
DECEMBER 7, 2021

**AGENDA ITEM 6
ACTION ITEM**

SCHOLARSHARE INVESTMENT BOARD

Resolution to Approve Changes to the ScholarShare Monitoring Procedures and Criteria

Recommendation

Meketa Investment Group, Inc. (Meketa) and ScholarShare Investment Board (SIB or Board) staff recommend that the Board adopt Resolution No. 2021-07 approving changes to the ScholarShare Monitoring Procedures and Criteria (Procedures).

Background

In February 2022, ScholarShare 529 (Plan) will undergo changes to its investment lineup, which include the addition of new investment portfolios, the consolidation of investment portfolios, and changes to underlying funds within the Plan's investment portfolios. These changes are a result of SIB's competitive request for proposals issued in summer 2021 and following the Board's approval of the contract award to TIAA-CREF Tuition Financing, Inc. (TFI).

In anticipation for these scheduled changes in February 2022, SIB staff and the Board's investment consultant, Meketa, reviewed SIB's existing Procedures to determine any necessary revisions. Meketa's review is outlined in their memo (Exhibit A) and recommends revisions to applicable sections of the Procedures, including the investment performance criteria schedules and definitions, to reflect the upcoming changes to the Plan's investment lineup. The proposed changes are outlined in redline in the revised Procedures attached to Meketa's memo.

Pending Board approval, the revised Procedures will take effect on February 11, 2022.

Presenters

Julio Martinez, Executive Director, ScholarShare Investment Board
Eric White, Principal, Meketa Investment Group, Inc.

RESOLUTION NO. 2021-07

RESOLUTION OF THE SCHOLARSHARE INVESTMENT BOARD RELATING TO THE APPROVAL OF CHANGES TO THE SCHOLARSHARE MONITORING PROCEDURES AND CRITERIA

WHEREAS, the ScholarShare Investment Board (the “SIB” or “Board”) was created under the Education Code section 69980 et seq. (the “Golden State ScholarShare Trust Act” or “Act”);

WHEREAS, the Board has a fiduciary responsibility on behalf of the ScholarShare 529 College Savings Plan (the “Plan”) participants and beneficiaries to monitor the investment manager’s mutual funds and investment performance;

WHEREAS, the Board adopted the Golden State ScholarShare College Savings Trust Monitoring Procedures and Criteria (the “Procedures”) to provide guidelines for monitoring the investment manager’s mutual funds and investment performance as part of its fiduciary responsibility on behalf of the ScholarShare participants and beneficiaries; and

WHEREAS, the ScholarShare 529 College Savings Plan (“ScholarShare” or “Plan”) will implement changes to its investment lineup following the Board’s award of contract for program management services to TIAA-CREF Tuition Financing, Inc. (“TFI”) resulting from SIB’s competitive request for proposals issued in summer 2021;

WHEREAS, in February 2022, the Plan’s investment lineup will undergo changes which include the addition of new investment portfolios, the consolidation of investment portfolio, and changes to the underlying funds within the Plan’s portfolios; and

WHEREAS, the SIB staff and Board’s investment consultant, Meketa Investment Group, Inc., (the “Consultant”) have reviewed the Procedures and recommend revisions to reflect the upcoming changes to the Plan’s portfolios.

NOW, THEREFORE, BE IT RESOLVED, that the Board hereby approves the changes to the Procedures as recommended by SIB staff and the Consultant and as shown in redline in Exhibit A to the Consultant’s memo dated December 7, 2021.

BE IT FURTHER RESOLVED, that this Resolution becomes effective on February 11, 2022.

Attest: _____
Chairperson

Date of Adoption: _____

MEMORANDUM

TO: ScholarShare Investment Board (SIB)
FROM: Meketa Investment Group (“Meketa”)
DATE: December 7, 2021
RE: Recommended Changes to the ScholarShare Monitoring Procedures & Criteria

Recommendation

Meketa has reviewed the Monitoring Procedures and Criteria for the ScholarShare College Savings Plan. Based on our review, *Meketa recommends the Monitoring Procedures and Criteria be updated to reflect the changes to the Plan’s investment lineup resulting from the 2021 Program Manager RFP process as well as other small housekeeping items as shown in redline in the Exhibit A to this memo.*

Discussion

Meketa has reviewed the Monitoring Procedures and Criteria for the ScholarShare College Savings Plan as part of SIB’s annual review process. Substantial changes have been made to the Plan’s investment lineup resulting from the approval of Plan changes recommended in TFI’s response to the 2021 Program Manager RFP. These changes included the following items:

- Creation of a new ESG enrollment-date option, and additional single-fund ESG investment options for the international equity and U.S. core bond markets.
- Introduction of new Vanguard and TIAA-CREF funds.
- Reduction in the number of Multi-Fund Portfolios from five to three.

We recommend updating the Monitoring Procedures and Criteria to reflect these changes as well as small housekeeping items such as updating certain benchmarks to align with their new naming convention as well as updates to the glossary of terms.

EDW/KRC/IH/ndb

EXHIBIT A

**Golden State ScholarShare College Savings Trust
Monitoring Procedures and Criteria**

Effective as of ~~March 19, 2020~~ February 11, 2022
(Adopted by the ScholarShare Investment Board on ~~March 19, 2020~~ December 7, 2021)

**Golden State ScholarShare College Savings Trust
Monitoring Procedures and Criteria**

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I. BACKGROUND

In 1996, Congress passed legislation establishing Internal Revenue Code Section 529 plans (college savings or 529 plans) to provide a tax-advantaged means to invest assets for higher educational purposes. California's program, the ~~Golden State~~ ScholarShare 529 College Savings ~~Trust Plan~~ (ScholarShare 529 or Plan Trust) was created in 1999 as a vehicle for California families¹ to save for college. Under federal law, participants in 529 plans cannot directly control investments, instead investments are held in state trusts.

As the administrator of the Trust Plan, the ScholarShare Investment Board (SIB or the Board) directs investment and has a fiduciary responsibility for the assets invested by ScholarShare 529 Participants. SIB's fiduciary duties require that it:

- set appropriate investment policies and procedures,
- monitor investment performance and investment related qualitative factors, such as changes in the Program Manager's investment strategy or key investment personnel, and
- take corrective actions, if necessary.

