

**ATTACHMENT E**  
**Manager's Investment Specifications Bank Loan**  
**Portfolio**

**1. INVESTMENT OBJECTIVE**

The investment objective of the Portfolio is to generate long-term performance and stable income by investing in US broadly syndicated bank loans<sup>1</sup>. The Manager shall invest and reinvest the cash and securities allocated to them and deposited in the Portfolio in accordance with the standard of care set forth in the Agreement. Manager shall not make a distinction between principal and income and shall prioritize preservation of capital.

The assets in the Portfolio shall be at least 95% invested in U.S.D. broadly syndicated bank loans (as defined below), unless Manager has received prior written approval from NYSIF for an allocation below that level. Amounts not invested in U.S.D. broadly syndicated bank loans shall be invested in cash and cash equivalents in accordance with the terms of this Attachment E.

**2. PERFORMANCE BENCHMARK**

The total return of the Portfolio will be compared to the total return of the S&P/LSTA BB Loan Index (Ticker: SPBDBB) (the "**Benchmark**").

**3. PERMISSIBLE INVESTMENTS**

The Portfolio may invest in any or all the following:

**USD Broadly Syndicated Bank Loans**

- Notwithstanding the restrictions as stated in these guidelines, all members of the Benchmark, irrespective of security type, are permissible investments.
- Securities and other distributions received as part of a restructuring event are also permissible investments. However, NYSIF requests a timely notification as to the Manager's intention to hold or sell the investments (pre-approval is not required).

**Exchange Traded Funds ("ETFs").**

- ETFs are also permissible but subject to pre-approval by NYSIF.

**Cash and Cash Equivalents.** Cash and cash equivalents shall include the following:

- Cash
- Cash equivalents, subject to the following restrictions. Any money-market instrument must have no fewer than two short-term ratings from the following list: P-1 or MIG1 or VMIG1 (Moody's) / A-1 or SP-1 (S&P) / F1 (Fitch).
- If all three ratings are not in the top category (e.g. Moody's P-2), then the lowest
- rating must have a stable outlook.
- Money-market funds must have no fewer than two mutual-fund ratings from the following list: Aaa-mf (Moody's) / AAAM (S&P) / AAAMmf (Fitch).
- Direct obligations of the United States Treasury, whether originally issued as bills, notes or bonds, that at the time of purchase have a remaining maturity of 180 days or less.
- Excess cash will be swept overnight by a designated agent bank (the "Designated Agent Bank"), which shall be the custodian selected by NYSIF. Proceeds and contributing yield on such investment will be credited to the Manager's Portfolio and performance. Manager has discretion (but no obligation) to invest cash in other cash equivalents that offer a higher interest rate than that rate which the Designated Agent Bank has agreed to provide NYSIF, as deemed appropriate and in the best interest of the Portfolio objectives.

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<sup>1</sup> Client understands and agrees that there can be no assurance that such objective will be achieved and failure to achieve such objective shall not be deemed a breach of the Investment Guidelines.

#### **4. PROHIBITED INVESTMENTS**

- Derivatives, leverage, and short selling
- Non-USD denominated debt

#### **5. CREDIT QUALITY**

- Short term securities, including cash and cash equivalents, must meet the ratings criteria noted in Section 3 above.
- Unless otherwise stated, the rating agencies for long term investments shall be Moody's, S&P and Fitch. If a security is rated by all three rating agencies, the middle rating shall apply. If a security is rated by two rating agencies, the lower rating shall apply. If only one rating exists, that rating shall be used.
- Long term investments (including investments other than cash and cash equivalents) must be rated BB- (Ba3) or higher at time of purchase. Members of the Benchmark at time of purchase are also permissible investments regardless of rating.
- A provisional rating (as assigned by a rating agency) or an expected rating (as described by a lead underwriter in the marketing materials for a new issue or a remarketing issue) shall qualify as an actual rating.

#### **6. NEGATIVE CREDIT EVENTS**

If, after purchase by Manager, the rating of a holding falls below Ba3/BB- (by any of Moody's, S&P, or Fitch), Manager shall provide NYSIF with a detailed credit opinion, including a recommendation to hold or dispose of the security as soon as commercially practical.

In addition, NYSIF requests timely notification (post trade) when a CUSIP is sold for 20 points (or more) below the maximum price paid for that CUSIP in NYSIF's Portfolio, or when cumulative realized losses for any CUSIP sold from the Portfolio amount to at least \$300,000. For the purposes of this notification, cumulative realized losses shall exclude any realized gains arising from a sale (or sales) of that CUSIP. Alternative methodologies (e.g. weighted average price) will also be permitted after discussion with NYSIF.

