

**Alameda County Employees'
Retirement Association**

ACERA

REAL ASSETS POLICY

Amended: October 18, 2018

ACERA REAL ASSETS POLICY

TABLE OF CONTENTS

I.	SCOPE	3
II.	PURPOSE	3
III.	LEGAL AUTHORITY	3
IV.	TYPES OF REAL ASSETS INVESTMENTS	3
V.	STRATEGIC OBJECTIVE OF REAL ASSETS PORTFOLIO	4
VI.	STRATEGIC ALLOCATION TO REAL ASSETS PORTFOLIO	5
VII.	SPECIFIC GUIDELINES FOR REAL ASSETS PORTFOLIO	6
VIII.	ROLES AND RESPONSIBILITIES	6
IX.	DUE DILIGENCE PROCESS FOR REAL ASSETS INVESTMENT SELECTION	8
X.	PERFORMANCE EVALUATION CRITERIA	9
XI.	MONITORING AND REPORTING	9
XII.	REAL ASSETS INFORMATION DISCLOSURE POLICY	10
XIII.	Table of Amendment Dates	10
	Appendix I – List of Reports Required for Each Investment Recommendation/Approval	11
	Appendix II – Executive Summary Report Template	12
	Appendix III – Compliance Checklist Template for RA Investment/Commitment	13
	Appendix IV – Details of Disclosure Policy For Privately-Placed Real Assets Investments (RA Funds)	15
	ADDENDUM – Interim Asset Allocation Ranges (Expected 5-8 Years) For Real Assets Portfolio	16

Real Assets Policy

I. SCOPE

This Real Assets Policy (“RA Policy”) governs all investments in the Real Assets (“RA”) asset class made by Alameda County Employees’ Retirement Association (“ACERA”). Established in April, 2011 the RA Policy is subject to all provisions of applicable law and applicable limitations and requirements of ACERA’s General Investment Guidelines, Policies and Procedures. If there is any conflict between this RA Policy and ACERA’s General Investment Guidelines, Policies and Procedures pertaining to investments in the RA asset class, the RA Policy prevails. The ACERA Board (Board) reserves the right to amend, supplement, and/or rescind the RA Policy at any time.

II. PURPOSE

The purpose of the RA Policy is to:

1. Set forth the RA investment policies and guidelines which are deemed to be appropriate and prudent;
2. Establish criteria against which RA investment opportunities are to be measured; and
3. Serve as a review document to guide the ongoing oversight of ACERA’s Real Assets Portfolio on a consistent basis.

The RA Policy also defines roles and responsibilities of the Board, the ACERA Investment Committee (IC), the ACERA Staff (Staff), the ACERA RA Consultant (Consultant), and the RA Investment Managers hired by ACERA to manage its assets (Managers).

It is expected that the RA Policy will be a living document and that changes will be made from time-to-time to reflect experience, evolving investment products, and opportunities and changes in the economic and capital market environment.

III. LEGAL AUTHORITY

The RA Policy is established in accordance with Article XVI, Section 17 of the California Constitution and California Government Code sections 31594 and 31595, which establish the exclusive authority and fiduciary responsibility of the Board for the investment and administration of the ACERA Trust Fund (“Fund”).

IV. TYPES OF REAL ASSETS INVESTMENTS

The RA portfolio will invest in both liquid and illiquid strategies that will seek to provide a positive return and exhibit a positive correlation to domestic inflation. Liquid strategies may consist of publicly-traded equities, commodities, inflation protected bonds (TIPS) and other exchange listed securities that are believed to provide an appropriate hedge to inflation. In addition, the RA portfolio will invest in privately-placed funds in sectors with inflation sensitive assets including, but not limited to, energy, mining, infrastructure, timberland, and farmland.

All RA investments/strategies made through privately-placed funds are considered Alternative Investments.

RA investments may include, but are not limited to, the following:

Publicly traded securities and funds investing in such securities, which provide exposure to:

1. Commodities
2. Treasury Inflation Protected Securities (TIPS), Inflation Break-evens
3. Developed and Emerging Market Currencies
4. Natural Resources - Related Equities
5. Infrastructure - Related Equities
6. Gold, Other Precious Metals
7. Real Estate Investment Trusts (REITs)
8. Energy Master Limited Partnerships (MLP's)

Privately-placed funds investing in the following assets and companies:

9. Energy
10. Mining
11. Infrastructure
12. Farmland
13. Timber

V. STRATEGIC OBJECTIVE OF THE REAL ASSETS PORTFOLIO

The strategic objective of real assets investments is to generate a positive, domestic inflation-sensitive return in excess of the asset class's assigned benchmark. The Board believes the Fund's overall returns can be enhanced, on a risk-adjusted basis, by investing a portion of its assets in RA assets.