Specifically, these monitoring procedures enable SIB to monitor performance and help it achieve consistent long-term investment success for ScholarShare 529 Participants. In addition, it provides SIB with a road map for action if it is not satisfied with specific aspects of a fund's activities and/or investment performance.

ScholarShare 529 Plan Investment Structure

ScholarShare 529 offers a ~~P~~plan sold directly to the public. Participants in the Plan choose from passive investment portfolios, ~~and~~ active investment portfolios, and Environmental, Social and Governance (ESG) investment portfolios.

The portfolios in the Plan were designed by SIB to give families a selection of investment choices based on their educational savings needs and risk tolerance. Investment portfolios are comprised of one or more federally registered mutual funds with the exception of the funding agreements with TIAA-CREF Life Insurance Company (T-C Life). The funding agreements with T-C Life (Funding Agreements) are used as a part of the Plan's active, ~~and~~ passive, and ESG enrollment year portfolios, as well as the date ~~and~~ conservative portfolios, and Principal Plus Interest Portfolio. All of the portfolios, their investment objectives, their mutual fund make up, and a list of mutual funds and their corresponding benchmarks, are outlined in the ScholarShare Investment Policy separate document.

¹ All United States citizens may open accounts, not just those who reside in California

II. MONITORING PROCEDURES

The SIB's monitoring procedures are designed to provide qualitative and quantitative information to the Board on investment performance to aid it in making the best decisions on behalf of Trust participants. Specifically, the procedures outline what will be monitored, how it will be monitored, and when it will be monitored; what is acceptable and unacceptable performance; and how underperformance may be addressed.

There are two major groups of monitoring activities: Ongoing Monitoring and Periodic Monitoring.

Ongoing Monitoring Activities

Ongoing monitoring activities include measurement and assessment of investment performance and related investment activities. The differences in the structures for individual fund portfolios and multi-fund portfolios require different monitoring procedures as outlined below. Both SIB's Program Manager and independent Investment Consultant will provide monitoring reports.

Portfolio Construction

- *Individual Fund Portfolios Investment Performance*
Performance of each individual fund portfolio (each portfolio is made up of a single fund) is monitored relative to its benchmarks for a specific time period. Monitoring criteria can be found in Section V., the Investment Performance Criteria Schedules.
- *Multi-Fund Portfolios (Enrollment YearDate, Static, etc.) Investment Performance*
Performance monitoring of portfolios in the Plan containing multiple funds will occur at the underlying fund level. Each underlying fund will have its performance compared to its primary prospectus benchmark. Specific monitoring criteria for each underlying fund can be found in Section V., the Investment Performance Criteria Schedules.

Quarterly Investment Performance Review by Program Manager

As part of the ongoing reporting process, the Program Manager will report calendar quarter and trailing annualized performance of the funds to the SIB staff (Staff) and the Investment Consultant on a quarterly basis. The Program Manager will also provide to the Staff quarterly performance reports for each portfolio used by the Trust and each fund against its respective benchmark. In addition, the Program Manager is responsible for providing: i) an explanation of investment activities that caused under- or outperformance each quarter, ii) any major changes in investment related to personnel, organization and/or investment approach/strategy, and iii) any other reporting as required by law.

Quarterly Investment Performance Evaluation by Independent Investment Consultant

Using monthly data provided by Morningstar, the Investment Consultant will provide a quarterly report for the Board comparing each underlying fund with its respective benchmark according to the investment performance criteria found in the Section V., the Investment Performance Criteria Schedules.² The quarterly monitoring report compares each underlying fund to a benchmark (see ScholarShare Investment Policy for funds and their benchmarks). Performance for each underlying fund is then categorized as Positive, Acceptable, Caution, or Watch using the criteria listed in the Investment Status Schedule.

² Performance numbers are net of underlying mutual fund fees (not net of the SIB Administrative Fee or Program Manager Fee).

Quarterly Monitoring of the T-C Life Funding Agreements (Active ~~and~~ Passive, and ESG Enrollment ~~Year~~Date and Conservative Portfolios and the Principal Plus Interest Portfolio)

In addition to the quarterly investment performance evaluation, the Investment Consultant will include a summary of the health of the T-C Life General Account (General Account). Monitoring of the T-C Life Funding Agreements is based on the financial strength of the General Account, and not investment performance results relative to a stated benchmark. The Investment Consultant will gather information provided by T-C Life of the characteristics of the General Account in order to assess the firm's claims-paying abilities. Analysis of the information provided by T-C Life is subject to its availability, and may be lagged by one quarter. This review is based on the following:

- General Account Financial Strength Rating by the four rating agencies: Moody's Investors Service, Standard & Poor's, A.M. Best, and Fitch.
- Status of the Mortgage Portfolio: In Good Standing, In Good Standing with Restructured Terms, 90 days Overdue, or Foreclosure in Process.
- Bond Portfolio Grade: Investment Grade, Medium Grade, and High Yield.
- Account Diversification: Diversified across asset classes.

The Investment Consultant will monitor changes to any of the categories listed above. Should these changes be deemed significant, the Investment Consultant will provide the SIB with a memo detailing its findings and applying an investment status of Positive, Acceptable, Caution, or Watch.

Periodic Monitoring Activities

As part of its ongoing fiduciary responsibilities, the SIB and Investment Consultant should regularly (annually or more often if needed) review several qualitative aspects of the Program Manager's practices.

Key factors include, but are not limited to, a review of:

- Fund investment guidelines to ensure they are consistent with the SIB's mandate for the fund.
- Fund investment strategy and style, especially the buy/sell disciplines.
- Portfolio activity, specifically the turnover rate, number of holdings, and execution costs.
- Risk profile relative to the fund's benchmark.
- Organizational structure.
- Stability of fund personnel and organization.
- Contractual obligations to the SIB.
- Multi-fund portfolios against an appropriate custom asset-weighted benchmark.
- Efficacy of active versus passive management in the enrollment date portfolios.

