VENTURA COUNTY EMPLOYEES' RETIREMENT ASSOCIATION

BOARD OF RETIREMENT

BUSINESS MEETING

MARCH 27, 2023

AGENDA

PLACE: This meeting will be conducted by the Board of Retirement both in person and by teleconference under California Government Code Section 54953(b). Any person may view the meeting in person at VCERA's office or online at, https://www.vcera.org/meeting-agendas-minutes.

Ventura County Employees' Retirement Association
Second Floor, Boardroom
1190 S. Victoria Avenue, Suite 200
Ventura, CA 93003

Teleconference Location for Trustees and the Public under California Government Code Section 54953(b):

The public may listen to the Public Session and offer comments by calling: +1 213-338-8477, using Meeting ID: 885-2214-6186. Persons may also submit written comments to publiccomment@vcera.org prior to and during the Board meeting. Please include your name, agenda item, the last 4 numbers of the telephone number that will be used to call in, and your comment. Public comment emails will be read into the record or summarized if lengthy.

The Board may take action on any item on the agenda, and agenda items may be taken out of order.

TIME: 9:00 a.m.

ITEM:

I. CALL TO ORDER

A. Roll Call.

II. APPROVAL OF AGENDA

III. CONSENT AGENDA

A. Approve Regular and Deferred Retirements and Survivors Continuances for the Month of February 2023.

B. Receive and File Report of Checks Disbursed in February 2023.

C. Approve Disability Meeting Minutes of March 13, 2023.

IV. INVESTMENT MANAGER PRESENTATIONS

A. Receive Annual Investment Presentation from Abbott Capital Management, Young Lee, Matthew Smith, and Arianna Merrill.
Time Certain at: 9:10 a.m.

IV. INVESTMENT MANAGER PRESENTATIONS (continued)

B. Board Approval of the Proposed 2023 Private Equity Annual Plan, Presented by Abbott Capital Management.
RECOMMENDED ACTION: Approve.
Time Certain at: 9:20 a.m.

1. Staff Letter from Chief Investment Officer.

2. Proposed 2023 VCERA Private Equity Annual Plan: Young Lee, Matthew Smith, and Arianna Merrill.

C. Receive Annual Investment Presentation from Harbourvest: Brett Gordon, Karen Simeone, Teri Noble, Seth Palmer, Michael Dean, and Michael Pugatch.
Time Certain at: 9:35 a.m.

D. Receive Annual Investment Presentation from Pantheon: Iain Jones, Rudy Scarpa, and Rakesh (Rick) Jain.
Time Certain at: 11:30 a.m.

V. INVESTMENT INFORMATION

VCERA – Dan Gallagher, Chief Investment Officer.
NEPC – Allan Martin.

A. $75 Million Commitment to LaSalle Value Partners US IX.
RECOMMENDED ACTION: Approve.
Time Certain at: 12:45 p.m.

1. Staff Letter from Chief Investment Officer.

2. Memorandum from NEPC.

3. LaSalle Value Fund IX Presentation Deck: Matthew Walley, and Joe Muñoz.

B. Board Approval of the Proposed 2023 Private Credit Investments Pacing Plan.
RECOMMENDED ACTION: Approve.
Time Certain at: 12:50 p.m.

1. Staff Letter from Chief Investment Officer.

2. Proposed 2023 VCERA Private Credit Pacing Plan: Allan Martin.

C. Monthly Performance Report Month Ending February 28, 2023.
RECOMMENDED ACTION: Receive and File.

VI. OLD BUSINESS

A. Follow-Up on Pending Requests/Items from VCERA to County of Ventura.

VI. OLD BUSINESS (continued)

1. Staff Letter from Retirement Administrator.

VII. NEW BUSINESS

A. Adoption of Rate of Interest to be Applied to Corrections and Refunds as a Result of the Alameda Decision, and in Advance of Anticipated Board Action on April 17, 2023.
RECOMMENDED ACTION: Determine Applicable Rate(s) of Interest for Corrective Distributions Related to Implementation of the Alameda Decision.
Time Certain at: 10:00 a.m.

1. Staff Letter from Retirement Administrator.

B. Review and Discussion of Proposed Resolution to Implement Changes to Compensation Earnable Resolution in Compliance with the California Supreme Court Decision, Alameda County Sheriff's Assoc. Et Al., v. Alameda County Employees' Retirement Assn., Et Al (2020) 9 Cal.5th 1032 ("Alameda") Following Governor Newsom Veto of Assembly Bill 826, in Advance of Anticipated Action on April 17, 2023.

1. Staff Letter from Retirement Administrator.

2. Letter from Governor Newsom, Veto of AB 826.

3. Memorandum from General Counsel, dated January 31, 2023 Re: Pensionability Analysis of Flexible Benefits Program Allowances as to Legacy Members Under Current and Pending Structure.

4. Proposed Resolution for Alameda Exclusions.

C. Report on Due Diligence Visit to Western Asset Management and PIMCO, Submitted by Trustee Ashby, General Counsel and CIO.
RECOMMENDED ACTION: Receive and File.