The RA asset class is expected to produce returns that:

1. Exceed the RA Policy benchmark on a net of fees basis
2. Protect against domestic inflation, as measured by CPI, especially during periods of unexpected inflation
3. Add diversification to the ACERA portfolio

VI. STRATEGIC ALLOCATION TO REAL ASSETS PORTFOLIO

The long-term target allocation to the Real Assets Asset Class is 5.0% of the total Fund, as measured by the NAV of the portfolio and not by dollars committed. The RA target portfolio will consist of both liquid and illiquid investments with a target allocation between the two pools of investments as follows:

Strategic RA Portfolio¹	Target Allocations	Min/Max Ranges
Liquid Pool (publicly-traded)	Up to 35%	10-50%
Commodities	15%	10-20%
Natural Resources	10%	0-15%
Infrastructure	10%	0-15%
Illiquid Pool (privately-placed)	Up to 65%	0-85%
Natural Resources	40%	0-50%
Infrastructure	25%	0-35%

The Liquid Pool serves four purposes:

1. Provides a high correlation to inflation
2. Allow ACERA flexibility to gain and maintain exposure to real assets in line with RA target allocations
3. Acts as a drawdown vehicle to fund commitments made by ACERA within the illiquid pool
4. Provides ongoing liquidity sufficient to fund other obligations within 1-3 business days

The Illiquid Pool serves two purposes:

1. Provides a return premium above the publicly-listed infrastructure and natural resource equity markets
2. Enhances portfolio diversification by reducing the RA portfolio's public equity correlation

¹ Please see the Addendum to this RA Policy for the interim asset allocation ranges.

Portfolio construction will be designed to produce a diversified mix of returns, subject to the guidelines and constraints outlined under each sub-category above. ACERA may take on over- and under-weights to sub-asset classes within the RA Portfolio to improve its risk/return posture based upon an assessment of the relative attractiveness of all available opportunities. While specific investments may incur losses of all or part of the capital invested, it is expected that a diversified RA Portfolio will produce a net positive return that exceeds the RA Policy benchmark. The risks associated with RA investments will be viewed within the context of the entire Fund.

VII. SPECIFIC GUIDELINES FOR REAL ASSETS PORTFOLIO

ACERA will gain exposure to RA investments by hiring external investment managers either directly or through participation in secondary RA markets. It is expected that the RA Portfolio will produce returns approximately equal to or greater than the custom, blended benchmark² net of all fees and expenses over a 5-10-year period (full market cycle).

The RA Portfolio is to be implemented over 3 to 5 years and diversified as follows:

By sub-asset class: Among natural resources, infrastructure, commodities, and other similar investments.

By vintage year: Roughly equal amounts of new funding will be invested or committed in each calendar year, with significant deviations permitted to accommodate market opportunities and to facilitate initial entry into the asset class.

By Investment Manager: No more than twenty (20) percent of the Total Fund's five (5) percent target allocation to the RA Portfolio may be invested/committed to any one illiquid private investment vehicle.

By geography: Through investments/commitments to funds on a global basis to provide protection against domestic inflation.

By industry sector: As a result of the diversified investments/commitments outlined above, it is expected that the RA Portfolio will be generally diversified by sector/industry.

VIII. ROLES AND RESPONSIBILITIES

The delineation of roles and responsibilities is important for effective administration of ACERA's RA Portfolio. The duties and responsibilities of the Board, IC, Staff, Consultant, and Managers are stated below:

A. Board

The Board shall be responsible for approving the RA Policy that governs the RA Portfolio and approving the Investment Plans for ACERA's RA Portfolio. From time-to-time, the Board, with input from the IC, shall review the RA Policy to determine whether amendments are advisable. The Board shall also be responsible for reviewing and approving all RA commitments/investments that are recommended by the IC, Staff, and Consultant.

² The custom benchmark is: S&P Global LargeMidCap Natural Resources Index, S&P Global Infrastructure Index, and Bloomberg Commodity Index in the ratio of 50/35/15.

