

CALSAVERS PROGRAM

Governed by the

**CALIFORNIA SECURE CHOICE RETIREMENT SAVINGS
INVESTMENT BOARD**

D R A F T

INVESTMENT POLICY STATEMENT

Presented
May 21, 2018

I. The CalSavers Program

The CalSavers Program (the “Program”) is a retirement savings program that enables participation through employee payroll contributions into an individual retirement account (“IRA”) governed by the California Secure Choice Retirement Savings Investment Board. The Program, authorized by Senate Bill 1234 in 2016, will operate at all times under the legal and statutory requirements of the State of California, as defined in Government Code Sections 100000-100050.

The Program will enable participants (“Participants”) to direct plan account balances among one or more investment options (“Investment Options”), including a default setting for Participants who do not actively select an Option.

II. Purpose of Investment Policy Statement

This Investment Policy Statement (“IPS”) is intended to enable the Board to make Program investment decisions according to an established process that reflects the Board’s set of Investment Beliefs (found in Appendix I).

This document outlines the underlying philosophies and processes for the selection, monitoring, and evaluation of the Investment Options offered to Participants, the Underlying Investments as defined herein, and the selected investment managers providing those Investments and fulfilling those Options (the “Underlying Managers”).

Specifically, this Investment Policy Statement:

- Defines the Program’s investment objectives.
- Defines the roles and responsibilities of various parties.
- Describes the types of Investment Options offered and the criteria applied for selecting these Investment Options and the Underlying Managers.
- Establishes investment procedures, performance measurement standards, and monitoring procedures of the Investment Options offered.

This IPS will be reviewed at least annually and will be amended as needed to reflect Program growth, Program design changes, or other factors deemed to be material by the Board.

III. Investment Objectives

The overarching objective of the Program is to promote greater retirement savings opportunities for California’s private-sector workers who currently lack access to employer-sponsored retirement plans, by providing access to a professionally managed, low-cost, portable retirement savings vehicle. The primary investment objective of the Program is to offer a limited number of Investment Options, appropriately suited for IRA accounts, to meet the savings goals of Participants based on varying levels of risk tolerance.

IV. Roles and Responsibilities

The Board, with input from Staff and Investment Consultant as needed, shall be responsible for:

- Establishing and maintaining the IPS.
- Approving the asset classes for Investment Options.
- Selecting and replacing/terminating the specific Underlying Manager(s) and vehicle (e.g., Mutual Fund, Exchange-Traded Fund (ETF), Separate Account, as each is defined in Appendix III to this IPS) to fill each of the Investment Option asset class categories.
- Receiving and reviewing quarterly performance reports to evaluate the Program's Investment Options and Underlying Manager performance.
- Selecting and overseeing contractors, as appropriate, including, but not limited to, the Program Manager/Administrator, Investment Consultant and Underlying Manager(s).

The Staff shall be responsible for, among other things:

- Preparing investment-related agenda items and topics for Board meetings.
- Requesting and reviewing Investment Option performance and cash flow data from the Program Manager/Administrator.
- Assisting the Board in carrying out its investment strategy by confirming that the Underlying Managers' investment criteria is being met, based on analysis from the Investment Consultant.
- Providing a summary for the Board of any issues with contractors which need Board attention or consideration.
- Overseeing the production of educational materials, in plain, accessible language to ensure that Participants receive appropriate financial and investment information during the account opening and managing process.

The Investment Consultant shall be responsible for the Scope of Work set forth in its contract with the Board, including but not limited to:

- Developing the IPS and Investment Beliefs (included as Appendix I), for Board and Staff approval.
- Assisting the Board with initial selection of Investment Options and Underlying Managers, monitoring Investment Options and Underlying Managers, and making recommendations to the Board and Staff for changes as needed, in accordance with Section VII.
- Providing performance reporting to Staff on a monthly basis and to the Board on at least a quarterly basis, for all Investment Options.
- Providing investment education to the Board as needed.

