

TAB 3

STATEMENT OF INVESTMENT POLICY AND OBJECTIVES

For The

CITY OF PALMETTO GENERAL EMPLOYEES' PENSION FUND

October 16, 2009

I. INTRODUCTION AND BACKGROUND

The City of Palmetto General Employees' Pension Fund is a defined employee pension benefit plan established by Ordinance of the City of Palmetto to provide retirement benefits for its employees. The City of Palmetto is the "plan sponsor". The Plan is administered by the General Employees' Pension Fund Board of Trustees. The Plan is a pension plan maintained to provide retirement, disability, termination and death benefits, as the case may be, to participants in accordance with the express provisions of the Plan.

The Plan and the benefits provided thereunder are funded by contributions by the City of Palmetto, Employees' contributions, interest income and other income in accordance with the underlying Plan documents.

The Board of Trustees is charged by Ordinance and Chapter 112, Florida Statutes with the responsibility of developing a policy for the investment of the assets of the Fund. The trustees are named fiduciaries. The investment of the assets of our retirement plan must be consistent with the written investment policy adopted by the board of trustees. The policies are structured to maximize the financial return to the retirement plan consistent with the risks incumbent in each investment and are structured to establish and maintain an appropriate diversification of the retirement system or plan's assets. To assist the Board in this function, they are authorized to engage the services of investment and actuarial consultants to provide expert assistance. The Board periodically undertakes studies to evaluate the potential consequence of alternative investment strategies on the long term well being of the Plan. In the view of its consultants and the Board, the investment program defined in this Statement will produce a result over the long term consistent with the Plan's primary objective of preserving and enhancing the purchasing power of assets.

In the implementation of the investment program, the Plan will employ investment managers who have demonstrated expertise with particular asset classes. Furthermore, the Plan's investment managers utilize a variety of investment approaches. This diversification of managers and investment approach should reduce the risk of loss and contribute to the attainment of a more consistent positive return. Nonetheless, there will

be short term periods when the fund may experience negative returns. Such periods are not inconsistent with achievement of the targeted long term objective.

II. INVESTMENT POLICY AND OBJECTIVES

Based on analysis of the Plan assets and expected investment returns and risks associated with alternative asset mix strategies, the Board adopted the following asset class targets, based on market value:

<u>TRADITIONAL ASSET CLASSES</u>	<u>% Range</u>	<u>% Target</u>
EQUITY		
<i>Large Capitalization Value Manager</i>	17.50 - 12.50% 20.00 - 15.00%	15.0% 17.5%
<i>Large Capitalization Growth Manager</i>	22.50 - 17.50% 20.00 - 15.00%	20.0% 17.5%
<i>Mid Capitalization Growth Manager</i>	12.50 - 7.50% 10.00 - 5.00%	10.0% 7.5%
<i>Small Capitalization Core Manager</i>	12.50 - 7.50% 10.00 - 5.00%	10.0% 7.5%
<i>International Value Manager</i>	6.25 - 3.75%	5.0%
<i>International Growth Manager</i>	6.25 - 3.75%	5.0%
<i>Public Real Estate (REIT)</i>	0.00%	0.0%
Total Equity	67.50 - 62.50% 62.50 - 57.50%	65.0% 60.0%
FIXED INCOME MANAGER	37.50 - 32.50% 32.50 - 27.50%	35.0% 30.0%
TOTAL TRADITIONAL ASSETS		100.0% 90.0%
<u>ALTERNATIVE ASSET CLASSES</u>		
PRIVATE REAL ESTATE	0.00%	0.0%
FUNDS OF HEDGE FUNDS	10.00 - 0.00%	10.0%
MANAGED FUTURES	0.00%	0.0%
PRIVATE EQUITY	0.00%	0.0%
TOTAL ALTERNATIVE ASSETS		10.0%
TOTAL TRADITIONAL & ALTERNATIVE		100.0%

These ranges and targets are established as maximum weightings in each respective asset class. If the investment manager determines that a percentage of their allocation should be invested in cash, then they are permitted that flexibility and will be evaluated by their decisions accordingly.

Over time, it is the Board's intention to direct cash flows toward the asset class(es) that are under-represented and away from the class(es) that are over-represented.