III. INVESTMENT STATUS

The quarterly investment reports provided by the Investment Consultant will rate all underlying funds as Positive, Acceptable, Caution or Watch (see Investment Status Schedule). These ratings will serve to summarize performance for each fund.

Investment Status Schedule

Performance Category	Active Funds	Passive Funds
Positive	<ul style="list-style-type: none"> ▪ Performance exceeds the benchmark 	<ul style="list-style-type: none"> ▪ Performance exceeds the benchmark (first 1-12 month period), or ▪ Tracking error is within the allowable range³ (short, medium and long time periods)
Acceptable	<ul style="list-style-type: none"> ▪ Performance meets or is under the benchmark and is within the allowable range 	<ul style="list-style-type: none"> ▪ Performance does not exceed the benchmark but is within the allowable range (first 1-12 month period only)
Caution	<ul style="list-style-type: none"> ▪ Performance is below allowable range but either: <ul style="list-style-type: none"> i) for less than six consecutive months⁴, or ii) the Board has not taken (or decided not to take) a formal action to place the underlying fund on Watch even though performance has been below allowable range for six months or longer. 	<ul style="list-style-type: none"> ▪ Tracking error falls outside of the allowable range but either <ul style="list-style-type: none"> i) for less than six consecutive months, or ii) the Board has not voted to place the underlying fund on Watch
Watch ⁴	<ul style="list-style-type: none"> ▪ Performance is below allowable range for more than six consecutive months and the Board has formally voted to place the underlying fund on Watch. 	<ul style="list-style-type: none"> ▪ Tracking error falls outside of the allowable range for more than six consecutive months and the Board has formally voted to place the underlying fund on Watch.

Note: This chart addresses investment performance only. It is conceivable that the Investment Consultant, Staff and the Board may need to take into consideration qualitative factors (either positive or negative) when determining the status of a fund. Monitoring criteria and ranges shall be reviewed on an ad hoc basis to confirm their appropriateness based on prevailing market dynamics and conditions.

If an underlying fund meets the criteria in the Investment Status Schedule for Caution, SIB may choose to place the underlying fund on Watch if performance does not improve. At a subsequent SIB meeting, the Investment Consultant and Staff will apprise the Board as to whether quantitative (see Section V., the Investment Performance Criteria Schedules) and/or qualitative conditions (as determined by the

³ Ranges are shown in the Investment Performance Criteria Schedules

⁴ The amount of time generally required before an underlying fund is put on Watch

Investment Consultant which may include changes in investment strategy, changes in key personnel, changes in risk/capital market exposure or other risks identified by the Investment Consultant) warrant further action. If conditions are not improving, the Investment Consultant will provide a memo explaining the causes of underperformance and will make a recommendation whether or not to put the underlying fund on Watch.

Watch Status

Once the Board receives the report and recommendation, it may decide to take no action or it may vote to place the underlying fund on Watch. In making this decision, the Board may use quantitative or qualitative information or a combination of both. Once on Watch, the underlying fund will receive heightened monitoring. Specifically, the Program Manager will provide a quarterly report explaining causes of underperformance or improvement. Additionally, the Investment Consultant and Staff will monitor the underlying fund carefully and provide additional reports as necessary. This heightened level of monitoring continues quarter-by-quarter until the Board releases the underlying fund from Watch or takes other corrective actions.

Generally, once an underlying fund is placed on Watch, it should be able to exhibit improvement within a time frame of 12 to 18 months. However, extenuating circumstances may require the Board to take action sooner (or later) than 12 to 18 months. Regardless, an underlying fund will remain on Watch until the Board votes to release it or take further action.

Improvement Occurs – Release from Watch

If an underlying fund shows indications of improvement in one or more of the factors that caused it to be placed on Watch, it may be released from Watch. Examples of improvements warranting a change in status are:

- Improved investment performance.
- Investment style and/or risk characteristics return to, and remain at, levels originally agreed upon.
- Other factors such as organizational structure stabilizes, personnel adjustments, compliance requirements, etc. are met/satisfied.

The Investment Consultant and Staff will provide regular reports to the Board on any underlying fund on Watch. These reports will highlight the original reasons for placing the underlying fund on Watch and discuss how these issues have been addressed. If improvement occurs in an appropriate amount of time (generally 12 to 18 months) the Investment Consultant may make a recommendation to the Board to release the underlying fund from Watch, and the Board may vote to approve this recommendation or not.

TIAA-CREF Life Insurance Company Funding Agreements

Applying an investment status to the T-C Life Funding Agreements is based on different criteria than those applied to underlying funds. Given that the monitoring of the T-C Life Funding Agreements is based on non-performance related issues, different criteria must apply to measure improvement during Watch. If Caution or Watch applies, the Investment Consultant will provide regular updates to the Staff until such time that improvement is noted (typically a 12 to 18 month period) in the characteristics that caused the T-C Life Funding Agreements to be placed on Caution or Watch.

IV. CORRECTIVE MEASURES

Improvement Does Not Occur – Corrective Measures

If an underlying fund is not released from Watch within an appropriate period (generally 12 to 18 months), corrective action may be necessary. Differences in structural make up between the individual fund portfolios and the multi-fund portfolios means that corrective action will take different forms as explained below.

Individual and Multi-Fund Portfolios

If the quantitative and/or qualitative performance of an individual fund or multi-fund portfolio does not improve, the Investment Consultant will conduct an analysis and provide the Board with options and a recommendation for action. Options include:

- Giving the fund more time,
- Closing it to new investment, or
- Replacing it (replacement specifics are outlined below).

For individual fund portfolios, the Board should take into consideration that Trust participants (and their advisors) have specifically chosen the individual fund (it is not just a part of the portfolio's asset allocation) and may want to give it ample time to improve or close it to new investment before considering replacing it. If the Board decides that funds must be replaced, either in an individual fund or multi-fund portfolio, the process is outlined below.

T-C Life Funding Agreements

If no improvement is seen in the characteristics of the T-C Life Funding Agreements related to those characteristics that caused Caution or Watch status, the Investment Consultant may recommend that the SIB replace the T-C Life Funding Agreements with other options. While it is recognized that replacing the T-C Life Funding Agreements may be difficult, the Investment Consultant and Staff will work to provide a solution that is feasible given the nature of the underlying funding agreement.