The Program Manager/Administrator shall be responsible for the Scope of Work set forth in its contract with the Board including, but not limited to:

- Creating the ability for the change of Investment Options, as well as the Underlying Managers and Underlying Investments within the Program, at the Board's direction.
- Providing account balance and investment performance reporting for Program Participants.
- Providing financial and investment-related educational materials in plain, accessible language for Participants.

V. Investment Options

An Investment Option may be added or removed from the Program lineup, based on the perceived needs and utilization of the Program Participants. Other factors, including industry best practices and new or evolving research may influence the Investment Options chosen for the lineup. The intent of the Board is to select Investment Options that will be retained in the Program lineup for the long term, making changes only when necessary for the effectiveness of CalSavers. The Default Investment Option shall be chosen to provide Participants who do not make an investment election a reasonable mix of assets to help them achieve their retirement goals over time.

Default Investment Option: The Board has determined for those Participants who do not make an affirmative election, that the first \$1,000 shall be invested in a Capital Preservation Option as the Stage 1 Default Investment Option, characterized by low risk. Thereafter, any additional contributions will be made to the Stage 2 Default Investment Option. The Stage 2 Default Investment Option will be the Target Date or Target Risk suite of investment options for contributions in excess of \$1,000. It is important to note that Participants who make an active election may choose to allocate all contributions, including the first \$1,000, to the investment option of their choice.

The Board intends to offer a limited number of Investment Options at launch, in keeping with its belief that simplicity is the key to the Program's success. Not all of the following Investment Options may be offered at all times within the Program, and each may be subject to specific investment criteria or restrictions established by the Board. The Program may offer additional or different Investment Options in the future, at the discretion of the Board. A full list of the specific Investment Options, including the Underlying Manager and vehicle (e.g., mutual fund, ETF, separate account, referred to as the "Underlying Investment") utilized to fulfill each Option, and the benchmarks for each Option, can be found in Appendix II.

Potential Investment Options include:

- A Capital Preservation Fund, with the primary objective of seeking investment

safety and liquidity.

- A Core Bond Fund, with the primary objectives of capital preservation with the potential for achieving income, while allowing for appreciation over time.
- A Global Equity Fund, with the primary objective of providing exposure to the equity markets, composed of stocks in the U.S. and abroad.
- A Target Date or Target Risk Suite of Funds, with the primary objective of constructing a diversified portfolio of stocks and bonds that either adjusts according to a Participant's retirement timeframe or resembles the risk profile.
- An Environmental, Social, and Governance (ESG) Fund, with the primary focus on social and environmental responsibility.

All Investment Options, and Underlying Managers, and their respective benchmarks can be found in Appendix II.

VI. Selection of Underlying Managers

The Program will offer Investment Options for Participants to diversify their IRA account balances.

In selecting the Underlying Managers to fulfill the Investment Options provided by the Program, the following characteristics shall be examined by the Investment Consultant, and utilized to recommend the Underlying Managers to Staff and the Board:

- Investment approach (active vs. passive, fundamental vs. quantitative).
- Investment process and personnel, focusing on stability and capability of the team.
- Fees, including, but not limited to, "revenue sharing."
- Risk-adjusted returns over various time periods.
- Style consistency throughout market cycles.
- General suitability for individual investors, and specific suitability for the CalSavers Program.

VII. Underlying Manager Monitoring/Watch List

An Underlying Manager will be evaluated for their ability to meet the following objectives, and may be terminated/replaced when the Board, in consideration of the recommendation from the Investment Consultant, has determined that the Underlying Manager is no longer able to:

- Achieve performance and risk objectives (generally meeting index returns minus fees for passive strategies or exceeding benchmark returns for active strategies) over a full market cycle of 3-5 years.
- Consistently apply their stated investment process.

- Comply with any applicable contract and investment criteria, which will detail the appropriate benchmark for performance evaluation and other criteria restricting the Underlying Manager’s investments
- Provide Participants with suitable diversification.
- Comply with reporting requirements.
- Maintain a stable organization and retain key relevant investment professionals.