B. Investment Committee

The Investment Committee shall be responsible for the following:

1. Recommending to the Board a RA Policy to govern all investments in or commitments to the RA asset class;
2. Reviewing the RA Policy, evaluating proposals for amendments, if any, and making recommendations to the Board;
3. Reviewing and approving Investment Plans for ACERA's RA Portfolio;
4. Reviewing RA investments/commitments recommended by Staff and Consultant and recommending them to the Board for approval.

C. Staff

Staff shall be responsible for oversight of ACERA's RA Portfolio. Staff's responsibilities shall include, but not be limited to the following:

1. Developing and recommending all necessary changes to the RA Policy with input from Consultant;
2. Developing and maintaining specific procedures, if necessary, to comply with the approved RA Policy with input from Consultant;
3. Reviewing, conducting due diligence, and, if satisfied, recommending RA investment/commitment proposals to the IC. Staff and Consultant shall provide the IC all required reports;
4. Monitoring the RA Portfolio for performance and compliance with the RA Policy;
5. Monitoring the performance of the underlying Managers and their compliance with a) the investment guidelines as set forth in their respective contracts; b) the RA Policy; and c) applicable requirements of ACERA's General Investment Guidelines, Policies and Procedures;
6. Conducting comprehensive annual reviews of ACERA's RA Portfolio and the individual investments in the Portfolio;
7. Reporting to the IC any violations of the RA Policy with appropriate recommendations;
8. Assisting ACERA's legal department in contract negotiations with the selected Managers;
9. Evaluating RA investment opportunities with Consultant's input on an ongoing basis; and
10. Evaluating and making recommendations for retention and termination of Managers.

D. Consultant

Consultant hired by the Board is a fiduciary to ACERA and its Board. Consultant shall independently and continuously monitor and analyze the performance of ACERA's RA Portfolio and make related recommendations to serve the best interests of the plan members. Consultant shall assist Staff in developing the RA Policy and recommending all necessary changes to the RA Policy. In addition, Consultant shall be responsible for:

1. Analyzing the asset allocation of the RA Portfolio by type, implementation vehicle, geography, industry, and vintage year, and making recommendations for reallocation of assets, as appropriate;
2. Developing an investment plan for ACERA's RA Portfolio annually;
3. Developing a search strategy for highly qualified RA investments and maintaining a robust database containing information on qualifying Managers;

4. Recommending highly qualified investments to Staff and/or the Investment Committee upon completion of a thorough due diligence process and providing the required reports to Staff and/or the IC;
5. Ongoing monitoring of the investment performance of ACERA's RA Portfolio and individual investments in the Portfolio;
6. Conducting ongoing due diligence on Managers, notifying ACERA of any significant developments and adverse events and providing analysis and advice on such issues;
7. Monitoring Managers' compliance with a) their respective investment guidelines as set forth in their contracts; b) the RA Policy; and c) applicable requirements of ACERA's General Investment Guidelines, Policies and Procedures;
8. Assisting Staff in contract negotiations with the selected Managers;
9. Submitting performance evaluation reports and conducting comprehensive reviews of the RA Portfolio and individual Managers semi-annually to the IC.
10. Making recommendations for retention or termination of Managers;
11. Attending IC and Board meetings as needed; and
12. Performing other duties in accordance with the terms of its contract and applicable State and Federal law.

E. Managers

Managers are fiduciaries and shall manage ACERA's assets prudently and in the best interests of ACERA and its members. Managers shall abide by all applicable policies and procedures established by ACERA and comply with applicable law. Managers shall be responsible for compliance with a) the specific investment guidelines as set forth in their respective contracts; b) the RA Policy; and c) applicable requirements of ACERA's General Investment Guidelines, Policies and Procedures. They shall also:

1. Communicate with Staff and/or Consultant promptly regarding investment strategy, investment results, and any non-conforming issues that may have significant and/or negative impact on the portfolio;
2. Cooperate fully with Staff, Consultant, ACERA's custodian, and other ACERA vendors concerning requests for information;
3. Submit reports to Staff and Consultant in accordance with their contract terms; and
4. Attend meetings as needed.