Fund Replacement

The SIB may replace funds on Watch as part of its fiduciary responsibility to monitor and take corrective action if required. The Investment Consultant will provide a memo on whether fund replacement should be considered and if so which funds may be suitable replacements⁵. The "Standard Timeframe" below shall be followed for funds currently on Watch, except when immediate action is necessary as provided under "Expedited Timeframe" below.

Standard Timeframe - Funds Currently on Watch

If fund replacement is necessary for funds currently on Watch, SIB may consider funds that are offered by the Program Manager or an affiliated entity that are appropriate substitutes for the current fund(s). The Investment Consultant may also recommend that the SIB consider having:

- the Program Manager subcontract with an affiliated or non-affiliated entity to provide fund management services, subject to SIB approval; or
- the issuance of a Request For Proposals for fund management services by a third-party provider not affiliated with the Program Manager.

The Program Manager will work collaboratively with the Investment Consultant to provide the Board with one or more recommended replacement funds, which may include funds offered by the Program Manager or funds offered by an alternative fund manager. The Investment Consultant will also provide the Board with a memo expressing its opinion of the Program Manager's recommendation.

⁵ As stated above, SIB may want to act cautiously when considering whether or not to replace a fund that is the only fund in an individual fund portfolio since participants (and their advisors) have specifically chosen it.

For individual fund portfolios, if the Board determines that a fund warrants replacement, the Board should consider closing the individual fund portfolio to new investments and notify participants (and their advisors) of the planned action prior to implementation. Sufficient time (two to four months) between announcement and implementation should exist in order to allow participants sufficient time to assess the planned change and determine whether to participate in the change or move the assets to a substitute investment. This process enables the Board to exercise its fiduciary duties and still allow participants (and advisors) the ability to move their assets where they deem most appropriate.

For multi-fund portfolios, if the Board determines that a fund warrants replacement, it should work with the Program Manager on a case-by-case basis to consider removal of the fund from the portfolio's fund allocation. A new investment in a multi-fund portfolio must have more competitive performance characteristics than the fund that is being replaced while also maintaining (or enhancing) the integrity and expected results of the asset allocation processes used to construct the portfolio.

All of the above actions require Board approval.

Any new investments shall be closely monitored for an appropriate period of time as determined by the Investment Consultant and may be recommended for placement on Watch for further monitoring.

Expedited Timeframe - Funds Currently on Watch Requiring Immediate Action

In the event of unusual or precarious market movements or unforeseen circumstances (such as wholesale change in fund management, rapid deterioration in performance or portfolio composition, material unforeseen factors, etc.) where immediate fund replacement or corrective action may be necessary, as determined by the Investment Consultant, the Board may replace a fund or take corrective action. To expedite the process, SIB should first consider funds that are offered by the Program Manager or an affiliated entity that are appropriate substitutes for the current fund(s). If an appropriate substitute cannot be found from the Program Manager's or affiliated entity's existing fund offerings, then the Investment Consultant may recommend that the SIB consider having:

- the Program Manager subcontract with an affiliated or non-affiliated entity to provide fund management services, subject to SIB approval; or
- the issuance of a Request For Proposals for fund management services by a third-party provider not affiliated with the Program Manager.

If the Board determines that a fund must be removed, the Board should work with the Program Manager to consider removal of the fund from the portfolio's fund allocation. A new investment in a portfolio must maintain or enhance the integrity and expected results of the asset allocation processes used to construct the portfolio while removing the idiosyncratic risk of the fund being replaced.

All of the above actions require Board approval and the Board may delegate by formal action its authority to the Executive Director of SIB or the Chair of SIB, who may authorize a designee to act in its stead.

Any new investments shall be closely monitored for an appropriate period of time as determined by the Investment Consultant and may be recommended for placement on Watch for further monitoring.

As part of the review process, a full screening of the fund universe should be conducted by the Program Manager, in collaboration with the Investment Consultant, in which the Program Manager will provide the Board with one or more recommended alternative funds, which may include funds managed by an alternative fund manager in addition to funds offered by the Program Manager. The Investment Consultant will also provide the Board with a memo expressing its opinion of the Program Manager's recommendation. The Board may elect to remain invested in the Program Manager fund or move the assets to one of the alternative funds.

Overall Assessment of Program Manager's Investment Services

The SIB may determine that the Program Manager's overall investment services are unsatisfactory due to either quantitative reasons (sustained poor performance at the asset class and/or fund level) or qualitative reasons (See Definitions of Important Terms). General guidelines regarding the Program Manager's overall investment performance are outlined in Section 6 of [Exhibit E to](#) the existing contract between SIB and the Program Manager (Agreement No. SIB ~~15-1005-21~~).

V. INVESTMENT PERFORMANCE CRITERIA SCHEDULES

Table 1a: Actively Managed Funds
(Based on net-of-fee asset class performance)

Asset Class	Short-Term (rolling 12-month periods)	Medium-term (rolling 36-month periods)	Long-term (> 60 months)
Domestic Equity	Fund return < bench return -3.5% for 6 consecutive months	Fund return < bench return -1.75% for 6 consecutive months	VRR< 0.97 for 6 consecutive months
International Equity	Fund return < bench return -4.5% for 6 consecutive months	Fund return < bench return -2.0% for 6 consecutive months	VRR< 0.97 for 6 consecutive months
Fixed Income	Fund return < bench return -1.0% for 6 consecutive months	Fund return < bench return -0.5% for 6 consecutive months	VRR< 0.98 for 6 consecutive months
High Yield	Fund return < bench return -6.5% for 6 consecutive months	Fund return < bench return -3.25% for 6 consecutive months	VRR< 0.96 for 6 consecutive months

^{1st} 1-12 month performance criteria is not annualized; all other criteria is on an annualized basis.

Annualized return is the average annual return of either the fund or its benchmark.

VRR – Value Relative Ratio – is calculated as: fund cumulative return / benchmark cumulative return.