The General investment objectives of the Board are as follows:

1. **Establish a Prudent Investment Program**

Although the Pension Fund is not covered by the Employee Retirement Income Security Act of 1974 (ERISA), the assets of this fund shall be invested in a manner consistent with the fiduciary standard set forth in ERISA, as though ERISA applied to the Pension Fund; namely, (1) in accordance with the safeguards and diversity to which a prudent investor would adhere (2) and all transactions undertaken on behalf of the Fund must be for the sole interest of Plan participants and their beneficiaries in order to provide benefits and pay the expenses of the Fund. The pension investment program must operate in compliance with all applicable State and Federal laws and regulations concerning the investment of pension assets.

2. **Achieve Growth in Purchasing Power**

Primary investment emphasis must be placed upon the consistent protection of the funds assets and growth performance, i.e., the achievement of adequate investment growth must not be at the expense of the protection of the assets over the investment horizon.

More specific investment objectives established by the Board include the following:

- *The Fund should earn a return over time exceeding the assumed actuarial rate of 7.50% (Net-of-Fees). In addition, the Fund should earn a return greater than inflation, as measured by the Consumer Price Index, by 4.0% per year. Meeting this objective indicates that the active management of the various portfolio components has added value over a passively managed fund. It is also consistent with the Board's objective to enhance the purchasing power of the Funds.*
- *Individual investment managers will not be measured against the aggregate fund objective stated above. They will be compared to appropriate market indices, and the performance of other managers who utilize a similar investment style.*

III. **TRADITIONAL ASSET CLASSES - INVESTMENT GUIDELINES**

A. **Liquidity Requirements**

There is a requirement to maintain liquid reserves for the payment of pension benefits and expenses. The Board will review these projected cash flow requirements at least annually.

B. **Equities**

The investment managers are permitted to invest in equity securities (including convertible bonds) listed on the New York, American and principal regional and foreign (for foreign securities) exchanges. They may also invest in over-the-counter securities for which there is an active market maker regulated by the NASD. The equity position in any one company shall not exceed 5% of the total portfolio at market. Any investment that does not fall into a category listed above is prohibited.

The equity portion of each portfolio manager shall not:

- 1. Be more than 10% invested in the securities of any one company at market.*
- 2. Make short sales.*
- 3. Use margin or leverage.*
- 4. Be invested in commodities.*
- 5. Be invested in private real estate*
- 6. Be invested in " investment art objects."*
- 7. Invest in Options, including the purchase, sale or writing of options unless options are "covered" by the corresponding security.*
- 8. Be invested in warrants, although warrants issued in connection with stocks held by the fund may be sold, held, or converted by the investment manager at its discretion.*

The monitoring of this section (III.B) is the responsibility of the consultant and the trustees. The consultant's responsibility is to report any non-compliance to the trustees each quarter.

a.) Large –Capitalization Value & Growth Stocks

Large capitalization stocks are expected to have the greatest weighting in the Pension Fund. They are expected to provide more consistent returns over time than our other equity styles. The objective is to maximize investment return over a market cycle by investing in large capitalization equities having the potential to generate investment returns exceeding those of a passively managed large stock index.

Large-capitalization equity manager performance parameters include the following:

- *Performance within the top half of a Universe of Large Capitalization Value or Growth Managers.*
- *Performance comparable to the Russell 1000 Value, Russell 1000 Growth, and/or Russell 3000 Growth Indexes.*
- *Performance comparable to the S&P 500 Stock Index. (Market & Equal-Weighted)*
- *The risk associated with the manager's portfolio as measured by the variability of quarterly returns (standard deviation) should not exceed that of the appropriate index without a corresponding increase in performance above the index.*
- *Achieve the performance parameters within a time horizon of a minimum of three to five years or a full market cycle.*

b.) Mid/Small Capitalization Growth & Core Stocks

Mid/Small capitalization stocks are expected to improve total portfolio diversification and provide opportunities for higher incremental returns in the long run. The objective is to maximize investment return over a market cycle by investing in mid/small capitalization equities having the potential to generate investment returns exceeding those of a passively managed mid/small stock index. Mid/Small capitalization stock managers generally purchase companies with a market capitalization of greater than \$500 million.