1. Staff Letter from Chief Investment Officer.

VIII. CLOSED SESSION

A. PUBLIC EMPLOYEE PERFORMANCE EVALUATION
Title: Retirement Administrator
(Government Code section 54957(b)(1))

IX. INFORMATIONAL

X. PUBLIC COMMENT

XI. STAFF COMMENT

XII. BOARD MEMBER COMMENT

XIII. ADJOURNMENT

VENTURA COUNTY EMPLOYEES' RETIREMENT ASSOCIATION
REPORT OF REGULAR AND DEFERRED RETIREMENTS AND SURVIVORS CONTINUANCES

February 2023

FIRST NAME	LAST NAME	G/S	DATE OF MEMBERSHIP	BENEFIT SERVICE	*	DEPARTMENT	EFFECTIVE DATE
REGULAR RETIREMENTS:							
ERNESTO J	ACOSTA	S	1/24/1999	23.90		DISTRICT ATTORNEY	1/10/2023
VICTOR DANIEL	ALVARA	G	1/11/1987	35.85		COUNTY CLERK-RECORDER	1/29/2023
OPHRA	ASHUR	G	11/15/1998	24.24		HEALTH CARE AGENCY	1/7/2023
RHONDA RAE	BROWN	G	10/11/2004	10.89		HUMAN SERVICES AGENCY (DEFERRED)	1/5/2023
RICHARD HUNTER JR.	BUTLER	G	10/10/1992	16.72		HEALTH CARE AGENCY (DEFERRED)	1/18/2023
JENNIE	DILLON	G	9/2/1990	15.22	*	HEALTH CARE AGENCY (DEFERRED)	1/3/2023
KEVIN CAMPBELL	DONOGHUE	S	3/31/1991	31.90		SHERIFF'S OFFICE	1/11/2023
JAMES	EADS	G	1/14/1996	4.37	*	HEALTH CARE AGENCY (DEFERRED)	12/30/2022
YOLANDA ROACH	ESPINOZA	G	6/1/1991	8.63		VENTURA REGIONAL SANITATION DISTRICT (DEFERRED)	12/19/2022
JAMES MATTHEW	FRYHOFF	S	10/14/1990	32.34		SHERIFF'S OFFICE	12/31/2022
DANIEL R	GOODWIN	G	2/1/1999	32.11		ASSESSOR OFFICE	1/3/2023
EILEEN D	HANIE	S		8.83		SHERIFF'S OFFICE (DRO NON-MEMBER)	1/1/2023
STEVEN CRAIG	HANIE	S	8/14/1994	19.68		SHERIFF'S OFFICE	1/3/2023
MARY ELIZABETH	HARDIN	G	3/9/2008	12.66		SUPERIOR COURT (DEFERRED)	10/24/2022
SALVADOR	HERRERA	S	2/25/1996	22.39	*	PROBATION AGENCY	1/7/2023
SUSAN LORRAINE	HUGHES	G	12/14/1997	25.13		COUNTY EXECUTIVE OFFICE	1/28/2023
SHANNON M.	LESLIE	G	7/2/2006	11.06		COUNTY EXECUTIVE OFFICE	1/15/2023
PAULINE LOUISE	LOZANO	G	11/18/2010	12.13		COUNTY EXECUTIVE OFFICE	1/7/2023
MARK ANTHONY	LUNN	G	1/7/2007	15.96		COUNTY CLERK-RECORDER	1/3/2023
MARIAELENA	MILLER	S	7/5/1992	30.47		DISTRICT ATTORNEY	1/21/2023
DEBRA LYNN	MIYASAKI	G	2/4/2001	18.22		HEALTH CARE AGENCY	1/20/2023
BRIAN K.	MORALES	S	2/2/1998	3.12	*	FIRE PROTECTION DISTRICT (DEFERRED)	1/1/2023
PHYLLIS L	PUNSALAN	G	10/23/1994	28.30		HEALTH CARE AGENCY	1/1/2023
VIRGINIA G.	QUINONEZ	G	10/22/1995	26.30		HEALTH CARE AGENCY	1/28/2023
DAVID DEANE	ROMAN	G	5/12/2003	15.13	*	HEALTH CARE AGENCY	1/5/2023
RAUL	ROVNER	G	11/17/1996	4.56	*	PROBATION AGENCY (DEFERRED)	12/31/2022
DENISE MARIE	RUPP	G	3/10/2015	3.34		SUPERIOR COURT (DEFERRED)	2/8/2023
HOLLY MARIE	SINCLAIR	G	7/8/2002	20.51		RESOURCE MANAGEMENT AGENCY	1/6/2023
SUNDAY DIANN	SMITH	G	12/18/2016	2.52		HEALTH CARE AGENCY (DEFERRED)	1/16/2023
MEGAN LYNN	STEFFY	G	6/25/2000	22.38		HEALTH CARE AGENCY	1/21/2023
YVETTE L	STEIGER	G	9/8/2009	6.99		INFORMATION TECHNOLOGY SERVICES (DEFERRED)	1/1/2023
MICHELLE	STEINBERGER	S	9/17/1989	33.32		PROBATION AGENCY	1/7/2023
ALISON	SWEET	G	10/17/2005	10.70	*	PUBLIC WORKS AGENCY (DEFERRED)	12/31/2022
FRANCES ANN	TAMAYO	G	12/18/2005	15.43		PUBLIC WORKS AGENCY	1/21/2023
MARK ALLEN	VARELA	S	1/8/1989	24.77		PROBATION AGENCY	1/28/2023
JESS C	VELASQUEZ	S	7/5/1994	28.45	*	DISTRICT ATTORNEY	12/31/2022
GIL AVINANTE	YAMBAO	G	7/23/2000	20.26		HEALTH CARE AGENCY	1/1/2023
MICHAEL SEAN	YOUNG	S	8/14/2016	6.37	*	DISTRICT ATTORNEY	12/31/2022