Fund	Asset Class	Benchmark
T. Rowe Price Instl LC Growth	Domestic Equity	Russell 1000 Growth TR USD
T. Rowe Price Instl LC Value	Domestic Equity	Russell 1000 Value TR USD
TIAA-CREF <u>Quant</u> Small Cap Equity	Domestic Equity	Russell 2000 TR USD
TIAA-CREF Real Estate Sec	Domestic Equity	FTSE NAREIT All Equity REITs TR
DFA Large Cap International	International Equity	MSCI World Ex US NR USD
DFA Emerg Mkts Core Equity	International Equity	MSCI EM NR USD
PIMCO Real Return	Fixed Income	BarCap-BBG US Trsy US TIPS TR USD
PIMCO Income Instl	Fixed Income	BarCap-BBG US Agg Bond TR USD
MetWest Total Return	Fixed Income	BC-BBG US Agg Bond TR USD
TIAA-CREF Inflation-Linked Bond	Fixed Income	BarCap US TIPS 1-10 Year TR USD
T. Rowe Price Instl Floating Rate	High Yield	S&P/LSTA Performing Loan TR
TIAA-CREF High Yield	High Yield	BofAML US HY C Pay BB-B
		Constd TR USD
Vanguard High Yield	High Yield	BBG US Corporate High Yield

Table 1b: Passively Managed Funds
(Based on net-of-fee asset class performance)

Asset Class	Short-Term (rolling 12-month periods)	Medium-term (rolling 36-month periods)	Long-term (rolling 60-month periods)
Domestic Equity	Tracking Error > 0.30% for 6 consecutive months	Tracking Error > 0.25% for 6 consecutive months	Fd annlzd return < bench annlzd return -0.30% for 6 consecutive months
International Equity*	Tracking Error > 0.75% for 6 consecutive months	Tracking Error > 0.70% for 6 consecutive months	Fd annlzd return < bench annlzd return -0.30% for 6 consecutive months
Fixed Income	Tracking Error > 0.40% for 6 consecutive months	Tracking Error > 0.55% for 6 consecutive months	Fd annlzd return < bench annlzd return -0.35% for 6 consecutive months

^{1st} 1-12 month performance criteria is not annualized; all other criteria is on an annualized basis.

Annualized return is the average annual return of either the fund or its benchmark.

VRR – Value Relative Ratio – is calculated as: fund cumulative return / benchmark cumulative return.

* TIAA-CREF utilizes “fair market value” adjustment procedures for the TIAA-CREF International Equity Index Fund and TIAA-CREF Emerging Markets Equity Index Fund (the Funds). This adjustment increases or decreases the Funds’ actual closing price to compensate for pricing differences between international markets. This procedure can create an artificially high tracking error. Monitoring of the Funds takes this into account and corrects for it where data is available. TIAA-CREF has chosen to implement certain socially responsible investment policies including divesting from companies with major operations in the Sudan. Divesting from companies within the tracking index will create some degree of tracking error. If such divestitures cause tracking error to exceed the monitoring criteria, it is TIAA-CREF’s responsibility to notify SIB and the investment consultant and to quantify the extent to which the divestitures added to tracking error.

<u>Fund</u>	<u>Asset Class</u>	<u>Benchmark</u>
TIAA-CREF Equity Index	Domestic Equity	Russell 3000 TR USD
TIAA-CREF S&P 500 Index	Domestic Equity	S&P 500 TR
TIAA-CREF Intl Equity Index	International Equity	MSCI EAFE NR USD
TIAA-CREF Emerg Mkts Eq Index	International Equity	MSCI EM NR USD
TIAA-CREF Bond Index	Fixed Income	BBG BarCap US Agg Bond TR USD
Vanguard Short Term Inflation-Protected	Fixed Income	BBG US TIPS 0-5 Year Index
Vanguard Real Estate Index	Real Estate	MSCI US Investable Market
		Real Estate 25/50

Table 1c: T-C Life Funding Agreements
(Based on non-investment performance criteria)

Fund Name	Financial Strength	Mortgage Portfolio	Bond Portfolio	Account Diversification
T-C Life Funding Agreement	Moody's = Aa2 Standard & Poor's = AA A.M. Best = A+ Fitch = AA	100% in Good Standing	At least 90% Investment Grade	Portfolio is diversified across asset classes and types

Monitor: T-C Life Funding Agreements

Table 1d: Social Choice Funds
(Based on net-of-fee asset class performance)

Asset Class	Short-Term (rolling 12-month periods)	Medium-term (rolling 36-month periods)	Long-term (> 60 months)	Morningstar Sustainability Rating
Social Choice	Fund return < bench return -5.0% for 6 consecutive months	Fund return < bench return -2.5% for 6 consecutive months	VRR < 0.90 for 6 consecutive months	Above Average

1st 1-12 month performance criteria is not annualized; all other criteria is on an annualized basis.
Annualized return is the average annual return of either the fund or its benchmark.
VRR – Value Relative Ratio – is calculated as: fund cumulative return / benchmark cumulative return.

Fund	Asset Class	Benchmark
TIAA-CREF Social Choice Equity	Domestic Equity	Russell 3000 TR USD
<u>TIAA-CREF Social Choice Intl Equity</u>	<u>International Equity</u>	<u>MSCI EAFE Index</u>

Table 1e: ESG Funds
(Based on net-of-fee asset class performance)

<u>Asset Class</u>	<u>Short-Term (rolling 12-month periods)</u>	<u>Medium-term (rolling 36-month periods)</u>	<u>Long-term (rolling 60-month periods)</u>
<u>International Equity*</u>	<u>Tracking Error > 1.00% for 6 consecutive months</u>	<u>Tracking Error > 0.75% for 6 consecutive months</u>	<u>Fd annlzd return < bench annlzd return -0.50% for 6 consecutive months</u>
<u>Fixed Income</u>	<u>Tracking Error > 0.70% for 6 consecutive months</u>	<u>Tracking Error > 0.60% for 6 consecutive months</u>	<u>Fd annlzd return < bench annlzd return -0.50% for 6 consecutive months</u>
<u>High Yield</u>	<u>Tracking Error > 0.75% for 6 consecutive months</u>	<u>Tracking Error > 0.65% for 6 consecutive months</u>	<u>Fd annlzd return < bench annlzd return -0.55% for 6 consecutive months</u>

1st 1-12 month performance criteria is not annualized; all other criteria is on an annualized basis.
Annualized return is the average annual return of either the fund or its benchmark.
VRR – Value Relative Ratio – is calculated as: fund cumulative return / benchmark cumulative return.