Regardless of a CUSIP's rating level at the time of a downgrade (or rating withdrawal), Manager shall report on any CUSIP where the rating is three (3) or more notches (by any of Moody's, S&P, or Fitch) below the CUSIP's rating at the time of purchase (within 10 days of such occurrence). For the purposes of this notification, a rating withdrawal by any of Moody's, S&P or Fitch shall count as a reportable event. In addition, for a downgraded CUSIP previously acquired via multiple lots, the highest ratings for each of Moody's, S&P or Fitch across all purchase/acquisition lots shall be used to assess reportability under this paragraph. For this notification, the Manager is permitted to track downgrades since the CUSIP's issuance instead of since its purchase (only if necessary and discussed with NYSIF).

Manager shall also provide a "watch list," to be updated on at least a quarterly basis, containing CUSIPs/tickers where materially credit-negative events have taken place or are likely to do so based on Manager's assessments of the portfolio and with input from NYSIF if necessary. Manager shall also support NYSIF's Other than Temporary Impairment (OTTI) process on holdings in the Portfolio, as applicable based upon inquiries initiated by NYSIF.

#### **7. SPREAD DURATION**

The Portfolio shall maintain a spread duration that is within 0.5 years of the Benchmark's.

## **8. LIMITS ON RATINGS CATEGORIES AND ISSUERS**

- An individual issuer must not exceed the Benchmark weight plus 100 basis points in the Portfolio at the time of purchase. Manager may request approval from NYSIF to exceed the issuer limit on a case-by-case basis. Unless NYSIF grants approval, Manager must follow these limits throughout the holding period.
- Any holding of a CUSIP that is in the Benchmark at the time of measurement shall be excluded from each of the two rating baskets below.
- Manager should seek to maintain aggregate downgrades below Ba3/BB- to be less than 5% of the Portfolio by market value. If the 5% limit is breached Manager must discuss with NYSIF to agree on a timeline for reducing this downgrade basket usage back to below 5%.
- Manager is permitted to invest up to 5% of the Portfolio in investments rated above BB+ in aggregate at time of purchase.

## **9. SECTOR LIMITS**

Manager should seek to maintain the Portfolio with sector exposure weights within 3% of the Benchmark by market value (Bloomberg Barclays Class 3 is preferred but the Benchmark provider Level 3 is also permitted). If the limit is breached Manager must discuss with NYSIF.

## **10. COMMUNICATIONS AND REPORTING**

### **Portfolio Reporting**

- Manager shall provide NYSIF with a reporting package quarterly including but not limited to; performance statistics, transaction details including realized gains and losses, and portfolio appraisals detailing cost, market value, and accrued interest of investments held. Additionally, Manager shall provide NYSIF with an overview and commentary of the bank loan market.
- NYSIF shall also be provided with less formal weekly and monthly performance and risk reports.

### **Meetings**

- Manager shall review the Portfolio with NYSIF Investments Department Staff quarterly.
- The Manager shall have regular calls with NYSIF Investment Department Staff to discuss market color and, if appropriate, idiosyncratic events and positioning. The frequency of such calls will be agreed upon jointly by NYSIF and Manager.

### **Performance Measurement**

Manager shall measure and compare the Portfolio performance to the Benchmark noted in Section 2. Manager shall also produce quarterly attribution reports showing relative performance against the stated Benchmark.

### **Guideline Changes**

Any amendments to these guidelines shall become effective only upon agreement between NYSIF and Manager.

## **11. APPLICATION OF GUIDELINES**

Unless otherwise stated, investment guidelines are to be applied to the Portfolio at the end of the invest-up period. The invest-up period will end at the end of the calendar month when the Portfolio is fully invested. Securities contributed by NYSIF into the Portfolio shall be considered Permissible Investments (as specified above in Section 3) until liquidation by the Manager. Should any limitations arise with monitoring compliance with any of these guidelines, NYSIF and Manager will agree upon alternative or analogous metrics as a substitution. Manager shall cure passive breaches in accordance with the standard of care as set forth in the Agreement and can discuss the time frame for doing upon the first instance of a passive breach.

**ATTACHMENT E**  
**Manager's Investment Specifications**  
**High Yield Corporate Bond Portfolio**

**1. INVESTMENT OBJECTIVE**

The investment objective of the portfolio is to generate long-term performance and stable income by investing in high yield corporate bond securities. 1 The Manager ("Manager") shall invest and reinvest the cash and securities allocated to them and deposited in their account in accordance with the standard of care set forth in the Agreement. Manager shall not make a distinction between principal and income and shall prioritize preservation of capital.