VENTURA COUNTY EMPLOYEES' RETIREMENT ASSOCIATION

REPORT OF REGULAR AND DEFERRED RETIREMENTS AND SURVIVORS CONTINUANCES

February 2023

FIRST NAME	LAST NAME	G/S	DATE OF MEMBERSHIP	BENEFIT SERVICE	*	DEPARTMENT	EFFECTIVE DATE
DEFERRED RETIREMENTS:							
MARISSA MONIQUE	AMAYA	G	10/2/2022	0.15		SHERIFF'S OFFICE	11/30/2022
PAUL ANTHONY	ANDA	G	8/19/2016	6.12		GENERAL SERVICES AGENCY	11/24/2022
MIKE	BALIN	S	11/13/2022	0.05		PROBATION AGENCY	11/29/2022
YU TO	CHAN	G	9/5/2021	1.16		HEALTH CARE AGENCY	12/1/2022
CHELSEA BRIANNA	CORMIER	G	7/11/2021	1.48	**	COUNTY CLERK-RECORDER	12/29/2022
JOSE LUIS JR.	COVARRUBIAS	G	7/20/2014	7.67		HEALTH CARE AGENCY	11/19/2022
CALEB DAVID	D'AMICO	G	10/2/2022	0.17		SHERIFF'S OFFICE	12/2/2022
ANDRE	DAVOODIAN	G	2/6/2022	0.85		PUBLIC WORKS AGENCY	12/13/2022
LAURA CARBAJAL	FERNANDEZ	G	11/25/2013	1.41		AUDITOR CONTROLLER	11/30/2022
ROBERT KENICHI	FUJIOKI	G	12/12/2021	0.97	*	COUNTY CLERK-RECORDER	12/1/2022
ROLAND P	GALLEGO	G	8/10/2022	0.27		PROBATION AGENCY	11/18/2022
YESENIA	GIL ALVAREZ	G	9/18/2022	0.22		HUMAN SERVICES AGENCY	12/13/2022
DARLENE	GODINA	G	1/23/2022	0.89		HEALTH CARE AGENCY	12/13/2022
STEPHEN GEORGE	GRAJEDA	G	7/16/2006	15.96		HEALTH CARE AGENCY	11/29/2022
ZACHERY TYLER	HUIE	G	10/17/2021	1.13		HEALTH CARE AGENCY	12/2/2022
GRACE ELIZABETH	HUNTER	G	6/27/2021	0.77		HEALTH CARE AGENCY	12/13/2022
KIM	JONES	G	7/24/2022	0.38		HUMAN SERVICES AGENCY	12/10/2022
JAVON PAUL	JURADO	S	11/13/2022	0.09		PROBATION AGENCY	12/14/2022
ERICA YVETTE	LOPEZ	G	7/15/2018	1.69		AGING AREA AGENCY	12/1/2022
CHERRY LEAH	LYNCH	G	9/19/2021	1.17		HEALTH CARE AGENCY	11/19/2022
CATHERINE ANN	MAMMANA	G	12/12/2021	0.97		HEALTH CARE AGENCY	12/1/2022
NICOLE RENEE	MEDRANO	G	10/31/2021	1.09		HUMAN SERVICES AGENCY	12/3/2022
MELISSA	MENDEZ	G	2/20/2022	0.73		HEALTH CARE AGENCY	11/17/2022
LAUREN ELIZABETH	MINER	G	11/14/2010	11.80		HEALTH CARE AGENCY	11/12/2022
MARIA A	MOLINA	G	9/18/2022	0.23		HEALTH CARE AGENCY	12/10/2022
ADRIANA	PEREZ	G	1/22/2001	18.40		CHILD SUPPORT SERVICES	11/26/2022
ALONDRA NATALIA	REVELES	G	9/18/2022	0.23		HUMAN SERVICES AGENCY	12/10/2022
ANDREA	RIOS	G	5/16/2021	1.46		HEALTH CARE AGENCY	11/17/2022
JAMES RICHARD	ROHLFING	G	6/27/2021	0.56		HEALTH CARE AGENCY	11/19/2022
KIMBERLY A	RUZICKA	G	8/14/2005	13.04		HEALTH CARE AGENCY	1/18/2023
KATHRYN LEE	SITHI-AMNUAI	G	9/23/2018	3.87		RESOURCE MANAGEMENT AGENCY	12/2/2022
CORNELL A	VAUGHN	G	11/18/2018	3.60		HUMAN SERVICES AGENCY	12/7/2022
MATTHEW JAMES	WYATT	G	12/18/2000	22.06	**	RESOURCE MANAGEMENT AGENCY	1/14/2023
NANCY LOPEZ	ZEPEDA	G	7/16/2018	1.76		HUMAN SERVICES AGENCY	11/22/2022
SURVIVORS' CONTINUANCES:							
ARONS	DOLLY						
CYNTHIA A	BURELL						
LEIGH C	BURTON						
MADELINE R	LEE						
KATHERINE A	VASQUEZ						
SHERRY	WATSON-LAWLER						
EDITH J	WALKER						

*** = Excludes reciprocal service or service from previous retirements**
**** = Member establishing reciprocity**

Ventura County Retirement Assn

Check Register - Standard

Period: 08-23 As of: 3/2/2023

Check Nbr	Check Type	Check Date	Vendor ID / Vendor Name	Period To Post	Period Closed	Ref Nbr	Doc Type	Invoice Number	Invoice Date	Discount Taken	Amount Paid
Company:	**VCERA**										
Acct / Sub:	10300		000000								
029842	CK	2/1/2023	CULLIGAN CULLIGAN OF VENTURA COUNTY	08-23		002653	VO	ADMIN EXP	1/31/2023	0.00	180.75
029843	CK	2/1/2023	HANSONBRID HANSON BRIDGETT LLP	08-23		002651	VO	LEGAL FEES	1/31/2023	0.00	14,214.00
029844	CK	2/1/2023	NOSSAMAN NOSSAMAN LLP	08-23		002654	VO	LEGAL FEES	1/31/2023	0.00	46,133.10
029845	CK	2/1/2023	REAMSASSET SCOUT INVESTMENTS, INC	08-23		002652	VO	INVESTMENT FEES	1/31/2023	0.00	123,287.00
029846	CK	2/1/2023	TORTOISECA TORTOISE CAPITAL ADVISORS, L.L.C.	08-23		002655	VO	INVESTMENT FEES	1/31/2023	0.00	261,976.32
029847	CK	2/8/2023	ABBOTTCAPI ABBOTT CAPITAL MANAGEMENT, LLC	08-23		002656	VO	INVESTMENT FEES	2/7/2023	0.00	478,408.00
029848	CK	2/8/2023	BRENTWOODI BRENTWOOD IT	08-23		002657	VO	IT	2/7/2023	0.00	680.00
029849	CK	2/8/2023	CDWGOVERNM CDW GOVERNMENT	08-23		002658	VO	IT	2/7/2023	0.00	295.95
029850	CK	2/8/2023	COMPUWAVE COMPUWAVE	08-23		002659	VO	IT	2/7/2023	0.00	9,638.00
029851	CK	2/8/2023	CULLIGAN CULLIGAN OF VENTURA COUNTY	08-23		002660	VO	ADMIN EXP	2/7/2023	0.00	55.00
029852	CK	2/8/2023	DIGITALDEP DIGITAL DEPLOYMENT	08-23		002662	VO	IT	2/7/2023	0.00	650.00
029853	CK	2/8/2023	GALLAGHERD DAN GALLAGHER	08-23		002671	VO	TRAVEL REIMB	2/7/2023	0.00	1,016.00
029854	CK	2/8/2023	NATIONALAS NAPPA	08-23		002663	VO	ADMIN EXP	2/7/2023	0.00	350.00

