approved by the Board.

G. Leverage Risk

External Managers may finance a portion of their asset purchases with debt. Leverage constraints are typically identified in the governing documents at the underlying investment and fund levels. The use of debt to finance asset purchases has the potential to enhance the asset's return on equity but also has the potential to magnify losses. PSERS seeks to invest with External Managers that have demonstrated the prudent use of leverage. Monitoring leverage risk includes scrutiny over External Managers' usage of subscription facilities.

H. Valuation Risk

Private assets are typically illiquid and are not traded frequently, or in many cases not traded at all. As a result of a lack of observable inputs of trading activity, a reliable market price of such investments may not be available, and consequently a fair value of these assets cannot be determined by readily observable inputs. In such cases assets may be valued by the External Manager's, third-party appraisers, or some other combination thereof. PSERS strives for External Managers that have a formal valuation policy.

I. Counterparty Risk

The use of prime brokers, leverage providers, services, custodians, derivatives, and other third-party service providers introduces counterparty risk in the Portfolio. If counterparties are not able to meet their obligations, losses may occur. IOP, in conjunction with the Investment Consultant, will review this risk through operational due diligence reviews of the Private Investment Managers.



J. Legal Risk

Private investments have unique characteristics which require legal expertise. All investment structures must be reviewed by PSERS' legal counsel and provide the necessary legal protections acceptable to the Investment Office, PSERS' Office of Chief Counsel, and the Office of Executive Director. Structures should be commensurate with a given investment's objectives and risks.

IX. MONITORING AND REPORTING

See Monitoring and Reporting section of the IPS.