* Nuveen utilizes “fair market value” adjustment procedures for the Nuveen ESG Emerging Markets Equity ETF (the ETF). This adjustment increases or decreases the ETF’s actual closing price to compensate for pricing differences between international markets. This procedure can create an artificially high tracking error. Monitoring of the ETF takes this into account and corrects for it where data is available

<u>Fund</u>	<u>Asset Class</u>	<u>Benchmark</u>
<u>Nuveen ESG Emerg Mkts Equity ETF</u>	<u>International Equity</u>	<u>TIAA ESG EM Equity Index</u>
<u>Nuveen ESG US Aggregate Bond ETF</u>	<u>Fixed Income</u>	<u>BBG MSCI US Agg ESG Select Index</u>
<u>Nuveen ESG High Yield Corp Bond ETF</u>	<u>High Yield</u>	<u>BBG MSCI US High Yield Very Liquid ESG Select Index</u>

VI. DEFINITIONS OF IMPORTANT TERMS

A

Active Management – a money-management approach based on informed, independent investment judgment that seeks to add incremental value to that of a benchmark.

American Depositary Receipt (ADR) - a negotiable certificate issued by a U.S. bank representing a specific number of shares of a foreign stock traded on a U.S. stock exchange.

Annualized Performance – a measure that converts total cumulative performance into an annual average return. Industry practice is to compute the average annual return by compounding monthly return and then computing the geometric mean return.

Asset Allocation – the process of dividing investments among different kinds of assets, such as stocks, bonds, real estate, and cash, to optimize the risk/reward tradeoff based on an institution's specific situation and goals.

Asset Class – a type of investment, such as stocks, bonds, real estate, or cash, specifically:

- **Domestic Equity** - Ownership interests in U.S.-based corporations in the form of common stock or preferred stock. Domestic equity may include some limited exposure to real estate (REITs) and international stocks (ADRs) as listed on major U.S. stock market exchanges.
- **International Equity** - Ownership interests in non U.S.-based corporations in the form of common stock or preferred stock. International equity may include some limited exposure to global stocks (those involving more than one country, including the U.S.), emerging markets stocks, or other investment offerings as listed on major non-U.S. stock market exchanges.
- **Fixed Income** - Medium and long-term debt obligations of government, government sponsored entities, corporations, and/or other assets that pay a fixed dollar amount. Fixed income may include some limited exposure to structured and synthetic investments such as options and swaps.
- **High Yield** - A fixed income instrument that pays (yields) a higher rate of income (interest) than otherwise equivalent debt due to an increase in risk (such as a higher level of credit/default risk on a corporate bond). Generally, high yield bonds are considered to be those rated 'BB' or lower by one or more of the major rating agencies. High yield investments also include Leveraged Loans which pay a floating rate of interest and are senior to bonds in the capital structure.
- **Short Term** - A fixed income instrument that will expire within a relatively short time frame (often considered to be one year or less). Short Term bonds are highly conservative investments that can be liquidated quickly.

B

~~**Barclay's Capital Intermediate Government/Credit Index**—a market value weighted performance benchmark for government and corporate fixed-rate debt issues with maturities between one and ten years.~~

~~**Barclay's Capital Bloomberg U.S. Aggregate Bond Index** – an unmanaged index generally representative of the U.S. investment grade fixed income universe. The index includes treasury securities, government agency bonds, mortgage-backed bonds, corporate bonds, and a small amount of foreign bonds traded in U.S.~~

~~**Bloomberg U.S. Corporate High Yield Index** – an unmanaged, U.S. dollar–denominated, nonconvertible, non-investment-grade debt index. The index consists of domestic and corporate bonds rated Ba and below with a minimum outstanding amount of \$150 million.~~

~~**Barclay's Capital Bloomberg U.S. TIPS Index** – an unmanaged index generally representative of the U.S. inflation-indexed fixed-income universe.~~

~~**Bloomberg U.S. TIPS 0-5 Year Index** – an unmanaged index consisting of U.S. Treasury inflation-indexed bonds with maturities between 0 and 5 years.~~

~~**Barclay's Capital U.S. TIPS 1-10 Year Index**—an unmanaged index consisting of U.S. Treasury inflation-indexed bonds with maturities between 1 and 10 years.~~

~~**Barclay's Capital U.S. Treasuries 5-10 Year Index**—an unmanaged index consisting of U.S. Treasury bonds with maturities between 5 and 10 years.~~

~~**Bloomberg MSCI US Aggregate ESG Select Index** – an ESG Select Index that is designed to represent the performance of bonds from issuers that exhibit ESG leadership, and exclude bonds from issuers that are inconsistent with specific values-based criteria.~~

~~**Bloomberg MSCI US High Yield Very Liquid ESG Select** - measures high yield, fixed-rate, U.S. dollar-denominated bonds, and is optimized to maximize exposure to positive environmental, social, and governance (ESG) factors. Based on the Bloomberg Barclays US High Yield Very Liquid Index, the ESG Select Index selects securities eligible for US High Yield Very Liquid Index and weights them using an optimization process, while controlling for active total risk.~~

Benchmark – a standard used for comparison. For example, the S&P 500 is a widely used benchmark thought to be representative of the domestic stock market as a whole.

Benchmark Annualized Return – the conversion of a benchmark's (e.g. S&P 500) cumulative gain or loss activity into an average annual return.

In the case of a contract, an agreement with the contracting entity can include agreements with a third-party to provide services. All of the terms under the signed contract typically apply to all the services provided by the multiple parties or service provider.