Ventura County Retirement Assn

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Check Nbr	Check Type	Check Date	Vendor ID / Vendor Name	Period To Post	Period Closed	Ref Nbr	Doc Type	Invoice Number	Invoice Date	Discount Taken	Amount Paid
029855	CK	2/8/2023	NEMIROFFLO LORI NEMIROFF	08-23		002665	VO	ADMIN EXP	2/7/2023	0.00	463.00
029856	CK	2/8/2023	NPEA NPEA	08-23		002664	VO	ADMIN EXP	2/7/2023	0.00	850.00
029857	CK	2/8/2023	SEDGWICK SEDGWICK	08-23		002666	VO	DISABILITY EXP	2/7/2023	0.00	514.70
029858	CK	2/8/2023	SHREDITUSA SHRED-IT	08-23		002667	VO	ADMIN EXP	2/7/2023	0.00	164.32
029859	CK	2/8/2023	SHULTZVIVI VIVIAN W SHULTZ, ESQ	08-23		002672	VO	DISABILITY EXP	2/7/2023	0.00	1,785.25
029860	CK	2/8/2023	SPRUCEGROV SPRUCEGROVE INVESTMENT MGMT	08-23		002668	VO	INVESTMENT FEES	2/7/2023	0.00	50,962.71
029861	CK	2/8/2023	STROUDDESI STROUD DESIGN, INC	08-23		002669	VO	ADMIN EXP	2/7/2023	0.00	122.00
029862	CK	2/8/2023	TEAMLEGAL TEAM LEGAL, INC.	08-23		002670	VO	DISABILITY EXP	2/7/2023	0.00	145.75
029863	CK	2/8/2023	VSGHOSTING VSG HOSTING, INC.	08-23		002673	VO	IT	2/7/2023	0.00	71,423.40
029864	CK	2/8/2023	WALTERSCOT BNY MELLON INVESTMENT ADVISORS	08-23		002674	VO	INVESTMENT FEES	2/7/2023	0.00	321,664.77
029865	CK	2/8/2023	WISSLEYDEB DEBORAH Z. WISSLEY	08-23		002661	VO	DISAB/LEGAL FEE	2/7/2023	0.00	10,165.00
029866	CK	2/9/2023	VENTURAPOL VENTURA POLICE DEPARTMENT	08-23		002675	VO	DISABILITY EXP	2/9/2023	0.00	20.00
029867	CK	2/15/2023	ACCESSINFO ACCESS INFORMATION PROTECTED	08-23		002676	VO	ADMIN EXP	2/14/2023	0.00	528.20
029868	CK	2/15/2023	ADVANTAGEL ADVANTAGE LASER PRODUCTS, INC	08-23		002677	VO	ADMIN EXP	2/14/2023	0.00	97.78

Ventura County Retirement Assn

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029869	CK	2/15/2023	BANKOFAMER BUSINESS CARD	08-23		002679	VO	IT/ADMIN EXP	2/14/2023	0.00	440.36
029870	CK	2/15/2023	BLACKROCKI BLACKROCK INSTITUTIONAL TRUST	08-23		002678	VO	INVESTMENT FEES	2/14/2023	0.00	174,873.62
029871	CK	2/15/2023	COMPUWAVE COMPUWAVE	08-23		002680	VO	IT	2/14/2023	0.00	307.09
029872	CK	2/15/2023	CULLIGAN CULLIGAN OF VENTURA COUNTY	08-23		002681	VO	ADMIN EXP	2/14/2023	0.00	85.25
029873	CK	2/15/2023	FEDEX FEDEX	08-23		002682	VO	ADMIN EXP	2/14/2023	0.00	12.40
029874	CK	2/15/2023	NATIONALDI NATIONAL DISABILITY EVALUATIONS IN	08-23		002683	VO	DISABILITY EXP	2/14/2023	0.00	4,075.00
029875	CK	2/15/2023	PENSIONBEN PENSION BENEFIT INFORMATION, LLC	08-23		002684	VO	ADMIN EXP	2/14/2023	0.00	7,982.00
029876	CK	2/15/2023	PENSIONREA PENSION REAL ESTATE ASSOCIATION	08-23		002685	VO	INVESTMENT FEES	2/14/2023	0.00	330.00
029877	CK	2/15/2023	TEAMLEGAL TEAM LEGAL, INC.	08-23		002686	VO	DISABILITY EXP	2/14/2023	0.00	655.66
029878	CK	2/15/2023	THOMSONREU THOMSON REUTERS- WEST	08-23		002687	VO	ADMIN EXP	2/14/2023	0.00	571.02
029879	CK	2/15/2023	VENTURAORT VENTURA ORTHOPEDICS MEDICAL GR	08-23		002688	VO	DISABILITY EXP	2/14/2023	0.00	350.00
029880	CK	2/15/2023	WESTERNASS WESTERN ASSET MANAGEMENT COM	08-23		002689	VO	INVESTMENT FEES	2/14/2023	0.00	184,787.32
029881	CK	2/22/2023	ADP ADP, INC	08-23		002690	VO	ADMIN EXP	2/21/2023	0.00	3,536.93
029882	CK	2/22/2023	ATTMOBILIT AT&T MOBILITY	08-23		002691	VO	IT	2/21/2023	0.00	394.85

Ventura County Retirement Assn

Check Register - Standard

Period: 08-23 As of: 3/2/2023

Check Nbr	Check Type	Check Date	Vendor ID / Vendor Name	Period To Post	Period Closed	Ref Nbr	Doc Type	Invoice Number	Invoice Date	Discount Taken	Amount Paid
029883	CK	2/22/2023	COMPUWAVE COMPUWAVE	08-23		002692	VO	IT	2/21/2023	0.00	50.00
029884	CK	2/22/2023	LINEASOLUT LINEA SOLUTIONS	08-23		002694	VO	ADMIN EXP	2/21/2023	0.00	900.00
029885	CK	2/22/2023	MOONCREST MOONCREST PROPERTY COMPANY	08-23		002695	VO	ADMIN EXP	2/21/2023	0.00	23,821.83
029886	CK	2/22/2023	NASSOSJONA JONATHAN T. NASSOS, MD INC	08-23		002693	VO	DISABILITY EXP	2/21/2023	0.00	175.00
029887	CK	2/22/2023	PARAMETRIC PARAMETRIC PORTFOLIO ASSOCIATE:	08-23		002696	VO	INVESTMENT FEES	2/21/2023	0.00	48,761.00
029888	CK	2/22/2023	PRUDENTIAL PRUDENTIAL INSURANCE	08-23		002697	VO	INVESTMENT FEES	2/21/2023	0.00	397,704.66
029889	CK	2/22/2023	SOFTWAREON SOFTWARE ONE, INC.	08-23		002698	VO	IT	2/21/2023	0.00	92.15
029890	CK	2/22/2023	STAPLESADV STAPLES	08-23		002699	VO	ADMIN EXP	2/21/2023	0.00	154.37
029891	CK	2/22/2023	TIMEWARNER TIME WARNER CABLE	08-23		002701	VO	IT	2/21/2023	0.00	229.98
029892	CK	2/22/2023	VENTURASUP VENTURA SUPERIOR COURT	08-23		002702	VO	ADMIN EXP	2/21/2023	0.00	20.00

Check Count: 51

Acct Sub Total: 2,246,101.49

Ventura County Retirement Assn

Check Register - Standard

Period: 08-23 As of: 3/2/2023

Check Nbr	Check Type	Check Date	Vendor ID Vendor Name	Period To Post	Period Closed	Ref Nbr	Doc Type	Invoice Number	Invoice Date	Discount Taken	Amount Paid

Check Type	Count	Amount Paid
Regular	51	2,246,101.49
Hand	0	0.00
Electronic Payment		0.00
Void	0	0.00
Stub	0	0.00
Zero	0	0.00
Mask	0	0.00
Total:	**51**	**2,246,101.49**

Legend:
CK - Check
VC – Voided Check.
ZC – Zero check. Voided check that was not reissued.