The assets in the Account shall be at least 95% invested in High Yield Corporate Bonds (as defined below) unless Manager has received prior written approval from NYSIF for an allocation below that level. Amounts not invested in High Yield Corporate Bonds shall be invested in cash and cash equivalents in accordance with the terms of this Attachment E.

**2. PERFORMANCE BENCHMARK**

The total return of the portfolio will be compared to the total return of the ICE BofA BB US High Yield 1% Constrained ex Energy Index (the "Index"). This is a custom index that excludes the energy sector, and the ticker will be provided during account setup.

**3. PERMISSIBLE INVESTMENTS**

Account may invest in any or all the following:

**USD High Yield Corporate Bonds**

"USD High Yield Corporate Bonds" shall include any corporate debt instrument that meets the following Eligibility Criteria (subject further to the carve-outs specified later in this section):

- Bearing a CUSIP
- Issued in either registered form or under Rule 144A or Regulation S
- Complying with the rating requirements for "long term securities" specified in Section 5 hereof
- ETFs are also permissible but subject to pre-approval by NYSIF

Subject to the limit(s) specified, "USD High Yield Corporate Bonds" may also include:

- Any instrument otherwise complying with the Eligibility Criteria that is characterized as convertible securities, preferred securities, trust preferred, hybrids, contingent-capital securities or similar structures, subject to a cap of 2% of the portfolio invested in all such instruments.
- Notwithstanding the restrictions as stated in these guidelines, all members of the Index, irrespective of security type, are permissible investments.
- Securities and other distributions received as part of a restructuring event are also permissible investments. However, NYSIF requests a timely notification as to the Manager's intention to hold or sell the investments (pre-approval is not required).

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<sup>1</sup> Client understands and agrees that there can be no assurance that such objective will be achieved and failure to achieve such objective shall not be deemed a breach of the Investment Guidelines.

### **Cash and Cash Equivalents**

- Cash
- Cash equivalents, subject to the following restrictions. Any money-market instrument must have no fewer than two short-term ratings from the following list: P-1 or MIG1 or VMIG1 (Moody's); A-1 or SP-1 (S&P); F1 (Fitch).
- If an instrument has three ratings and one such rating is not in the top category (e.g., P-2/A-1/F1), then that rating (i.e., the P-2 in that example) must have an outlook no worse than stable.
- Money-market funds, which must have no fewer than two mutual-fund ratings from the following list: Aaa-mf (Moody's) / AAAm (S&P) / AAAmmf (Fitch).
- Direct obligations of the United States Treasury, whether originally issued as bills, notes or bonds, that at the time of purchase have a remaining maturity of 180 days or less.
- Excess cash will be swept overnight by a designated agent bank (the "Designated Agent Bank") which shall be the custodian selected by NYSIF. Proceeds and contributing yield on such investment will be credited to the Manager's Account and performance. Manager has discretion (but no obligation) to invest cash in other cash equivalents that offer a higher interest rate than that rate which the Designated Agent Bank has agreed to provide NYSIF, as deemed appropriate and in the best interest of the portfolio objectives.

### **4. PROHIBITED INVESTMENTS**

- Derivatives, leverage, and short selling
- Non-USD denominated debt

### **5. CREDIT QUALITY**

- Short term securities, including cash and cash equivalents, must meet the ratings criteria noted in Section 3, above.
- Unless otherwise stated, the rating agencies for long term investments shall be Moody's, S&P and Fitch. If a security is rated by all three rating agencies, the middle rating shall apply. If a security is rated by two rating agencies, the lower rating shall apply. If only one rating exists, that rating shall be used.
- Long term investments (including investments other than cash and cash equivalents must be rated BB- (Ba3) or higher at time of purchase. Members of the Index at time of purchase are also permissible investments regardless of rating.
- A provisional rating (as assigned by a rating agency) or an expected rating (as described by a lead underwriter in the marketing materials for a new issue or a remarketing issue) shall qualify as an actual rating.

## **6. NEGATIVE CREDIT EVENTS**

If, after purchase by Manager, the rating of a holding falls below Ba3/BB- (by any of Moody's, S&P, or Fitch), Manager shall provide NYSIF with a detailed credit opinion, including a recommendation to hold or dispose of the security as soon as commercially practical.