IX. DUE DILIGENCE PROCESS FOR REAL ASSETS INVESTMENT SELECTION

ACERA recognizes that a proper due diligence process is essential to control the risks associated with RA investments and, therefore, hereby establishes the following due diligence processes for both its Consultant and Staff:

A. Consultant

Consultant shall conduct extensive, documented due diligence before making any RA investment recommendations to Staff and the IC. Consultant shall involve Staff in the due diligence process when appropriate. Consultant shall, but not be limited to:

1. Assessing the reputation of the individuals who manage the RA investments. Consider background checks, internet searches, and in-person meetings with these individuals, etc.;
2. Conducting on-site visits to the offices of the Managers;
3. Checking references from other investors that have invested in these RA investments, and, when advisable, from competitors;

4. Determining that the RA investment funds are audited, at least annually, by a reputable and recognized external auditing firm;
5. Reviewing Managers' investment strategies, policies, operating procedures, and historical performances;
6. Reviewing and understanding the valuation procedures employed by the Managers;
7. Reviewing business terms of all legal agreements and other related documents for the RA investments under consideration, such as offering memorandum, legal agreements, and SEC Forms ADV;
8. Assessing what exit strategies exist to avoid future investments in or liquidate exiting investments from strategies exhibiting poor performance; and
9. Reviewing the investments for potential exposure to Unrelated Business Taxable Income (UBTI).

B. Staff

Staff shall ensure that Consultant has conducted extensive, documented due diligence on all RA investment proposals recommended to Staff and the IC. Staff shall participate in Consultant's due diligence process when appropriate and shall also:

1. Review the comprehensive analysis report prepared by Consultant on its recommended RA investments;
2. Conduct independent internal due diligence on the recommended investment, including, but not limited to: meeting with Managers and their proposed management teams, performing background checks on related parties, reviewing the offering materials and proposed investment contracts, and attending onsite diligence meetings at the Managers' offices.
3. Verify the appropriateness of each recommended RA investment with consideration to the RA Policy, the investment plan for ACERA's RA Portfolio and other applicable investment policies;
4. Discuss all issues related to the recommended RA investments with Consultant and if necessary, with the Managers; and
5. Arrange presentations to the IC for all recommended RA investments to allow the IC to make recommendations to the Board for approval.

X. PERFORMANCE EVALUATION CRITERIA

When appropriate, the specific performance evaluation criteria, including, but not limited to benchmarks, for Managers will be established in the investment agreements between ACERA and individual Managers.

Performance of the RA portfolio will be measured against the following blended benchmark:

S&P Global LargeMidCap Natural Resources Index	50%
S&P Global Infrastructure Index	35%
Bloomberg Commodity Index	15%

Individual managers will be measured against their respective benchmarks.as governed by the above chart.

XI. MONITORING AND REPORTING

Consultant and Staff will monitor and analyze the RA Portfolio closely so that the strategic objective(s) of the Portfolio can be met.

Managers shall submit all reports to Staff, Consultant, ACERA’s custodian, and other ACERA vendors in accordance with their respective contracts.

Consultant shall submit all reports to Staff in accordance with its contract terms and the RA Policy.

Consultant, in conjunction with Staff, shall perform evaluations of ACERA’s RA Portfolio and the underlying Managers annually and, when appropriate, semiannually. Consultant shall report the findings to Staff and the IC.

XII. REAL ASSETS INFORMATION DISCLOSURE POLICY

ACERA is a public agency subject to state laws, including, without limitation, (a) the California Public Records Act (Cal. Govt. Code §6250, et seq.)(the “Public Records Act”), which provides generally that all records relating to a public agency’s business are open to public inspection and copying unless exempted under the Public Records Act, (b) the Ralph M. Brown Act (Cal. Govt. Code § 54950 et. seq.)(the “Brown Act”), which provides generally for open meetings for local legislative bodies, and (c) the California Government Code Section 7514.7 (“Cal. Govt. Code § 7514.7”) which provides generally that public pension systems in California obtain and publicly disclose certain information regarding fees, expenses and returns from the alternative investment vehicles in which they invest. See Appendix IV for details of the ACERA disclosure policy regarding its real assets alternative investments.

XIII. Table of Amendment Dates

March 17, 2016

October 18, 2018

Appendix I

List of Reports Required for Each Investment Recommendation/Approval

Name of Report	Source
Recommendation/Approval memo	Staff
Recommendation/Approval memo	Consultant
Executive Summaries of the Fund	Consultant and Staff (separately prepared)
Compliance Checklist	Staff
Comprehensive Due Diligence Report (Available to Trustees upon request owing to Confidentiality)	Consultant
Manager Pitchbook	Manager

Appendix II

Executive Summary Report Template

Fund Name

Section I: General Information

Fund Name; Total AUM of the Firm; Current Target Fund Size; Previous Fund Size; Fund Focus; etc.

Section II: Investment Management

Organizational Structure; Management Group; Experience; Personnel Turnover; etc.

Section III: Investment Strategy

Investment Philosophy; Investment Strategy; Investment Process; Investment Objective; etc.