Company Disc Total **0.00** **Company Total** **2,246,101.49**

VENTURA COUNTY EMPLOYEES' RETIREMENT ASSOCIATION

BOARD OF RETIREMENT

DISABILITY MEETING

MARCH 13, 2023

MINUTES

TRUSTEES PRESENT:
Mike Sedell, Chair, Public Member
Arthur E. Goulet, Vice-Chair, Retiree Member
Sue Horgan, Treasurer-Tax Collector
Jordan Roberts, General Employee Member
Cecilia Hernandez-Garcia, General Employee Member
Aaron Grass, Safety Employee Member
Tommie E. Joe, Public Member
Will Hoag, Alternate Retiree Member
Robert Ashby, Alternate Safety Employee Member

TRUSTEES ABSENT:
Kelly Long, Public Member

STAFF PRESENT:
Linda Webb, Retirement Administrator
Amy Herron, Chief Operations Officer
Lori Nemiroff, General Counsel
Dan Gallagher, Chief Investment Officer
La Valda Marshall, Chief Financial Officer
Leah Oliver, Chief Technology Officer
Josiah Vencel, Retirement Benefits Manager
Brian Owen, Sr. Information Technology Specialist
Michael Sanchez, Sr. Information Technology Specialist
Jess Angeles, Communications Officer
Chris Ayala, Program Assistant

PLACE:
This meeting will be conducted by the Board of Retirement both in person and by teleconference under California Government Code Section 54953(b). Any person may view the meeting in person at VCERA's office or online at, https://www.vcera.org/meeting-agendas-minutes.

Ventura County Employees' Retirement Association
Second Floor, Boardroom
1190 S. Victoria Avenue, Suite 200
Ventura, CA 93003

TIME: 9:00 a.m.

ITEM:

I. CALL TO ORDER

A. Roll Call.

Chair Sedell called the Disability Meeting of March 13, 2023, to order at 9:00 a.m.

Roll Call:

Trustees Present: Aaron Grass, Art Goulet, Cecilia Hernandez-Garcia, Sue Horgan, Tommie Joe, Jordan Roberts, Will Hoag, Robert Ashby, Mike Sedell

Trustees Absent: Kelly Long

II. APPROVAL OF AGENDA

III. CONSENT AGENDA

A. Approve Disability & Business Meeting Minutes of February 27, 2023.

B. Receive and File Pending Disability Application Status Report.

C. Receive and File Restated Financial Statements for June 30, 2022, Due to Audit Adjustments.

1. Staff Letter by Chief Financial Officer.

2. Restated Financial Statements.

3. Audit Adjustment Listing by Investment Manager.

D. Receive and File Fiscal Year 2022-23 Quarterly September 30, 2022, Budget Summaries and Financial Statements.

1. Letter from Chair of the Finance Committee.

2. Staff Letter by Chief Financial Officer.

3. Financial Statements.

4. Budget Summaries.

Chair Sedell removed the minutes of February 27, 2023, from the Consent Agenda because there had been submitted corrections. He recommended that the Board review the proposed changes before approving them with the rest of the consent agenda items.

Ms. Webb related Trustee Goulet's submitted corrections to the February 27 minutes. On page 1the correct title for Trustee Goulet's office was, "Retired Member"; on page 11, the words, "was needed" should be removed; lastly, on page 12, 2nd line of the first full paragraph, the word, "was", should also be removed.

MOTION: Approve Consent Agenda with Minutes as Amended.

Moved by Goulet, seconded by Grass.

Vote: Motion carried
Yes: Grass, Goulet, Hernandez-Garcia, Joe, Roberts, Sedell

No: -
Absent: Long
Abstain: Horgan

IV. APPLICATIONS FOR DISABILITY RETIREMENT

A. Application for Service-connected Disability Retirement—Robarts, Jason; Case No. 20-003.

1. Proposed Findings of Fact, Conclusions of Law and Recommended Decision to Grant the Application for Service-connected Disability Retirement, filed by Hearing Officer Deborah Wissley, dated January 30, 2023.
2. Application for Service-connected Disability Retirement, filed by Applicant's Attorney, Thomas Wicke, dated January 22, 2020.
3. Hearing Notice, dated February 22, 2023.

Carol Kempner, Attorney at Law, was present on behalf of the County of Ventura-Risk Management. Josiah Vencel was present on behalf of VCERA. Thomas J. Wicke, Attorney at Law, was present on behalf of the applicant, Jason Robarts, who was not present.

Trustee Hoag arrived at the meeting at, 9:05 a.m., before the vote on the item.

Mr. Wicke made a brief summary statement.

Ms. Kempner also made a brief summary statement.

<u>MOTION</u>: Approve the Recommendation from the Hearing Officer to Grant the Application for Service-connected Disability Retirement, Effective March 6, 2020.

Moved by Grass, seconded by Joe.

Vote: Motion carried
Yes: Grass, Goulet, Hernandez-Garcia, Horgan, Joe, Roberts, Sedell
No: -
Absent: Long
Abstain: -

B. Application for Service-connected Disability Retirement—Gonzales, Mary; Case No. 21-017.

1. Staff Recommendation to Grant the Application for Service-connected Disability Retirement, dated March 1, 2023.
2. Supporting Documentation for Staff Recommendation.
3. Application for Service-connected Disability Retirement with Addendum, filed by Applicant's Department and Joined by Applicant, dated June 14, 2021.

4. Hearing Notice, dated March 2, 2023.

Josiah Vencel was present on behalf of VCERA. The applicant, Mary Gonzales, was not present.

Mr. Vencel made a brief summary statement.

<u>MOTION</u>: Approve Staff's Recommendation to Grant the Application for Service-connected Disability Retirement, Effective August 25, 2018.

Moved by Grass, seconded by Joe.