In addition, NYSIF requests timely notification (post trade) when a CUSIP is sold for 20 points (or more) below the maximum price paid for that CUSIP in NYSIF's account, or when cumulative realized losses for any CUSIP sold from the portfolio amount to at least \$300,000. For the purposes of this notification, cumulative realized losses shall exclude any realized gains arising from a sale (or sales) of that CUSIP. Alternative methodologies (e.g. weighted average price) will also be permitted after discussion with NYSIF.

Regardless of a CUSIP's rating level at the time of a downgrade (or rating withdrawal), Manager shall report on any CUSIP where the rating is three (3) or more notches (by any of Moody's, S&P, or Fitch) below the CUSIP's rating at the time of purchase (within 10 days of such occurrence). For the purposes of this notification, a rating withdrawal by any of Moody's, S&P or Fitch shall count as a reportable event. In addition, for a downgraded CUSIP previously acquired via multiple lots, the highest ratings for each of Moody's, S&P or Fitch across all purchase/acquisition lots shall be used to assess reportability under this paragraph. For this notification, the Manager is permitted to track downgrades since the CUSIP's issuance instead of since its purchase (only if necessary and discussed with NYSIF).

Manager shall also provide a "watch list," to be updated on at least a quarterly basis, containing CUSIPs/tickers where materially credit-negative events have taken place or are likely to do so based on Manager's assessments of the portfolio and with input from NYSIF if necessary. Manager shall also support NYSIF's Other than Temporary Impairment (OTTI) process on holdings in the portfolio, as applicable based upon inquiries initiated by NYSIF.

## **7. SPREAD DURATION**

The portfolio shall maintain a spread duration that is within 0.5 years of the Benchmark's.

## **8. LIMITS ON RATINGS CATEGORIES AND ISSUERS**

- Exposure to an individual issuer (as aggregated by Bloomberg ticker) must not exceed the Benchmark weight plus 100 basis points in the portfolio at the time of purchase. Manager may request approval from NYSIF to exceed the issuer limit on a case-by-case basis. Unless NYSIF grants approval, Manager must follow these limits throughout the holding period.
- Any holding of a CUSIP that is in the [Benchmark]/[Index] at the time of measurement shall be excluded from each of the two rating baskets below.
- Manager should seek to maintain aggregate downgrades below Ba3/BB- to be less than 5% of the portfolio by market value. If the 5% limit is breached, Manager must discuss with NYSIF to agree on a timeline for reducing this downgrade basket usage to below 5%.
- Manager is permitted to invest up to 5% of the portfolio in investments rated above BB+ in aggregate at time of purchase.

## **9. SECTOR LIMITS**

Manager should seek to maintain the portfolio with sector exposure weights within 3% of the Benchmark by market value (Bloomberg Barclays Class 3 is preferred but Index provider Level 3 is also permitted). If the limit is breached Manager must discuss with NYSIF.

## **10. COMMUNICATIONS AND REPORTING**

### **Portfolio Reporting**

Manager shall provide NYSIF with a reporting package quarterly including, but not limited to; performance statistics, transaction details including realized gains and losses, and portfolio appraisals detailing cost, market value, and accrued interest of securities held. Additionally, Manager shall provide NYSIF with an overview and commentary of the high yield market. NYSIF shall also be provided with less formal weekly and monthly performance and risk reports.

### **Meetings**

- Manager shall review the portfolio(s) with NYSIF Investments Department Staff quarterly.
- The Manager shall have regular calls with NYSIF Investment Department Staff to discuss market color and, if appropriate, idiosyncratic events and positioning. The frequency of such calls will be agreed upon jointly by NYSIF and Manager.

### **Performance Measurement**

- Manager shall measure and compare Portfolio performance to Benchmark noted in Section 2.
- Manager shall also produce quarterly attribution reports showing relative performance against the stated Benchmark.

### **Guideline Changes**

Any amendments to these guidelines shall become effective only upon agreement between NYSIF and Manager.

## **11. APPLICATION OF GUIDELINES**

Unless otherwise stated, investment guidelines are to be applied to the portfolio at the end of the invest-up period. The invest-up period will end at the end of the calendar month when the account is fully invested. Securities contributed by NYSIF into the account shall be considered Permissible Investments (as specified above in Section 3) until liquidation by Manager. Should any limitations arise with monitoring compliance with any of these guidelines NYSIF and Manager will agree upon alternative or analogous metrics as a substitution. Manager shall cure passive breaches in accordance with the standard of care as set forth in the Agreement and can discuss the time frame for doing upon the first instance of a passive breach.