Section IV: Risk Management

Risk Control Methodology; Exit Strategy; etc.

Section V: Investment Rationale

Section VI: Investment Concerns

Section VII: Performance (example)

Benchmark:

Returns (%):

Period Ending Dates	YTD	1Year	3Years	5Years	Since Inception
Gross Fund/Account Results					
Net Fund/Account Results					
Benchmark (See Section X)					
Relative Performance: Account – Benchmark					
Gross Fund/Account --Benchmark					
Net Fund/Account -- Benchmark					

Section VIII: Key Terms

Fund Term; Preferred Return; Investment Period; Management Fee; Other Fees; Fee Discounts; General Partner Carry; GP Commitment; Advisory Board; Clawbacks; No-Fault Divorce; Key-Person Events; Closing Schedule; Drawdown Schedule; etc.

Appendix III

Compliance Checklist Template for RA Investment/Commitment

Target allocation to RA asset class: 5% of the Total Fund

<u>RA Policy</u>	<u>Investment Fund</u>	<u>In Compliance</u>
1. Permissible Legal Structures		
Any legally permissible vehicle will be allowed including, but not limited to, separate accounts, commingled funds, joint ventures, limited partnerships, corporations, and limited liability companies.	<i>Specific legal structure.</i>	<i>Yes, No, or N/A</i>
2. Investment Methods		
Individual limited partnership funds Primary and/or Secondary Separate accounts Discretionary Separate Accounts Commingled Funds ETF's Fund-of-funds Direct investments/Co-Investments Combination of the above	<i>Specific investment methods.</i>	<i>Yes, No, or N/A</i>
3. Investment Characteristics		
RA may include, but not be limited to, commodities, energy, mining, timberland, farmland (natural resources), infrastructure, renewables, and debt-related / special situations.	<i>Specific investment type.</i>	<i>Yes, No, or N/A</i>
<u>Commodities: typically, futures, options on futures, and/or swaps on exchange-traded commodity instruments.</u>	<i>Specific investment characteristics.</i>	<i>Yes, No, or N/A</i>
<u>Natural Resources:</u> typically purchase assets/companies in the energy, mining, timberland, and/or farmland industries.		
<u>Infrastructure:</u> typically purchase privately-held assets and/or companies in the infrastructure sector		
<u>Other RA Assets:</u> investments include debt-like instruments, sub-industry investments (e.g. renewables) or any asset which exhibits an inflation protection component with an attractive risk/return characteristic.		
RA Investments may be denominated in USD or other currencies.	<i>Specific currency denomination.</i>	<i>Yes, No, or N/A</i>

RA Policy**Investment Fund****In Compliance****4. Portfolio Diversification**

<u>By sub-asset class</u> : among commodities natural resources, infrastructure, and debt-related/special situations.	<i>Specific investment type.</i>	<i>Yes, No, or N/A</i>
<u>By vintage year</u> : roughly equal amounts of new funding may be committed in each calendar year with deviations permitted.	<i>Specific vintage year.</i>	<i>Yes, No, or N/A</i>
<u>By Investment Fund</u> : <=20% of the target allocation to total RA may be committed to any one illiquid private investment vehicle.	<i>Specific commitments to the Investment Fund.</i>	<i>Yes, No, or N/A</i>
<u>By geography</u> : commitments to funds located and/or investing both inside and outside of the U.S.	<i>Specific location.</i>	<i>Yes, No, or N/A</i>

5. Return Expectation

Custom Benchmark or Blend (see Primary Benchmark in RA Policy) (net of all fees) in aggregate.	<i>Specific return target(s).</i>	<i>Yes, No, or N/A</i>
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6. Strategic Investment Allocations³

<u>RA Portfolio</u> : range 0-5% of the total Fund. <u>Liquid Pool (publicly-traded)</u> : range 10-50% Commodities: range 10-20% Natural Resources: range 0-15% Infrastructure: range 0-15% <u>Illiquid Pool (privately-placed)</u> : range 0-85% Natural Resources: range 0-50% Infrastructure: range 0-35%	<i>Expected allocations to the RA Portfolio and to the underlying portfolios including specific commitment to the Investment Fund.</i>	<i>Yes, No, or N/A</i>
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RA Investment Plan for YEARS**Approved: DATE****Investment Fund****In compliance**

Specific Investment Plan.	<i>Specific commitment to the Investment Fund.</i>	<i>Yes, No, or N/A</i>
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³ Please see the Addendum for pertinent, interim asset allocation ranges.