The Board may add, remove or replace the Underlying Managers and/or Underlying Investments offered within Investment Options at its discretion, and for reasons not included in this IPS.

A terminated Underlying Manager shall be replaced according to one of the following approaches:

- Combine existing funds with another Underlying Investment available in the Program by the mapping or transfer of assets.
- Replace with a new Underlying Manager by the mapping or transfer of assets.

Replacement of a terminated Underlying Manager will follow the criteria outlined in Part VI, Selection of Underlying Managers.

Underlying Managers will be evaluated on an ongoing basis for adherence to their stated objectives, based on both qualitative and quantitative criteria. When Managers fail to meet one or more of these criteria, the Investment Consultant shall place the Underlying Manager on a “Watch List”, and report to the Board quarterly the status of the Watch List, and recommend any action that is to be taken with respect to managers on the Watch List. There is no specific time period for Managers to remain on Watch List; However, Underlying Managers will be reviewed on an individual basis, and recommended for removal by the Investment Consultant once sufficient progress has been made to meet the criteria above.

Qualitative Assessment

The qualitative aspect of each Underlying Manager will be monitored on an ongoing basis by the Board, Staff and Investment Consultant. A significant and potentially adverse event related to, but not limited to, any of the following qualitative issues or events may either initiate a recommendation to place the Manager on the Watch List. Qualitative assessments will focus on:

- Departure of key personnel
- Significant loss of clients or assets under management
- Financial instability
- Significant change in organizational or ownership structure
- Investment strategy or style deviation

- Apparent breach in ethical behavior or integrity
- Significant and persistent lack of responsiveness to requests
- Contravention of any term or condition of any applicable contract not corrected within 30 days of the breach
- Continued violations of the investment guidelines, if applicable
- Extraordinary regulatory action or other proceeding affecting the manager's ability to perform its duties under the contract
- Any issue believed to undermine the Board, Staff, or Investment Consultant's confidence in the Manager

Quantitative Assessment

In order to evaluate Manager skill, trailing and rolling assessments of excess returns will be evaluated by the Investment Consultant. The Board and Staff reserve the right under this IPS to pursue any course of action in response to absolute, relative, historic or perceived future investment performance. Notwithstanding the foregoing, the following measurement criteria will generally apply to quantitative assessments of Manager performance:

- For passive Underlying Managers, over the most recent trailing three-year or five-year period, an Underlying Manager's net return deviates from the assigned benchmark by more than the investment management fee.
- For active Underlying Managers, over the most recent trailing three- or five-year period, the Underlying Manager's net return lags the assigned benchmark AND its peer ranking falls below its respective Peer Universe median. The term Peer Universe, as defined here, is a group of like managers defined by a specific asset class or investment style. The Investment Consultant will define the Peer Universe appropriate for each Underlying Manager upon selection and provide reporting relative to the Peer Universe in Quarterly reports.

VIII. Monitoring Costs

Monitoring of investment-related costs shall occur no less than annually by the Staff and Investment Consultant, and shall focus on the investment management costs borne by Participants.

IX. Participant Investment Education and Communication

The Program will regularly communicate to Participants their responsibility for investment decisions, permit changes among Investment Options with reasonable frequency, and provide investment-related educational materials that will enable Participants to make informed financial and investment-related decisions.

X. Conflicts of Interest

All members of the Board, as well as all service providers to CalSavers, are expected to maintain independence with respect to the recommendations, advice, and decisions that are made regarding the CalSavers Program. It is expected that the Investment Consultant, Staff, Board members, and service providers act as fiduciaries, in the best interest of Program Participants at all times.

XI. Coordination with the CalSavers Program Legislation

Notwithstanding the foregoing, if any term or condition of this IPS conflicts with any term or condition in the CalSavers legislation or statutory requirements, the terms and conditions of the legislation or statutory requirement or applicable law shall control.

APPENDIX I

INVESTMENT BELIEFS

Investment Beliefs were developed to reflect the Board's core outlook for the investments within the CalSavers Program, and will be reviewed at least annually, along with the Investment Policy Statement.