Vote: Motion carried
Yes: Grass, Goulet, Hernandez-Garcia, Horgan, Joe, Roberts, Sedell
No: -
Absent: Long
Abstain: -

V. ANNUAL COMPREHENSIVE FINANCIAL REPORT (ACFR)

A. June 30, 2022 Annual Comprehensive Financial Report (ACFR).
RECOMMENDED ACTION: Receive and file.

1. Letter from Chair of the Finance Committee.

2. Annual Comprehensive Financial Report (ACFR) Draft – June 30, 2022.

3. Independent Auditor's Report – Draft.

4. Brown Armstrong Draft Report to the Board of Retirement and Finance Committee.

5. Brown Armstrong Draft Presentation by Andrew Paulden and Neeraj Datta.

Ms. Marshall noted the items related to the ACFR were initially provided to the Finance Committee for review at their meeting on March 6, 2023, and a letter from the Chair of the committee was included in the agenda materials.

Mr. Andrew Paulden then presented a brief overview of the ACFR.

Chair Sedell thanked Mr. Paulden for the overview and noted that VCERA had received a *Certificate of Achievement* for the ACFR from the Government Finance Officers Association (GFOA), and commended staff for their work on the report.

<u>MOTION</u>: Receive and File.

Moved by Joe, seconded by Roberts.

Vote: Motion carried
Yes: Grass, Goulet, Hernandez-Garcia, Horgan, Joe, Roberts, Sedell
No: -
Absent: Long
Abstain: -

VI. OLD BUSINESS

A. Annual Review of Education & Travel Policy (Revisited per Board Direction).
RECOMMENDED ACTION: Approve.

1. Staff Letter from Retirement Administrator.

2. Education and Travel Policy Proposed (Redline).

3. Education and Travel Policy Proposed (Clean).

Chair Sedell suggested that on page 2, 2nd paragraph of the section, *On-Site Due Diligence*, as the word, “necessary” was replaced by the word, “appropriate”, in the first line, it should also be so in the 7th line. On page 2, in section, *Limitation on Meeting for Business Purposes*, he suggested that after the words, “however, caution should be taken to avoid discussion of items that may come before the Board”, to add, “now or in the future”, to the end of the sentence. Lastly, on page 7, in section, *Reporting*, he believed the language, “Retirement Board members shall, no later than the 2nd subsequent Board meeting, provide a brief written or verbal report to the Board on meetings or conferences attended on behalf of VCERA”, was not intended to apply to the SACRS Conferences as well as the other major conferences that the trustees typically attend. The language in question should just pertain to those conferences, seminars, or training courses that were not typically attended by the Board members.

Ms. Webb said to clarify Chair Sedell’s statement, the language in question in the *Reporting* section would apply to trustees who attended a conference, seminar, or training course that was not listed in the policy and therefore was a type of training not typically attended by the trustees.

<u>MOTION</u>: Approve Proposed Changes to the Education & Travel Policy, with Board Amendments.

Moved by Grass, seconded by Joe.

Vote: Motion carried
Yes: Grass, Goulet, Hernandez-Garcia, Horgan, Joe, Roberts, Sedell
No: -
Absent: Long
Abstain: -

B. Addition to Business Meeting Minutes of January 23, 2023.
RECOMMENDED ACTION: Approve.

1. Staff Letter from Retirement Administrator.

2. Business Meeting Minutes of January 23, 2023 (Redline).

Ms. Webb noted that Trustee Horgan was not able to attend the meeting where the Board approved minutes for the Business meeting of January 23, 2023. Trustee Horgan alerted staff after the meeting of a correction that was needed; specifically, to reflect that the reason she voted no on an investment opportunity. Staff recommended the Board adopt Trustee Horgan’s submitted change to the minutes of January 23, 2023.

<u>MOTION</u>: Approve Proposed Addition to the Business Meeting Minutes of January 23, 2023.

Moved by Joe, seconded by Horgan.

Vote: Motion carried
Yes: Grass, Goulet, Hernandez-Garcia, Horgan, Joe, Roberts, Sedell
No: -
Absent: Long
Abstain: -

C. Approval of an On-Site Due Diligence Visit and Subsequent Attendance at the Walter Scott Investment Research Conference, May 8th – 11th in Edinburgh, Scotland, via Business Class Air Travel.
RECOMMENDED ACTION: Approve.

1. Staff Letter from Chief Investment Officer.

Mr. Gallagher said the Board traditionally conducts on-site due diligence visits with its Investment Managers every 3 years; however, it had been approximately 7 years since the Board had conducted one for Walter Scott. He noted VCERA's Education & Travel provided, *"For managers outside of North America, the frequency shall be every four years and whenever possible in conjunction with an educational opportunity to maximize the value of the overseas trip"*. In this case, the proposed due diligence visit was in conjunction with the Walter Scott Investment Research Conference.

MOTION: Approval of On-Site Due Diligence Visit and Subsequent Attendance of the Walter Scott Investment Research Conference, May 8 – 11, 2023, in Edinburgh, Scotland, via Business Class Air Travel for Up to Two VCERA Trustees and VCERA's CIO, Departing Thursday to Arrive Friday Night to Achieve Airfare Savings.

Moved by Joe, seconded by Grass.

Vote: Motion carried
Yes: Grass, Goulet, Hernandez-Garcia, Horgan, Joe, Roberts, Sedell
No: -
Absent: Long
Abstain: -

VII. NEW BUSINESS

A. Review of VCERA Charters.
RECOMMENDED ACTION: Adopt.

1. Staff Letter from Retirement Administrator.

2. Charter: Board of Retirement (Redline).

3. Charter: Board of Retirement (Clean).

4. Charter: Chair (Redline).

5. Charter: Chair (Clean).

6. Charter: Vice Chair (Redline).

7. Charter: Vice Chair (Clean).

8. Charter: Retirement Administrator (Redline).

9. Charter: Retirement Administrator (Clean).

Ms. Webb said staff was recommending minor changes to VCERA's Charters, mostly for clarification.

Trustee Goulet provided edits to the Board of Retirement, Chair, and Retirement Administrator charters. In the Board of Retirement Charter, item V. stated, "The Board will conduct a study of the relationship between the assets and liabilities of VCERA not less frequently than every three years". He asked whether that should be done more frequently, and if so, suggested the wording be changed to read, "The Board will conduct a study of the relationship between the assets and liabilities of VCERA, at least every 3 years, unless the Board determines circumstances dictate the need for an earlier study".

Ms. Nemiroff noted that the language from the Government Code section 31453 required an Actuarial evaluation to be made at intervals not to exceed 3 years.

Trustee Goulet proposed that they use the exact language from the Government code, rather than a variation of it.

Trustee Goulet continued: page 4, item 13, referenced, "Board Counsel", which should be changed to, "General Counsel"; page 5, item 17(e) it said the Board would annually, "Review VCERA's internal financial and operating controls as presented by the financial auditor", but proposed removal of the words, "as presented by the financial auditor" because the auditor did not opine on internal controls; page 6, item 23 used the word, "counsel", which should instead read, "outside counsel".