Mid/Small capitalization equity manager performance parameters include the following:

- *Performance within the top half of a Universe of Mid/Small Capitalization Growth or Core Managers*

- *Performance comparable to the Russell Midcap Growth or Russell 2000 Indexes*
- *The risk associated with the manager's portfolio as measured by the variability of quarterly returns (standard deviation) should not exceed that of the appropriate index without a corresponding increase in performance above the index.*
- *Achieve the performance parameters within a time horizon of a minimum of three to five years or a full market cycle for the mid/small capitalization market.*

c.) *International Stocks*

International Stocks are expected to improve total portfolio diversification and provide opportunities for higher incremental returns in the long run. The objective is to maximize investment return over a market cycle by investing in international securities through American Depositary Receipts (ADRs) as well as any foreign company that trades directly in a U.S. equity market. These equities should generate investment returns exceeding those of a passively managed international index.

International equity manager performance parameters include the following:

- *Exceed MSCI EAFE – Net Dividend or MSCI All Country World World Ex. US Indexes.*
- *The risk associated with the manager's portfolio as measured by the variability of quarterly returns (standard deviation) should not exceed that of the appropriate index without a corresponding increase in performance above the index.*
- *Achieve the performance parameters within a time horizon of a minimum of three to five years or a full market cycle of the international market.*

d.) *Real Estate Investment Trusts (REITs)*

Real Estate Investment Trust securities are expected to improve total portfolio diversification and provide opportunities for higher incremental returns in the long-term. The objective is to maximize investment return over a market cycle by investment in real estate through REITs. The investment managers are permitted to invest in real estate investment trusts (REITs) listed on the New York, American and principal regional and foreign (for foreign securities) exchanges. They may also invest in over-the-counter securities for which there is an active market

maker regulated by the National Association of Securities Dealers (NASD). These equities should generate investment returns exceeding those of a passively managed REIT index.

REIT equity manager performance parameters include the following:

- Exceed National Association of Real Estate Investment Trusts (NAREIT) Equity REIT Index.
- The risk associated with the manager's portfolio as measured by the variability of quarterly returns (standard deviation) must not exceed that of the NAREIT Equity REIT Index without a corresponding increase in performance above the index.
- Achieve the performance parameters within a time horizon of a minimum of three to five years or a full market cycle of the REIT market.

C. Fixed Income

Fixed income securities shall be invested entirely in marketable debt securities issued or guaranteed by either (a) the United States Government or its agencies, (b) domestic corporations (including industrial and utilities) or Israel Bonds (c) domestic banks and other US financial institutions. All securities must hold a rating in one of the three highest classifications by a major rating service. Such investments shall all be in accordance with the Code of the City of Palmetto. Any investments that do not fall under the criteria listed above are prohibited from being purchased. Securities ratings reduced beneath the three highest classifications after purchase should be sold by the portfolio manager within a reasonable period of time as determined by the manager. It is the manager's responsibility to notify the board in writing immediately after a security is downgraded below the policy guidelines. The written explanation should describe the manager's intentions regarding the disposition of the security being downgraded. Any investments not described herein are prohibited. Restrictions on fixed income include the following:

1. Except for Treasury and Agency obligations, the debt portion of the Fund shall contain no more than ten percent (10%) of a given issuer irrespective of the number of differing issues. Other diversification standards should be developed and applied by the Investment Manager(s).
2. If commercial paper is used it must be only of the highest quality (A-1 or P-1).
3. Private placement debt is not permissible.

Fixed income manager(s) performance parameters include the following:

- *Performance comparable to the Barclays Capital Intermediate Government/Credit Bond Index (BC Int. G/C)*
- *The risk associated with the manager's portfolio as measured by the variability of quarterly returns (standard deviation) must not exceed that of the Barclays Capital Intermediate Government/Credit Bond Index without a corresponding increase in performance above the index.*
- *Achieve the above objectives within a time horizon of a minimum of three to five years or a full market cycle.*

IV. ALTERNATIVE ASSET CLASSES - INVESTMENT GUIDELINES

Alternative asset classes historically have low to moderate correlation to market indices. Alternative asset classes are expected to improve total portfolio diversification and provide opportunities for higher incremental returns over the long-term. Many of the asset categories are expected to generate absolute returns (positive returns regardless of market environment) versus relative returns (returns comparative to a given benchmark).

Alternative asset classes guidelines differ from traditional asset classes guidelines. Alternative asset managers may use leverage and derivatives, may short securities, generally have higher fees, typically have reduced liquidity, and performance is dependent primarily on advisor skill.