Investment Beliefs:

1. **Transparency:** It is essential to provide transparency across the Program, including investment- and Program-related costs.
2. **Simplicity:** We believe in Program simplicity across all facets of CalSavers; from access to structure, from education to investment offerings.
3. **Impact of Savings:** Providing a simple vehicle for saving and investing for retirement is critical to the future financial security of retirees.
4. **Impact of Markets:** Given the inherent risk in markets, providing security for Participant assets in the early stages of investing is crucial. Over time, we believe in offering both low-risk investment options and higher risk investment options for retirement portfolios.
5. **Investment Costs:** Costs directly affect retirement outcomes, and keeping them low should be integral to our Program structure.
6. **Breadth of Participant Options:** Simplicity is the key to success for the Participants in a first-time retirement vehicle, and the investment lineup should reflect that goal.
7. **Active vs. Passive Investments:** Passive investments should be the primary investment tool for our Participants. As the Program matures, there may be opportunities for actively managed funds to play a secondary role.
8. **Program Design:** Plan design matters and will influence the success of the CalSavers Participants' ability to grow their investments over time.
9. **Financial Education:** Participants need access to simple, relevant, financial and investment education.
10. **ESG/Socially Responsible Investments:** Socially and environmentally responsible investing is an issue important to some Participants, and an Investment Option reflecting that belief should be offered.

APPENDIX II
INVESTMENT OPTIONS AND BENCHMARKS

As of XXXXXX, 2018

Investment Option Categories¹	Underlying Manager	Underlying Investments	Benchmark	Vehicle Used	Expected Risk
Capital Preservation Fund	TBD	TBD	U.S. Treasury 3-Month	TBD	Lower
Core Bond Fund	TBD	TBD	Bloomberg Barclays U.S. Aggregate	TBD	Lower
Global Equity Fund	TBD	TBD	MSCI ACWI Index	TBD	Higher
Target Date or Target Risk Fund	TBD	TBD	TBD based on Target Series	TBD	Risks vary by Fund
Environmental, Social, Governance Fund	TBD	TBD	TBD	TBD	Moderate

¹ Appendix II will be modified as Investment Options are selected through the RFP process, and full descriptions of the Underlying Investments and Underlying Managers will be included.

APPENDIX III

GLOSSARY

Glossary of Terms:

Active Investing: An investing strategy that attempts to outperform the market, with portfolio managers buying only those stocks represented within a specified index, that the portfolio manager believes are superior and could outperform.

Alpha: Alpha is an estimate of the contribution to investment performance attributable to the manager's selection of securities. It is calculated by subtracting the manager's return from the benchmark return.

Annual Return: The total return of a security over a specified period, expressed as an annual rate of interest.

Annualized: A figure (as in a percentage) calculated by a formula to find the "average" performance per year for a period greater than one year.

Assets Under Management (AUM): Measures the total market value of all the financial assets which a financial institution such as a mutual fund, manages on behalf of its clients and themselves.

Basis Points (bps): Refers to a common unit of measure for interest rates and other percentages in finance. One basis point is equal to 1/100th of 1%, or 0.01%. For example, if you have an account balance of \$10,000 and the basis point fee charged is 20 basis points (or $20 \times 0.01\% = 0.02\%$), the management fee assessed on the total account value would equal \$20 (or $0.02\% \times \$10,000$).

Bear Market: A market characterized by a trend of falling prices.

Benchmark: A standard against which the performance of a security, mutual fund or investment manager can be measured. Generally, broad market and market-segment stock and bond indexes are used for this purpose.

Beta: A measure of the volatility of a stock relative to the overall market. A beta of less than one indicates lower risk than the market; a beta of more than one indicates higher risk than the market.

Bull Market: A market characterized by a trend of rising prices.