APPENDIX IV

Details of Disclosure Policy For Privately-Placed Real Assets Investments (RA Funds)

1. Upon request, ACERA shall disclose : (i) the name, address and vintage year of each RA Fund; (ii) the dollar amount of capital committed to each RA Fund by ACERA since inception; (iii) the dollar amount of cash contributions made to each RA Fund by ACERA since inception; (iv) the dollar amount of distributions received by ACERA from each RA Fund on a fiscal yearend basis; (v) the market value of ACERA's investment in each RA Fund on a fiscal yearend basis; (vi) each RA Fund's net internal rate of return ("IRR") since inception; (vii) the investment multiple of each RA Fund since inception; (viii) the dollar amount of total management fees and expenses paid on an annual fiscal year-end basis, by ACERA to each RA Fund; and (ix) the dollar amount of cash profit received by ACERA from the RA Fund on a fiscal yearend basis. (*See* Cal. Govt. Code § 6254.26(b).)

2. ACERA shall disclose at least once annually in a report presented at a meeting open to the public : (i) the fees and expenses that ACERA pays directly to the RA Fund, the RA Fund manager or related parties; (ii) ACERA's pro rata share of fees and expenses not included in (i) that are paid from the RA Fund to the RA Fund manager or related parties; (iii) ACERA's pro rata share of carried interest distributed by the RA Fund to the RA Fund manager or related parties; (iv) ACERA's pro rata share of aggregate fees and expenses paid by all of the portfolio companies held by the RA Fund to the RA Fund manager or related parties; (v) the information outlined in Section 1, above, and (vi) the gross and net IRR of the RA Fund, since inception. (*See* Cal. Govt. Code § 7514.7.)

All other records regarding such RA Fund investments shall be exempt from disclosure to the fullest extent permitted under applicable law.

Notwithstanding the preceding, or anything else in this RA Policy, ACERA reserves the right to withhold any record when "on the facts of the particular case the public interest served by not disclosing the record clearly outweighs the public interest served by disclosure of the record." (*See* Cal. Govt. Code §6255(a).) This weighing process contemplates a case-by-case balancing test between competing public interests based on the facts presented as the statute has been interpreted by the courts.⁴

⁴ *Michaelis, Montanari & Johnson v Superior Court*, 38 Cal.4th 1065, 1071 (2006).

ADDENDUM

Interim Asset Allocation Ranges (expected 5-8 Years)

For Real Assets Portfolio

To facilitate the transition of the Real Assets Portfolio from one that is highly exposed to exchange-traded commodities into an investment structure that has a better expected return profile and is better aligned with the target RA Asset Allocation, and the asset class's purpose, the RA portfolio will include interim asset allocation ranges, as listed below. This interim asset allocation range temporarily accommodates higher-than-target capital to the Liquid Pool, which permits immediate investments, and lower-than-target capital to the Illiquid Pool.

The Illiquid Pool (65% of the RA Asset Allocation target) is comprised of illiquid, privately-placed investment vehicles that typically cannot be invested in all at once. These vehicles must first be committed to, then, over their investment periods (typically 3 – 7 years), the funds call investors' capital to fund investors' long-term commitments. As a result, it is expected that the process of building out the Illiquid Pool with these vehicles will take several years.

In the meantime, to alter rapidly the RA Portfolio's investment exposure from one that is highly exchange-traded commodity-focused into one that is better aligned with the asset class's purpose and objectives, the Liquid Pool will temporarily (over the next 5 – 8 years) be over-weighted. This over-weighting to the Liquid Pool will, over time, be reduced as the Illiquid Pool is built out and rises toward its asset allocation target.

As commitments are made to the illiquid, privately-placed vehicles in the Illiquid Pool and the associated capital is called, the Liquid Pool will be used as a drawdown vehicle to fund the Illiquid Pool capital calls dollar-for-dollar. Over time, both the Liquid and Illiquid Pools will increasingly move toward their target asset allocations until finally reaching them. This Addendum and the below Interim Asset Allocation Ranges demonstrate the wide allocation ranges these sub-asset classes are expected to assume during this process and over the interim period.

RA Asset Sub Class	Interim Asset Allocation Ranges
Liquid Pool (publicly-traded)	20-100%
Commodities	10-20%
Natural Resources	5-45%
Infrastructure	5-35%
Illiquid Pool (privately-placed)	0-80%
Natural Resources	0-50%
Infrastructure	0-30%