**ATTACHMENT E**  
**Manager's Investment Specifications Below**  
**Investment Grade Multi-Strategy Portfolio**

**1. INVESTMENT OBJECTIVE**

The investment objective of the portfolio is to generate long-term performance and stable income by investing in below investment grade investments.<sup>1</sup> The Manager ("Manager") shall invest and reinvest the cash and investments allocated to them and deposited in their account in accordance with the standard of care set forth in the Agreement. Manager shall not make a distinction between principal and income and shall prioritize preservation of capital.

The assets in the Account shall be at least 95% invested in corporate bond securities and broadly syndicated bank loans (as defined below) unless Manager has received prior written approval from NYSIF for an allocation below that level. Amounts not invested in bond and loans shall be invested in cash and cash equivalents in accordance with the terms of this Attachment E.

**2. PERFORMANCE BENCHMARK**

The total return of the portfolio will be compared to the total return of a 50/50 blend of the below two indices which will form the combined Benchmark.

- a. ICE BofA BB US High Yield 1% Constrained ex Energy Index
  - i. This is a custom index which excludes the energy sector and the ticker will be provided during account setup.
- b. S&P/LSTA BB Loan Index (Ticker: SPBDBB)

**3. PERMISSIBLE INVESTMENTS**

Account may invest in any or all the following:

**USD Corporate Bonds**

- Bearing a CUSIP.
- Issued in either registered form or under Rule 144A or Regulation S.
- Complying with the rating requirements for "long term securities" specified in Section 5 hereof.
- ETFs are also permissible but subject to pre-approval by NYSIF.

Subject to the limit(s) specified "Corporate Bonds" may also include:

- Any instrument otherwise complying with this Attachment B that is characterized as convertible securities, preferred securities, trust preferred, hybrids, contingent- capital securities or similar structures, subject to a cap of 1% of the portfolio invested in all such instruments.

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<sup>1</sup> Client understands and agrees that there can be no assurance that such objective will be achieved and failure to achieve such objective shall not be deemed a breach of the Investment Guidelines.



## **USD Broadly Syndicated Bank Loans**

- ETFs are also permissible but subject to pre-approval by NYSIF.

## **Cash and Cash Equivalents**

- Cash
- Cash equivalents, subject to the following restrictions. Any money-market instrument must have no fewer than two short-term ratings from the following list: P-1 or MIG1 or VMIG1 (Moody's) / A-1 or SP-1 (S&P) / F1 (Fitch).
- If all three ratings are not in the top category (e.g. Moody's P-2), then the lowest rating must have a stable outlook.
- Money-market funds must have no fewer than two mutual-fund ratings from the following list: Aaa-mf (Moody's) / AAAm (S&P) / AAAmmf (Fitch).
- Direct obligations of the United States Treasury, whether originally issued as bills, notes or bonds, that at the time of purchase have a remaining maturity of 180 days or less.
- Excess cash will be swept overnight by the Designated Agent Bank. Proceeds and contributing yield on such investment will be credited to the Manager's Account and performance. Manager has discretion (but no obligation) to invest cash in other cash equivalents that offer a higher interest rate than that rate which the Designated Agent Bank has agreed to provide NYSIF, as deemed appropriate and in the best interest of the portfolio objectives.

Notwithstanding the restrictions as stated in these guidelines, all members of the Benchmark, irrespective of security type, are permissible investments.

Securities and other distributions received as part of a restructuring event are also permissible investments. However, NYSIF requests a timely notification as to the Manager's intention to hold or sell the investments (pre-approval is not required).

## **4. PROHIBITED INVESTMENTS**

- Derivatives, leverage, and short selling
- Non-USD denominated debt

## **5. CREDIT QUALITY**

- Short term securities, including cash and cash equivalents, must meet the ratings criteria noted in Section 3, above.
- Unless otherwise stated, the rating agencies for long term investments shall be Moody's, S&P and Fitch. If a security is rated by all three rating agencies, the middle rating shall apply. If a security is rated by two rating agencies, the lower rating shall apply. If only one rating exists, that rating shall be used.
- Long term investments (including investments other than cash and cash Equivalents) must be rated BB- (Ba3) or higher at time of purchase. Members of the Index at time of purchase are also permissible investments regardless of rating.
- A provisional rating (as assigned by a rating agency) or an expected rating (as described by a lead underwriter in the marketing materials for a new issue or a remarketing issue) shall qualify as an actual rating.