~~**BefAML US HY C Pay BB-B Index**—is an unmanaged index comprised of publicly placed, non-convertible, coupon-bearing domestic debt. Issues in the index are less than investment grade as rated by Standard & Poor's Ratings Group or Moody's Investors Service, Inc., and must not be in default. The index focused on higher rated high yield securities. The index is limited to constituents possessing either a BB- or B-rating.~~

Buy/Sell Disciplines – describes under what conditions, and how frequently, a security is to be bought and sold.

C

Composite – a combination or group of select securities.

D

Direct Plan – a plan sold through which participants can invest without paying a "load," or sales fee. This type of plan, which you can buy directly from the program manager without the assistance of a broker, is generally less expensive because it waives or does not charge sales fees that may apply to advisor-sold plans.

Diversified Approach – a portfolio strategy designed to reduce exposure to risk by combining a variety of investments, such as stocks, bonds, and real estate, which are unlikely to all move in the same direction.

Domestic Equity – see Asset class for description.

~~**Dow Jones Wilshire 5000 Index**—a market capitalization-weighted index composed of approximately 5,000 publicly traded companies that is designed to track performance of the U.S. stock markets.~~

E

Environmental, Social, and Governance (ESG) – ESG stands for Environmental, Social, and Governance. Investors are increasingly applying these non-financial factors as part of their analysis process to identify material risks and growth opportunities. Environmental factors include the contribution a company or government makes to climate change through greenhouse gas emissions, along with waste management and energy efficiency. Social factors include human rights, labor standards in the supply chain, any exposure to illegal child labor, and more routine issues such as adherence to workplace health and safety. Governance factors are a set of principles defining rights, responsibilities and expectations between different stakeholders in the governance of corporations.

Execution Costs – the costs associated with completing a buy or sell of an asset or investment.

Externally Managed Mutual Funds – a portfolio of investments managed by a third party, outside of the Trust, for a stated fee.

F

FID Strategic Income Composite (Blended Benchmark) – consists of 40% Merrill Lynch US High Yield Constrained Index, 15% Citigroup Non-US G7 Index, 30% Barclay's Capital U.S. Government Bond Index, and 15% J.P. Morgan EMBI Global Index.

Fiduciary Responsibility – a legal authority and ethical duty to make decisions regarding financial matters on behalf of another party

Fixed Income – see Asset class for description.

FTSE NAREIT All Equity REITs Index – is a free float adjusted market capitalization weighted index that includes all tax-qualified REITs listed in the NYSE, AMEX, and NASDAQ National Market.

Fund (or Mutual Fund) – an investment portfolio that is managed by an external professional investment management firm. A mutual fund is typically highly diversified (after taking into account the investment firm's unique philosophy and approach) and includes investments on behalf of many share or unit holders. Mutual funds are "regulated investment companies" registered with the Securities and Exchange Commission.

Fund Annualized return – the conversion of a fund's cumulative gain or loss activity into an average annual return.

Fund Review – a review of a mutual fund's performance describing how the fund may be failing to meet specific criteria. This document is typically produced when a fund is placed on watch status.

H

High Yield – see Asset class for description.

I

Investment Approach/Strategy – the method employed by the mutual fund to achieve its stated added value quantitative.

Investment Guidelines – a list of requirements and criteria agreed upon by the fund and its client to achieve the portfolio's investment quantitatives. Such guidelines can include items such as (i) the types of asset to be employed, (ii) the maximum amount of exposure to any one security, (iii) maximum or minimum percentages of each type of asset, etc.

Investment Manager or Investment Management Firm – an organization responsible for investing assets on behalf of clients.

Investment Options – see Section I., Background for description.

Investment Performance – the gain or loss of a mutual fund, typically described in percentage terms.

Investment Performance Criteria – pre-determined expectations set for the fund, which are used to evaluate whether the fund is meeting its investment performance quantitative.

Investment Risk – the volatility of an investment's performance, with emphasis on the measurable possibility of an investment losing, or not gaining value.

Investment Style – a philosophy or approach of investing typically held by a broad group of investors (i.e., growth investors, value investors, etc.).

International Equity – see Asset class for description

M

Management Fees – the fee charged by a fund's investment advisor for managing the fund.

Merrill Lynch U.S. High Yield Master II Index—an unmanaged index comprised of publicly placed, non-convertible, coupon-bearing domestic debt. Issues in the index are less than investment grade as rated by Standard & Poor's Ratings Group or Moody's Investors Service, Inc., and must not be in default. Issues have a term to maturity of at least one year.

MSCI All Country World (ACWI) xUS Index—an equity performance measurement by Morgan Stanley Capital International of developed markets (Europe, Australia, Far East) and emerging markets excluding the U.S.

MSCI EAFE Index - an equity index which captures large and mid-cap representation across 21 Developed Markets countries around the world, excluding the US and Canada. With 845 constituents, the index covers approximately 85% of the free float-adjusted market capitalization in each country.

MSCI Emerging Markets (EM) Index – is a free float-adjusted market capitalization index that is designed to measure equity market performance of emerging markets. The index consists of the following 21 emerging market country indices: Brazil, Chile, China, Colombia, Czech Republic, Egypt, Hungary, India, Indonesia, Korea, Malaysia, Mexico, Morocco, Peru, Philippines, Poland, Russia, South Africa, Taiwan, Thailand, and Turkey.

MSCI US Investable Market Real Estate 25/50 - an index designed to capture the large, mid and small cap segments of the U.S. equity universe. All securities in the index are classified in the Real Estate sector as per the Global Industry Classification Standard (GICS®). The index also applies certain investment limits to help ensure diversification--limits that are imposed on regulated investment companies, or RICs, under the current US Internal Revenue Code.

MSCI World Ex US Index – an index that captures large and mid cap representation across 22 of 23 Developed Markets (DM) countries excluding the United States. With 936 constituents, the index covers approximately 85% of the free float-adjusted market capitalization in each country.

MSCI USA IMI ESG Index—formerly the FTSE KLD US All Cap Sustainability Index. This benchmark, developed by Morgan Stanley Capital International (MSCI), holds companies with the highest environmental, social and governance (ESG) criteria in each sector of the U.S. equity market.

Multi-fund Options – investment options comprised of more than one individual fund.