A. Private Real Estate

Private real estate investments are expected to improve total portfolio diversification and provide income and opportunities for higher incremental returns in the long-term. The objective is to maximize investment return over a market cycle by investment in real estate through private ownership. The investment managers are permitted to invest in private real estate. Private real estate will be purchased through an institutional vehicle. The institutional vehicle provides diversification of property type and geographical location and provides a competitive price structure. These private real estate investments should generate investment returns exceeding those of a passively managed private real estate index.

Private real estate investment performance parameters include the following:

- *Exceed the National Council of Real Estate Investment Fiduciaries (NCREIF) Index.*

- The risk associated with the manager's portfolio as measured by the variability of quarterly returns (standard deviation) must not exceed that of the NCREIF Index without a corresponding increase in performance above the index.
- Achieve the above objectives within a time horizon of five to ten years or a full real estate market cycle.

B. Funds of Hedge Funds (FofHFs)

FofHFs are private investment funds investing primarily in the global equity and fixed income markets typically employing sophisticated trading strategies using leverage and derivative instruments. FofHFs invests in multiple, single manager hedge funds. The strategy designs a diversified portfolio of managers with the objective of significantly lowering the risk (volatility) of investing with an individual manager. The FofHFs manager has discretion in choosing which strategy to invest in for the portfolio. A manager may allocate funds to numerous managers within a single strategy, or with numerous managers in multiples strategies. The investor has the advantage of diversification among managers and styles with significantly less capital than investing with separate managers.

Low Volatility Funds of Hedge Funds (LVFofHFs)

The LVFofHFs manager selects hedge fund investment managers that invest in Relative Value Arbitrage/ Event Driven asset classes. Relative Value Arbitrage/ Event Driven asset class categories consists of hedge fund managers specializing in Convertible Arbitrage, Fixed Income Arbitrage, Distressed, Statistical Arbitrage, and Equity Market Neutral Strategies.

Mid to High Volatility Funds of Hedge Funds (MHVofHFs)

The MHVofHFs manager selects hedges fund investment managers that invest in Long/ Short, Global Macro/ Managed Futures, and Manager Futures asset classes.

a.) Low Volatility Funds of Hedge Funds (LVFofHFs)

LVFofHFs are expected to improve total portfolio diversification and provide opportunities to achieve higher incremental returns in the long-term. The objective is to provide absolute returns over a market cycle. The standard deviation for the combination of hedge fund managers' strategies are expected to have return volatility in the range of 2-5% over a market cycle.

LVFofHFs manager performance parameters include the following:

- Exceed Hedge Fund Research, Inc. Fund of Funds Conservative Index (HFRI FOF Conservative Index).

- *The risk associated with the manager's portfolio as measured by the variability of quarterly returns (standard deviation) must not exceed that of the HFRI FOF Conservative Index without a corresponding increase in performance above the index.*
- *Achieve the performance parameters within a time horizon of a minimum of three to five years or a full market cycle.*
- *Compare to the Barclays Capital US Aggregate Bond Index for return and risk over a time horizon of three to five years or a full market cycle.*

b.) Mid to High Volatility Funds of Hedge Funds (MHVFofHFs)

MHVFofHFs are expected to improve total portfolio diversification and provide opportunities to achieve higher incremental returns in the long-term. The objective is to provide absolute returns over a market cycle. The standard deviation for the combination of hedge fund managers strategies are expected to have return volatility in the range of 5-15% over a market cycle.

MHVFofHFs manager performance parameters include the following:

- *Exceed appropriate Hedge Fund Research, Inc. Fund of Funds Index.*
- *The risk associated with the manager's portfolio as measured by the variability of quarterly returns (standard deviation) must not exceed that of the appropriate HFRI FOF without a corresponding increase in performance above the index.*
- *Achieve the performance parameters within a time horizon of a minimum of three to five years or a full market cycle.*

D V. STATE MANDATED REQUIREMENTS

1. EXPECTED ANNUAL RATE OF RETURN. For each actuarial valuation, the board shall determine the total expected annual rate of return for the current year, for each of the next several years, and for the long term thereafter. This determination must be filed promptly with the Department of Management Services and with the plan's sponsor and the consulting actuary.