## **6. NEGATIVE CREDIT EVENTS**

If, after purchase by Manager, the rating of a holding falls below Ba3/BB- (by any of Moody's, S&P, or Fitch), Manager shall provide NYSIF with a detailed credit opinion, including a recommendation to hold or dispose of the security as soon as commercially practical.

In addition, NYSIF requests timely notification (post trade) when a CUSIP is sold for 20 points (or more) below the maximum price paid for that CUSIP, or when cumulative realized losses for any CUSIP sold from the portfolio amount to at least \$300,000. For the purposes of this notification, cumulative realized losses shall exclude any realized gains arising from a sale (or sales) of that CUSIP. Alternative methodologies (e.g. weighted average price) will also be permitted after discussion with NYSIF.

Regardless of a CUSIP's rating level at the time of a downgrade (or rating withdrawal), Manager shall report on any CUSIP where the rating is three (3) or more notches (by any of Moody's, S&P, or Fitch) below the CUSIP's rating at the time of purchase (within 10 days of such occurrence). For the purposes of this notification, a rating withdrawal by any of Moody's, S&P or Fitch shall count as a reportable event. In addition, for a downgraded CUSIP previously acquired via multiple lots, the highest ratings for each of Moody's, S&P or Fitch across all purchase/acquisition lots shall be used to assess reportability under this paragraph. For this notification, the Manager is permitted to track downgrades since the CUSIP's issuance instead of since its purchase (only if necessary and discussed with NYSIF).

Manager shall also provide a "watch list," to be updated on at least a quarterly basis, containing CUSIPs/tickers where materially credit-negative events have taken place or are likely to do so based on Manager's assessments of the portfolio and with input from NYSIF if necessary. Manager shall also support NYSIF's Other than Temporary Impairment (OTTI) process on holdings in the portfolio, as applicable based upon inquiries initiated by NYSIF.

## **7. SPREAD DURATION**

The portfolio shall have a spread duration that is within 0.5 years of the Benchmark.

## **8. LIMITS ON CATEGORIES AND ISSUERS**

- An individual issuer must not exceed the Benchmark weight plus 100 basis points in the portfolio at the time of purchase. Manager may request approval from NYSIF to exceed the issuer limit below on a case-by-case basis. Unless NYSIF grants approval, Manager must follow these limits throughout the holding period.
- Any holding of a CUSIP that is in the [Benchmark]/[Index] at the time of measurement shall be excluded from each of the two rating baskets below.
- Manager should seek to maintain aggregate downgrades below Ba3/BB- to be less than 5% of the portfolio by market value. If the 5% limit is breached Manager must discuss with NYSIF to agree on a timeline for reducing this downgrade basket usage to below 5%.
- Manager is permitted to invest up to 5% of the portfolio in investments rated above BB+ in aggregate at time of purchase.

## **9. SECTOR AND ASSET CLASS LIMITS**

Manager should seek to maintain the portfolio with sector exposure weights within 3% of the combined Benchmark by market value (Bloomberg Barclays Class 3 is preferred but Index provider Level 3 is also permitted). If the limit is breached Manager must discuss with NYSIF.

Manager may deviate from an equal weighted blend of bonds and loans (implied by the constituent indices of the Benchmark) by 20 points. If the portfolio exceeds this limit Manager must discuss with NYSIF.

## **10. COMMUNICATIONS AND REPORTING**

### **Portfolio Reporting**

- Manager shall provide NYSIF with a reporting package quarterly including, but not limited to; performance statistics, transaction details including realized gains and losses, and portfolio appraisals detailing cost, market value, and accrued interest of investments held. Additionally, Manager shall provide NYSIF with an overview and commentary of the high yield market.
- NYSIF shall also be provided with less formal weekly and monthly performance and risk reports.

### **Meetings**

- Manager shall review the portfolio(s) with NYSIF Investments Department Staff quarterly.
- The Manager shall have regular calls with NYSIF Investment Department Staff to discuss market color and, if appropriate, idiosyncratic events and positioning. The frequency of such calls will be agreed upon jointly by NYSIF and Manager.

### **Performance Measurement**

Manager shall measure and compare Portfolio performance to Benchmark noted in Section 2. Manager shall also produce quarterly attribution reports showing relative performance against the stated Benchmark.

### **Guideline Changes**

Any amendments to these guidelines shall become effective only upon agreement between NYSIF and Manager.