O

Ongoing Monitoring – continual (quarterly) evaluation of the qualitative and investment performance aspects of a funds' management and practices to determine their ability to continue to add value and meet pre-established criteria.

Options – a privilege sold by one party to another that offers the buyer the right, but not the obligation, to buy (call) or sell (put) a security at an agreed-upon price during a certain period of time or on a specific date.

Organizational Structure – a description of a fund's business-related characteristics such as personnel and team structure as well as its decision-making hierarchy.

Outperformance – when the result of activities of an investment over a given period of time exceeds expectations (i.e. the result of a growth-oriented fund is better than an assigned benchmark such as the Russell 3000 Growth Index).

P

Participants – individuals electing to take part in the Trust's investment program by contributing assets to the investment options provided by the Trust.

Passive Management – a money-management approach that seeks to match the return and risk characteristics of a market or benchmark.

Periodic Monitoring – regular (annually, semi-annually) evaluation of the qualitative aspects of a fund's management and practices to determine if they meet pre-established criteria.

Portfolios – a stand alone (individual) investment or a collection of multiple investments. In most cases, these investments are mutual funds but may be separate accounts, such as the Social Choice portfolio. One or more portfolios may also represent an asset class. The term 'Portfolio' is also used to describe various participant options.-

Program Manager Fee – the fee charged by the program administrator.

Q

Qualitative Considerations – factors taken into account when assessing the Program Manager’s overall performance in providing investment management services.

Quantitative Considerations – factors taken into account when assessing the Program Manager’s overall investment performance.

Quarterly – a three-month period within one year (typically ending on 3/31, 6/30, 9/30, 12/31).

Quarterly Performance – the result of investment activities within a three-month period.

R

Rolling Periods – specific time periods that are selected to include a finite amount of days, months, quarters, or years in which as the next unit (i.e. day) is entered, the earliest one from the past set is dropped retaining the finite number.

Russell 1000 Index – measures the performance of the 1,000 largest companies in the Russell 3000 Index.

Russell 1000 Growth Index – measures the performance of those Russell 1000 companies with higher price to book ratios and higher forecasted growth values

Russell 1000 Value Index – measures the performance of those Russell 1000 companies with lower price to book ratios and lower forecasted growth values

Russell 2000 Index – measures the performance of the 2,000 smallest companies in the Russell 3000 Index, which represents approximately 8% of the total market capitalization of the Russell 3000 Index.

Russell 3000 Index – measures the performance of the 3,000 largest U.S. companies based on total market capitalization, which as of June 2011 reconstitution represented approximately 98% of the investable U.S. equity market.

Russell 3000 Growth Index – measures the performance of those Russell 3000 companies with higher price-to-book ratios and higher forecasted growth values.

Russell 3000 Value Index – measures the performance of those Russell 3000 companies with lower price-to-book ratios and lower forecasted growth values.

Russell Mid Cap Index – measures the performance of the smallest 800 companies in the Russell 1000 Index.

Russell Mid Value Index – measures the performance of those Russell Mid Cap companies with lower price-to-book ratios and lower forecasted growth rates.

S

S&P 500 Index – a performance measurement of the stocks of 500 high quality companies as judged by the Standard & Poor’s corporation. This index is widely used and thought to be representative of the entire U.S. stock market.

S&P/LSTA Performing Loan Index – an index designed to reflect the largest loan facilities in the leveraged loan market. It mirrors the market-value-weighted performance of the 100 largest institutional leveraged loans based upon actual market weightings, spreads and interest payments.

S&P Mid Cap 400 Index – a market capitalization-weighted index composed of 400 stocks, including reinvestment of dividends that is generally considered representative of mid-sized U.S. companies.

Short term – see Asset class for description.

Stand Alone Fund – an individual mutual fund that represents an entire offering as part of the program’s investment options.

Status Report – a quarterly evaluation of a fund’s performance while designated as being on Watch. This report reviews the reason for the fund being on Watch, for how long, and if the fund is addressing the issues pertaining to Watch.

Structured Security – a debt security with one or more special features, such as making payments based on an underlying index.

Style – a behavior of portfolio returns caused by an investment manager’s investment philosophy and portfolio construction processes.

Synthetic Security – a security that is artificially created involving two or more instruments that has the same risk-reward profile as a strategy involving only one instrument.

Swaps – the exchange of one security for another to change the maturity (bonds), quality of issues (stocks or bonds), or because investment quantitatives have changed.

T

T-C Life Funding Agreements – TIAA-CREF Life Insurance Company (T-C Life) investment portfolio which supports the various guaranteed fixed annuities. The General Account primarily invests in corporate and government bonds, structured finance instruments (such as mortgage-backed securities) and real estate.

Three-Month T-Bill – ~~the 3-month T-Bill is~~ an index that is typically constructed using a single issue U.S. Treasury purchased at the beginning of the month and held for a full month. Each month the index is rebalanced and the issue selected is the outstanding Treasury Bill that matures closest to, but not beyond, 3 months from the rebalancing date.

TIAA ESG Emerging Markets Equity Index – an index based on the MSCI Emerging Markets Index, its parent index, which captures the performance of large and mid-cap segments 24 Emerging Markets (EM) countries*. The TIAA ESG Emerging Markets Equity Index is designed to reflect an increased exposure to positive environmental, social and governance (ESG) factors as well as exhibit lower carbon exposure relative to the Parent Index. The index aims to reflect the performance of certain TIAA strategies.

Tracking Error – the amount by which the performance of the portfolio typically differs (either plus or minus) from that of the benchmark.

U

Underlying Funds – a set (two or more) of mutual funds that together comprise an offering as part of the program’s investment options.

Underperformance – when the result of activities of an investment over a given period of time falls short of expectations (e.g. the result of a typical equity portfolio is lower than an assigned benchmark).

V

Value Relative Ratio – a measure of a mutual fund’s effectiveness by comparing a fund’s return data to the specified benchmark. Calculated as “Fund Cumulative Return/Benchmark Cumulative Return.”

W

Watch – a condition assigned to a fund indicating that the fund’s investment performance or other qualitative factors do not meet pre-determined criteria. This status allows time for the fund to take corrective action before being terminated.