

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

ADDENDUM X3-PD

I. GENERAL PROVISIONS

A. PRUDENT PERSON STANDARD

The selection of private debt 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 debt 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 debt co-investments, expert outside legal counsel may be retained.

3. Investment Process

The Managing Director of Private Markets & Real Estate, the Managing Director of Fixed Income, and the Portfolio Manager of Private Debt 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 Debt Staff will continue to build strong relationships with Fund Sponsors in the industry, which should enable strong co-investment deal flow.

Secondary purchases will be made on an opportunistic basis where the PD ("Private Debt") staff have particular insight into the fund valuation and outlook due to participation on the advisory board.

Co-Investment and Secondary Fund purchases will be sourced solely from funds in which PSERS is already an investor.

5. Procedures

Any procedures in addition to those adopted by the Board will be developed by PSERS' PD 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/PUBLICLY TRADED DEBT INVESTMENTS

Direct private placements or publicly traded high yield debt opportunities will be referred to the Review Committee for evaluation and will be administered like any other private debt co-investment.

III. PRIVATE DEBT CO-INVESTMENT AND SECONDARY INVESTMENT POLICY

A. PHILOSOPHY

1. Fund Objectives

Private debt 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 debt 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

There does not appear to be conflicts of interest between private debt investments, co-investments or secondary fund investments and governance standards.

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 Debt Partnerships

a. Higher Rate of Return

Total rates of return for private debt co-investments, or secondary fund purchases, are expected to be greater than those that are expected from conventional debt 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 high yield debt investments exhibit low correlation with other asset classes during normal market environments but will be correlated with equity markets during periods of market stress and extreme economic weakness. Private debt co-investing and secondary fund investments are expected to have a lower correlation to equities and other investment classes and will therefore contribute to reduction of risk and the enhancement of returns on a portfolio basis.

c. Low Interest Rate Risk

Any impacts of a changing interest rate environment are minimized due to established terms of the investment.

B. OBJECTIVES

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

The performance objective for private debt co-investment and secondary fund investments is a total return which represents a 1.5% premium above high yield market comparable over a 10 year period.

2. Risk Management

a. 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.

b. Political/Tax

Legislative bodies and/or regulators may change laws or regulations that impact the risk profile of these investments.

c. Lack of Liquidity

The time horizon for private markets and real estate co-investments is 3 to 5 years and a secondary purchase is typically 5 to 8 years. Private debt should therefore be considered an illiquid investment.

d. Blind Pool

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

e. Structure of Investment

Investments will be generally be executed through a Participation Agreement, whereby avoiding counterparty risk.

3. Co-Investments and Secondary Purchases Portfolio Diversification

In order to reduce the risks associated with private debt 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. Capital Structure – Portfolio will consist of investments in various levels of the capital stack

- b. Sectors – Private debt investments will be diversified among industry groupings. Non-cyclical investments will be favored over cyclical investments
- c. Maximum Investment – The initial investment by PSERS will be limited to no more than \$15 million. The total investment, including follow-ons, is limited to no more than \$25 million.
- d. Time - PSERS will endeavor to invest in a consistent manner over time, depending upon market valuations.
- e. Investment per year – The initial allocation will be \$100 million and investment pacing will be based on the level of desirable opportunities. All allocations must be approved by the Board.

4. Total Portfolio Diversification

Private high yield debt investments exhibit low correlation with other asset classes during normal market environments but will be correlated with equity markets during periods of market stress and extreme economic weakness.

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) Discussions with principals of the proposed investment.
 - (iii) Review and analysis of all pertinent documents potentially including: (1) senior debt documents, (2) offering memoranda, (3) subscription agreements, (4) private placement memoranda, and (5) operative investment agreements.

- (iv) Consideration of potential conflicts of interest, if any, posed by the proposed investment and prior investments and activities of the principals.
 - (v) Review and analysis of investment:
 - Concept - including entry and exit strategies
 - Terms - including fees, principal participation, structure
 - (vi) Review of news articles regarding investment, prior investments, and collateral.
 - (vii) Discussions with other investors, peers, and industry associates (reference checks).
 - (viii) Review and analysis of performance for prior and current investments.
 - (ix) Consideration of the percentage of capital commitment available to PSERS.
 - (x) Investigation of special terms and side letter agreements with past, present, or future investors.
 - (xi) On site due diligence as needed.
- b. Additional diligence items to be examined may include:
- (i) A summary of the investment opportunity which includes: collateral analysis, company/asset information, company/asset research, market research that includes competitive analysis, and internal due diligence materials generated by the fund sponsor.
 - (ii) Expected process timeline
 - (iii) Current valuation with details
 - (iv) Deal structure which includes all debt and equity investors, including co-investors
 - (v) Debt covenant schedule and maturity profile
 - (vi) Capital needs for the next five years
 - (vii) A list of the Board of Directors and other Advisors
 - (viii) A copy of any third party due diligence reports
 - (ix) Expected value creation
 - (x) Expected return multiple and IRR

2. **Guidelines**

a. Method of Participation

PSERS will generally invest via a participation agreement with a professionally managed fund in which PSERS is already an investor.

b. Types of Authorized Investments

- (i) Co-investments – Debt securities offered by Private Debt sponsors.
- (ii) Secondary Funds - Domestic and foreign private debt partnerships involved in debt investments.

c. Fees

Private Debt co-investments should, at a minimum, be offered with a reduced management fee and reduced carried interest.

D. STRATEGY

- 1. **Allocation** - PSERS should endeavor to invest on a consistent basis. Initial allocation for investments will be capped at \$100 million. All allocations must be approved by the Board.
- 2. **Method of Participation** - PSERS should continue to maintain exposure to this asset class attained through investment in well-established private debt funds.

E. MONITORING

1. **Performance**

Performance will be assessed relative to:

- a. Objectives established by the Fund sponsors or the principals managing the investment.
- b. Risks undertaken.
- c. The general debt 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 debt co-investments will be negotiated by staff.

4. Board Reports

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