## **11. APPLICATION OF GUIDELINES**

Unless otherwise stated, investment guidelines are to be applied to the portfolio at the end of the invest-up period. The invest-up period will end at the end of the calendar month when the account is fully invested. Securities contributed by NYSIF into the account shall be considered Permissible Investments (as specified above in Section 3) until liquidation by Manager. Should any limitations arise with monitoring compliance with any of these guidelines NYSIF and Manager will agree upon alternative or analogous metrics as a substitution. Manager shall cure passive breaches in accordance with the standard of care as set forth in the Agreement and can discuss the time frame for doing upon the first instance of a passive breach.

**ATTACHMENT E**  
**Manager's Investment Specifications**  
**Collateralized Loan Obligation (CLO) Portfolio**

**1. INVESTMENT OBJECTIVE**

The investment objective of the portfolio is to generate long-term performance and stable income by investing in CLO securities. The Manager ("Manager") shall invest and reinvest the cash and securities allocated to them and deposited in their account accordance with the standard of care set forth in the Agreement. Manager shall not make a distinction between principal and income and shall prioritize preservation of capital.

The assets in the Account shall be at least 95% invested in broadly-syndicated loan CLOs (as defined below) unless Manager has received prior written approval from NYSIF for an allocation below that level. Amounts not invested in CLOs securities shall be invested in cash and cash equivalents in accordance with the terms of this Attachment E.

**2. PERFORMANCE BENCHMARK**

The total return of the portfolio will be compared to the total return of a blend of the below indices which will form the combined Benchmark:

- 70%: J.P. Morgan CLO AA Post-Crisis Total Return Level (Ticker: JCLOAAPS Index)
- 30%: J.P. Morgan CLO A Post-Crisis Total Return Level (Ticker JCLOAPST Index)

**3. PERMISSIBLE INVESTMENTS**

Account may invest in any or all the following:

**USD Broadly Syndicated Loan Collateralized Loan Obligations**

- Floating rate tranches only.
- Notwithstanding the restrictions as stated in these guidelines, all members of the Index, irrespective of security type, are permissible investments.
- ETFs are also permissible but subject to pre-approval by NYSIF.
- Securities and other distributions received as part of a restructuring event are also permissible investments. However, NYSIF requests a timely notification as to the Manager's intention to hold or sell the investments (pre-approval is not required).

**Cash and Cash Equivalents**

- Cash
- Cash equivalents, subject to the following restrictions. Any money-market instrument must have no fewer than two short-term ratings from the following list: P-1 or MIG1 or VMIG1 (Moody's) / A-1 or SP-1 (S&P) / F1 (Fitch).
- If all three ratings are not in the top category (e.g. Moody's P-2), then the lowest rating must have a stable outlook.
- Money-market funds must have no fewer than two mutual-fund ratings from the following list: Aaa-mf (Moody's) / AAAm (S&P) / AAAmmf (Fitch).
- Direct obligations of the United States Treasury, whether originally issued as bills, notes or bonds, that at the time of purchase have a remaining maturity of 180 days or less.
- Excess cash will be swept overnight by a designated agent bank (the "Designated Agent Bank") which shall be the custodian selected by NYSIF. Proceeds and contributing yield on such investment will be credited to the Manager's Account and performance. Manager has discretion (but no obligation) to invest cash in other cash equivalents that
- offer a higher interest rate than that rate which the Designated Agent Bank has agreed to provide NYSIF, as deemed appropriate and in the best interest of the portfolio objectives.

<sup>1</sup>Client understands and agrees that there can be no assurance that such objective will be achieved and failure to achieve such objective shall not be deemed a breach of the Investment Guidelines.

#### **4. PROHIBITED INVESTMENTS**

- Derivatives, leverage (provided however, that CLOs for forward settlement does not constitute leverage), and short selling
- Non-USD denominated debt

#### **5. CREDIT QUALITY**

- Short term securities (cash and cash equivalents) must meet the ratings criteria noted in Section 3, above.
- Unless otherwise stated, the rating agencies for long term investments shall be Moody's, S&P and Fitch. If a security is rated by all three rating agencies, the middle rating shall apply. If a security is rated by two rating agencies, the lower rating shall apply. If only one rating exists, that rating shall be used.
- Long term investments (including investments other than cash and cash equivalents) must be rated A- (A3) or higher at time of purchase. Members of the Index at time of purchase are also permissible investments regardless of rating.
- A provisional rating (as assigned by a rating agency) or an expected rating (as described by a lead underwriter in the marketing materials for a new issue or a remarketing issue) shall qualify as an actual rating.