Ms. Webb noted an error in the numbering of the policy and said staff would correct the error.

Trustee Hernandez-Garcia asked how the Board reviewed itself.

Ms. Webb said it was not currently done formally, though she intended to recommend that a Board Self-Evaluation be incorporated into the annual retreat going forward. Staff was also researching how other retirement systems conducted Board self evaluations.

Trustee Goulet asked why, in the Board Chair charter, it was recommended the removal of text on page 2, item 3(h), "Review travel and other expenses of the Retirement Administrator on a quarterly basis".

Ms. Webb said it was because all of the travel for the Retirement Administrator was approved by the Board in an open session meeting or by policy, as well as being reported in the Retirement Administrator's Quarterly Report.

Trustee Goulet then said that the item did not say that it could not be reported in an open session meeting, because it simply said review travel and other expenses.

Chair Sedell said that he agreed with Trustee Goulet because there may be something that may be inadvertently omitted from an agenda. So, the wording simply would protect the Retirement Administrator as well as the Board, though there were no current concerns with the Retirement Administrators' travel or expenses.

Ms. Webb said she was certainly willing to withdraw that suggested edit.

Trustee Goulet then noted that in the Retirement Administrator Charter, item I, stated the position is "exempt from Ventura County civil service rules"; however, the Retirement Administrator was no longer a County position, and so that wording should be removed. Also, item IV. and V., he proposed the term, "compliantly implemented", would be better with the wording, "and complied with", so that the sentence read, "The Retirement Administrator will be responsible for ensuring that all administrative and operational policies of the Board, excluding governance and investment policies, are properly implemented and complied with."

Chair Sedell remarked that the wording properly implemented was compliance automatically, therefore, staff should just remove the words, "and compliantly".

Trustee Goulet agreed and noted the words, "and compliant' in item 5(a) should also be removed. Further, on page 2, item, 7(c), it said, "In consultation with medical evaluators and counsel, schedule disability applications to the Board for its consideration"; however, it was his understanding that the Retirement Administrator did not meet with the medical evaluators, or other counsels, pertaining to disability applications. Therefore, he suggested that the item simply say, "Schedule disability applications". On page 4, item 13(e), where it stated, "Legal Counsel", it should be, "Outside Legal Counsel" because they were service providers. Lastly, page 5, section III, item 15, it said, "The Retirement Administrator will provide the Board with relevant, appropriate and timely information to enable it to properly and compliantly carry out its oversight responsibilities with respect to the benefit administration function of VCERA"; however, he suggested that "and compliantly" be removed, and it should instead read, "information to enable it to properly carry out, and in compliance with its oversight responsibilities".

<u>MOTION</u>: Approve Staff Recommendation to Adopt the Proposed Changes to the Board Charters, with Board Amendments to the Charters for the Board of Retirement, Chair, and Retirement Administrators.

Moved by Jordan, seconded by Goulet.

Vote: Motion carried
Yes: Grass, Goulet, Hernandez-Garcia, Horgan, Joe, Roberts, Sedell
No: -
Absent: Long
Abstain: -

B. Periodic Review of Compensation Review Policy.
RECOMMENDED ACTION: Adopt.

1. Staff Letter from Retirement Administrator.

2. Compensation Review Policy Proposed (Redline).

3. Compensation Review Policy Proposed (Clean).

Trustee Goulet commented that on page 2, in the first line, the 2 government codes were out of order, and should be switched because 31462.2 comes before 31462.11.

Ms. Nemiroff said that staff would check to see if the government codes were indeed listed from lowest to highest and correct the policy accordingly.

MOTION: Approve Staff's Recommendation to Adopt Proposed Changes to the VCERA Compensation Review Policy, with Board Amendments.

Moved by Goulet, seconded by Joe.

Vote: Motion carried
Yes: Grass, Goulet, Hernandez-Garcia, Horgan, Joe, Roberts, Sedell
No: -
Absent: Long
Abstain: -

C. Updates to the Trustee Technology Use & Mobile Device Policy.
RECOMMENDED ACTION: Approve.

1. Staff Letter from Chief Technology Officer.

2. Trustee Technology Use and Mobile Device Policy Proposed (Redline).

3. Trustee Technology Use and Mobile Device Policy Proposed (Clean).

Ms. Oliver explained the proposed changes by staff were based on feedback from the trustees, conversations with Gartner, as well as the County of Ventura's Business Technology Committee. The changes were to assist with outlining the proper use of technology that was owned by VCERA, and highlight what was considered, "reasonable personal use".

MOTION: Approve Staff Proposed Changes to the Updated Trustee Technology Use & Mobile Device Policy.

Moved by Joe, seconded by Roberts.

Vote: Motion carried
Yes: Grass, Goulet, Hernandez-Garcia, Horgan, Joe, Roberts, Sedell
No: -
Absent: Long
Abstain: -

D. Request for Guidance Regarding Attendance Requirements for Presenters to the Board of Retirement and its Committees.

1. Staff Letter from Retirement Administrator.

Ms. Webb said the agenda item was to request guidance from the Board regarding the attendance requirements for presenters at Board meetings so that staff can communicate the Board's expectations to the various presenters.

Chair Sedell asked the other Board members if any of them had a preference on having the presenters attend the Board meetings in person or remotely.

Trustee Goulet said that his preference would be to have the presenters make their presentations in person, however, he would not argue strenuously for it.

Chair Sedell said he preferred to have the Investment Managers attend the meetings in person because he believed if the Board had invested a substantial amount of money with an Investment Manager, then it would be appropriate to ask that manager to have a face-to-face meeting with the Board, although the Board could argue on what would be considered a "substantial amount".

Ms. Webb noted that there were presenters aside from the Investment Managers, such as VCERA's Financial Auditor, who had attended today's meeting remotely.

Chair Sedell then said that he was mostly referring to those presenters who manage some of VCERA's investment assets.

Mr. Gallagher said that both in-person and virtual presentations have their benefits. While in-person presentations enable face-to-face interactions, virtual presentations offer a convenient and efficient time saving alternative, especially for presenters who may face travel difficulties to attend meetings. On the investment side, the costs of travel are paid from the funds in which we are invested. But of greatest impact, the entire time investment decision makers are travelling, they are not investing and generating investment returns, which is a significant opportunity cost. In addition, higher level investment decision makers would be available to present to the Board virtually than would be available for the much more time consuming travel to in-person presentations. He would therefore recommend the Board allow investment managers the option to attend the Board meetings in-person or remotely, while also reserving the right to require in-person attendance if the Board had any concerns.