Collective Investment Trust (CIT): Also known as a collective investment fund (CIF), are similar to mutual funds in that they pool investor money, but they are only available to qualified retirement plans, which excludes IRAs. They are sponsored by a bank or trust company, and are regulated by the Office of the Comptroller of the Currency rather than the Securities and Exchange Commission, which oversees mutual funds. CITs are gaining traction among retirement plans, particularly because of lower costs.

Commingled Fund: A fund consisting of assets from several accounts that are blended together. Investors in commingled fund investments benefit from economies of scale, which allow for lower trading costs per dollar of investment, diversification and professional money management.

Common Stock: Ordinary capital stock (representing ownership) in a company. Common stock does not enjoy the special privileges of preferred stock, but has voting rights.

Compounding of Returns: The cumulative effect that a series of gains (or losses) have on a portfolio or account balance over time. Basically, if any gains are reinvested back in the portfolio, the portfolio can grow at a more rapid rate through compounding.

Coupon Income (Average Coupon): The annual coupon payments of a bond divided by the par value.

Current Yield: The annual coupon payments of a bond divided by the market price.

Default Investment Option (DIA): Allows the employer or plan sponsor to automatically enroll, or “default” participants and direct their contribution dollars to be invested in an investment option selected for the plan. These Default Options are typically diversified portfolios designed to provide exposure to both equity and fixed income assets. The participant is not obligated to participate and can choose to opt out of the Default Option at any time, based on the liquidity constraints of the Program. It is important to note, that the participant is effectively making an investment choice (and defaulting to contributions through the DIA), despite not actively directing funds.

Dollar Cost Averaging: The concept of buying a fixed dollar amount of stocks and/or bonds over time, so that when prices are high, you are buying “less” shares, and when prices are low, you are buying “more” shares.

Dividend: A cash or other distribution to preferred or common stockholders.

Equity: Ownership or proprietary rights and interests in a company. Synonymous with common stock.

ESG (Environmental, Social and Governance): A generic term used in capital markets and by investors to evaluate corporate behavior and to determine the future financial performance of companies.

Exchange-Traded Funds (ETF): A marketable security that tracks an index, commodity, bonds, or a basket of assets like an index fund. Unlike mutual funds, an ETF trades like a common stock on a stock exchange. ETFs experience price changes throughout the day as they are bought and sold. ETFs typically have higher daily liquidity and lower fees than mutual fund shares, making them an attractive alternative for individual investors. Because it trades like a stock, an ETF does not have its net asset value (NAV) calculated once at the end of every day like a mutual fund does.

Glidepath: Refers to a formula that defines the asset allocation mix of a target date fund, based on the number of years to the target date. The glide path creates an asset allocation that typically becomes more conservative (i.e. includes more fixed-income assets and

fewer equities) the closer a fund gets to the target date.

Gross of Fees Performance: Performance presented before fees are taken into account, thereby overstating the actual, final performance return. See also “Net of Fees Performance”.

Index: A statistical yardstick composed of a basket of securities with a defined set of characteristics. An example of this would include the "S&P 500" which is an index of 500 stocks.

Interest-Rate Risk: When interest rates rise, the market value of fixed income securities (such as bonds) declines. Similarly, when interest rates decline, the market value of fixed income securities increases.

Market Capitalization: The market value of all outstanding shares of common stock of a company. Derived by multiplying the number of shares outstanding at month- end by the month-end closing price of the security.

Maturity: The date on which a loan, bond, mortgage or other debt security becomes due and is to be paid off.

Modern Portfolio Theory: The theoretical framework for designing investment portfolios based upon the risk and reward characteristics of the entire portfolio. The major tenet of the theory holds that reward is directly related to risk, which can be divided into two basic parts: 1) systematic risk (portfolios' behavior as a function of the market's behavior), and 2) unsystematic risk (portfolios' behavior attributable to selection of individual securities). Because un-systematic risk can be largely eliminated through diversification, the portfolio will be subject principally to systematic risk.

Mutual Fund: An investment vehicle that is offered by an Underlying Manager, which brings together money from many different groups (individuals, institutions, or others) and invests in stocks, bonds, or other assets. Strikes a NAV (Net Asset Value) daily, and is SEC-registered.