#### **6. NEGATIVE CREDIT EVENTS**

If, after purchase by Manager, the rating of a holding falls below A-/A3 (by any of Moody's, S&P, or Fitch), Manager shall provide NYSIF with a detailed credit opinion, including a recommendation to hold or dispose of the security as soon as commercially practical.

In addition, NYSIF requests timely notification (post trade) when a CUSIP is sold for 20 points (or more) below the maximum price paid for that CUSIP in NYSIF's account, or when cumulative realized losses for any CUSIP sold from the portfolio amount to at least \$300,000. For the purposes of this notification, cumulative realized losses shall exclude any realized gains arising from a sale (or sales) of that CUSIP. Alternative methodologies (e.g. weighted average price) will also be permitted after discussion with NYSIF.

Regardless of a CUSIP's rating level at the time of a downgrade (or rating withdrawal), Manager shall report on any CUSIP where the rating is three (3) or more notches (by any of Moody's, S&P, or Fitch) below the CUSIP's rating at the time of purchase (within 10 days of such occurrence). For the purposes of this notification, a rating withdrawal by any of Moody's, S&P or Fitch shall count as a reportable event. In addition, for a downgraded CUSIP previously acquired via multiple lots, the highest ratings for each of Moody's, S&P or Fitch across all purchase/acquisition lots shall be used to assess reportability under this paragraph. For this notification, the Manager is permitted to track downgrades since the CUSIP's issuance instead of since its purchase (only if necessary and discussed with NYSIF).

Manager shall also provide a "watch list," to be updated on at least a quarterly basis, containing CUSIPs/tickers where materially credit-negative events have taken place or are likely to do so based on Manager's assessments of the portfolio and with input from NYSIF if necessary. Manager shall also support NYSIF's Other than Temporary Impairment (OTTI) process on holdings in the portfolio, as applicable based upon inquiries generated by NYSIF.

#### **7. SPREAD DURATION**

The portfolio shall maintain a spread duration that is within 0.5 years of the Benchmark's.

#### **8. LIMITS ON RATINGS CATEGORIES, CLO MANAGERS AND INDIVIDUAL DEALS**

- Manager may request approval from NYSIF to exceed the limits below on a case-by-case basis. Unless NYSIF grants approval, Manager must follow these limits throughout the holding period.
- Manager shall not have more than 40% of the portfolio in category A rated investments or below based on current ratings.
- Manager should seek to maintain aggregate downgrades below A- to be less than 5% of the portfolio by market value. If the 5% limit is breached Manager must discuss with NYSIF to agree on a timeline for reducing this downgrade basket usage back to below 5%.
- Any holding of a CUSIP that is in the [Benchmark]/[Index] at the time of measurement shall be excluded from the basket below.
- Additionally, exposure to any single CLO manager shall not exceed 10% of the portfolio, and exposure to any single CLO deal shall not exceed 5% of the portfolio, both at all times.

## **9. COMMUNICATIONS AND REPORTING**

### **Portfolio Reporting**

- Manager shall provide NYSIF with a reporting package quarterly that contains performance statistics, transaction details including realized gains and losses, and portfolio appraisals detailing cost, market value, and accrued interest of securities held. Additionally, Manager shall provide NYSIF with an overview and commentary of the CLO market.
- NYSIF shall also be provided with less formal weekly and monthly performance and risk reports.

### **Meetings**

- Manager shall review the portfolio(s) with NYSIF Investments Department Staff quarterly.
- The Manager shall have regular calls with NYSIF Investment Department Staff to discuss market color and, if appropriate, idiosyncratic events and positioning. The frequency of such calls will be agreed upon jointly by NYSIF and Manager.

### **Performance Measurement**

- Manager shall measure and compare Portfolio performance to Benchmark noted in Section 2.
- Manager shall also produce quarterly attribution reports showing relative performance against the stated Benchmark.

### **Guideline Changes**

Any amendments to these guidelines shall become effective only upon agreement between NYSIF and Manager.

## **10. APPLICATION OF GUIDELINES**

Unless otherwise stated, investment guidelines are to be applied to the portfolio at the end of the invest-up period. The invest-up period will end at the end of the calendar month when the account is fully invested. Securities contributed by NYSIF into the account shall be considered Permissible Investments (as specified above in Section 3) until liquidation by the Manager. Should any limitations arise with monitoring compliance with any of these guidelines NYSIF and Manager will agree upon alternative or analogous metrics as a substitution. Manager shall cure passive breaches in accordance with the standard of care as set forth in the Agreement and can discuss the time frame for doing upon the first instance of a passive breach.