2. THIRD-PARTY CUSTODIAL AGREEMENTS. The securities should be held with a third party, and all securities purchased by, and all collateral obtained by, the board should be properly designated as an asset of the board. No withdrawal of securities, in whole or in part, shall be made from safekeeping except by an authorized member of the board or the board's designee. Securities transactions between a broker-dealer and the custodian involving purchase or sale of securities by transfer of money or securities must be made on a "delivery vs.

payment" basis, if applicable, to ensure that the custodian will have the security or money, as appropriate, in hand at the conclusion of the transaction.

3. *MASTER REPURCHASE AGREEMENT.* All approved institutions and dealers transacting repurchase agreements shall execute and perform as stated in the Master Repurchase Agreement. All repurchase agreement transactions shall adhere to requirements of the Master Repurchase Agreement (where applicable).

4. *BID REQUIREMENT.* The board shall determine the approximate maturity date based on cash-flow needs and market conditions, analyze and select one or more optimal types of investment, and competitively bid the security in question when feasible and appropriate. Except as otherwise required by law, the most economically advantageous bid must be selected.

5. *INTERNAL CONTROLS.* The board shall establish a system of internal controls which shall be in writing and made a part of the board's operational procedures. The policy shall provide for review of such controls by independent certified public accountants as part of any financial audit periodically required of the board's unit of local government. The internal controls should be designed to prevent losses of funds which might arise from fraud, error, misrepresentation by third parties, or imprudent actions by the board or employees of the unit of local government.

6. *CONTINUING EDUCATION.* The continuing education of the board members in matters relating to investments and the board's responsibilities is required.

7. *REPORTING.* Appropriate annual or more frequent periodic reports of the investment activities shall be prepared for submission to the City Commission. The reports shall include investments in the portfolio by class or type, book value, income earned, and market value as of the report date. Such reports shall be available to the public.

8. *FILING OF INVESTMENT POLICY.* Upon adoption by the board, the investment policy shall be promptly filed with the Florida Department of Management Services and the City of Palmetto and consulting actuary. The effective date of the investment policy, and any amendment thereto, shall be the 31st calendar day following the filing date with the City of Palmetto.

9. *VALUATION OF ILLIQUID INVESTMENTS.* Illiquid investments for which a generally recognized market is not available or for which there is no consistent or generally accepted pricing mechanism shall be valued in accordance with the criteria set forth in s.215.47(6), Florida Statutes, except that submission to the Investment Advisory Council is not required. For each actuarial valuation, the board must verify the determination of the fair market value for those investments

and ascertain that the determination complies with all applicable state and federal requirements. The board shall disclose to the Department of Management Services and the City of Palmetto each such investment for which the fair market value is not provided.

¶ VI. REVIEW OF INVESTMENT MANAGERS

The Board will meet at least semiannually with the consultants. Additionally, the Board will review investment results quarterly.

These reviews will focus on:

- *the managers' adherence to the policy guidelines;*
- *comparison of managers' results against funds using similar policies (in terms of the diversification, volatility, style, etc.);*
- *the opportunities available in both equity and debt markets; and*
- *material changes in the managers' organizations, such as philosophical and personnel changes, acquisitions or losses of major accounts, etc.*

¶ VII. PERFORMANCE EXPECTATIONS

The most important performance expectation is the achievement of investment results that are consistent with the Plan's investment policy statement. A 4.0% real return is a reasonable expectation in light of this policy. The Board recognizes that this real return objective may not be attainable during some time periods, it is a long term goal. In order to ensure that investment opportunities available over a specific time period are fairly evaluated, the Board will use comparative performance statistics to evaluate investment results. Performance of the Plan will be compared to other funds utilizing a similar investment policy.

¶ VII. Policy Review

Periodic reviews of the Policy Statement will be made by the Board to evaluate its appropriateness. Any modification of policy guidelines shall be approved by the Board of Trustees and acknowledged in writing by the investment managers.

Adopted _____ Date _____ Signed _____ Chairman _____

Investment Manager's Acknowledgment

I, the undersigned, acknowledge that I have received the policy statement for the City of Palmetto General Employees' Pension Fund, dated_____. I affirm that I have read and understand said Policy Statement, and do hereby agree to abide to the guidelines expressed in the Policy Statement.

Name of Firm

Signed

Date