Net Asset Value (NAV): NAV is a fund's price per share, or per each dollar invested. NAV per share is computed once a day based on the closing market prices of the securities and is calculated by dividing the total value of the fund's portfolio, less any liabilities, by the number of fund shares outstanding.

Net of Fees Performance: Return of the investment after all fees, expenses and taxes.

Par Value: The face value of a bond, which determines maturity value. For a stock, it is the value on the corporate charter.

Passive Investing: An investing strategy that tracks a market-weighted index or portfolio. The most popular method is to mimic the performance of a specified index by buying an “index fund”.

Peer Universe: A group of similar investment strategies that are aggregated to provide a performance benchmark/comparison. For example, if a U.S. Bloomberg Barclays Aggregate Index Fund is offered on the lineup, a likely “Peer Universe” would be “Peer Core Bond” funds, where the median return would be utilized. The source for Peer

Universes is typically Morningstar, Evestment Alliance, or InvestorForce (or other industry standard providers).

Price/Earnings Ratio: A popular measure of relative stock value and investor expectations of future earnings growth. Calculated by dividing the current month end stock price by the latest 12-months reported earnings per share.

Recession: A decline in total physical output that lasts six consecutive months or more. A growth recession is marked by a six-month or longer slowdown (but no decline) in the growth rate.

Return Correlation: The relationship between the returns on investments. A negative return correlation between two investments means that most of the time when investment A has a positive return, investment B will have a negative return.

Risk-vs.-Return: Risk measures the probability of financial loss. Investors often compare risk, as measured by standard deviation of returns, to historical or expected return when making investment decisions. Typically, investors demand higher returns for investments they consider more risky.

Separate Account: Also known as individually managed accounts, these are reserved for investors whose portfolios are large enough to warrant a separate account with a specific investment mandate. Two primary advantages to a separate account structure are 1) withdrawals from other investors do not negatively impact performance as all transactions are a result of selling the investor's own securities and 2) improved transparency and easier performance reporting as the entire account belongs to the investor and there is no need to divide securities or their associated returns on a proportionate basis.

Standard Deviation: Statistical measure of the degree to which an individual value in a probability distribution tends to vary from the mean of the distribution. In portfolio theory, the past performance of securities is used to determine the range of possible future performances and a probability is attached to each performance. The standard deviation of performance can then be calculated for each security and for the portfolio as a whole. The greater the degree of dispersion, the greater the risk.

Target Date Funds: Single diversified, multi-asset class strategy utilizing a "glidepath" that systematically reallocates assets to become more conservative over time based upon a Participant's targeted retirement date.

Target Risk Funds: Suite of diversified, static multi-asset class strategies with varying objectives providing Participants investment options based upon stated risk tolerance, time horizon, circumstance, and investment objectives.

Total Return: The aggregate increase or decrease in the value of the portfolio resulting from the net appreciation or depreciation of the principal of the fund, plus or minus the net income or loss experienced by the fund during the period.

Treasury Bill: A non-interest bearing obligation, fully guaranteed by the U.S. Government, payable to the bearer. Bills are sold on a discount basis so that the income

is the difference between the purchase price and the face value.

Treasury Bond: A coupon security of the U.S. Treasury which may be issued with any maturity but generally carries a maturity of more than 10 years.

White-label Funds: Branded Investment Options that have no reference to a fund company/investment manager. Instead, they are branded by their asset class or objective. They can be constructed as either a single investment strategy, or as a portfolio of multiple underlying investment vehicles structured to the fund's objectives. They can also contain a mix of passive and actively managed strategies. For example, "CalSavers Global Bond Fund" might include a mix of different managers selected by the Board.

Yield: The rate of annual income return on an investment expressed as a percentage. Income yield is obtained by dividing the current dollar income by the current market price of the security.

Yield Curve: A graphic depiction of interest rates across all maturities, 0-30 years. The shape of the curve is largely influenced by the Federal Reserve Policy.