Ms. Webb said that she would recommend that it be an "all or nothing" decision regarding presenters; however, she would strongly urge the Board to allow disability applicants to attend remotely because their health issues could make it difficult for them to attend in person.

Trustee Horgan said that she agreed with Mr. Gallagher, and believed that remote meetings, in current times were productive. However, she also liked the option to request that a presenter attend in person, because there may be times when VCERA would want someone to attend in person.

MOTION: Allow Remote Presentations, with the Option to Request In-Person Presentations.

Moved by Horgan, seconded by Grass.

Vote: Motion carried
Yes: Grass, Goulet, Hernandez-Garcia, Horgan, Joe, Roberts, Sedell
No: -
Absent: Long
Abstain: -

VIII. INFORMATIONAL

A. SACRS Legislative Update – March 2023.

B. SACRS Legislative Committee Outreach Guide for 2023.

C. CALAPRS Virtual Trustee Round Table.

IX. PUBLIC COMMENT

None.

X. STAFF COMMENT

Mr. Gallagher reported that there was a Due Diligence visit conducted with Western Asset Management and PIMCO. Both he and VCERA's General Counsel conducted the visit with Western Asset Management, last Monday. They were then joined by Trustee Ashby at the visit with PIMCO, the next day. They did not find any concerns and they planned to have a written report for the Board at the next business meeting. Also, he understood that that Silicon Valley Bank (SVB), the primary lender to Startups, Buyouts, and Venture Capital Firms, had a run on the bank, which had not been seen since the 1930s. SVB went into receivership over the weekend, and deposits over the FDIC insurance coverage limit of $250,000 were frozen. This action which caused chaos in private markets over the weekend. Signature Bank in New York also went into receivership. Treasury Secretary, Janet Yellen instructed the FDIC to make all Silicon Valley Bank and Signature Bank depositors whole through the Deposit Insurance Fund, and not just on deposits under $250,000. So, all the depositors should have access to their funds today and they made it very clear that rather than having any losses born by taxpayers, the losses to support uninsured depositors over the $250,000.00 limit would be recovered by a special assessment on banks. Therefore, this is a huge relief for depositors at both banks.

Ms. Webb said that both she and the General Counsel would serve on a panel for a conference for the California Professional Firefighters Association, which was meeting in San Diego on the 29th.

Ms. Herron informed the Board that staff was continuing to work jointly with the Auditor-Controller's Office on implementing the programming changes needed in the Ventura County Human Resources Payroll system, to cap the pensionable compensation to normal working hours. Staff was also reviewing the results of the second round of testing, and targeting a 3rd round of testing to verify some fixes. She had served as the project manager on this while previously employed with the Auditor-Controller's Office, and was continuing to help lead now that she was with VCERA.

Ms. Marshall said that she wanted to acknowledge her Fiscal team, Operations, IT Department, Brown Armstrong, Finance Committee, and Ms. Webb for their helpful contributions in producing the ACFR.

XI. BOARD MEMBER COMMENT

Trustee Goulet said Ms. Marshall had done a great job on the ACFR and the final product reflected that.

XII. ADJOURNMENT

The Chairman adjourned the meeting at, 10:32 a.m.

Respectfully submitted,

Linda Webb

LINDA WEBB, Retirement Administrator

Approved,

____

MIKE SEDELL, Chair

ABBOTT CAPITAL

VCERA
VENTURA COUNTY EMPLOYEES' RETIREMENT ASSOCIATION

VENTURA COUNTY EMPLOYEES' RETIREMENT ASSOCIATION

MARCH 27TH, 2023

ABBOTT PRESENTERS

MATTHEW SMITH

Managing Director

Investment Team
Joined Abbott in 2000

Georgetown University, A.B. in History
Georgetown University, M.B.A. in Finance

YOUNG LEE

Managing Director

Investment Team
Joined Abbott in 2007

Stanford University, B.A. in Economics
Columbia University, M.B.A.

ARIANNA MERRILL

Principal

Investment Team
Joined Abbott in 2018

Connecticut College, B.A. Economics and Political Science
Cornell University, M.B.A.

TABLE OF CONTENTS

ABBOTT CAPITAL OVERVIEW

ABOUT ABBOTT

Founded in 1986, Abbott is a multi-strategy private equity firm with approximately $14+ billion in assets under management. Our global platform spans the private equity, growth equity, and venture capital markets with solutions for a diverse investor base comprised of public, corporate, and multi-employer pension plans, foundations, endowments, family offices, and high net worth individuals.

Since inception, Abbott has committed more than $24 billion to more than 600 primary, secondary, and co-investments on behalf of its clients.

1986
Abbott Founded

100%
Independent and Employee- Owned

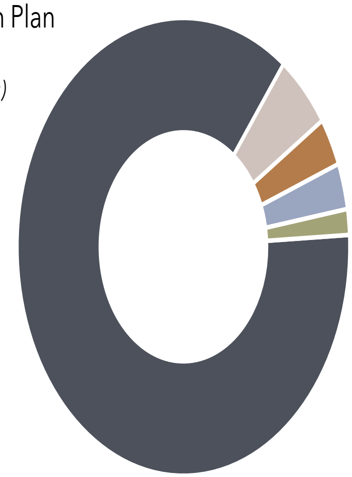
$14B+
Assets Under Management

10,000+
Funds Tracked

2015
UN PRI Signatory

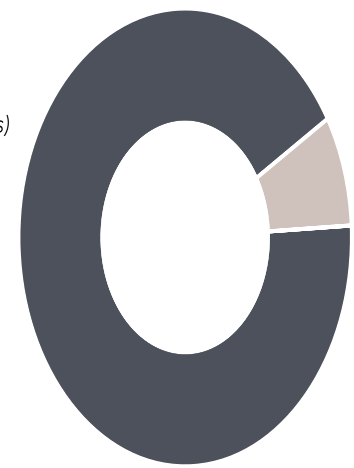
INVESTORS BY TYPE

BY AUM



INVESTORS BY GEOGRAPHY

BY AUM



AUM as of Dec 31 2021. AUM does not reflect Abbott's reported RAUM due to the inclusion of liabilities and approximately $850M of non-discretionary assets for which Abbott provides ongoing investment monitoring and reporting but does not provide continuous and regular supervisory or management services.

PRIVATE EQUITY PLATFORM

$24B+	$1B+	160+	150+
COMMITMENTS SINCE INCEPTION	AVG CAPITAL DEPLOYED ANNUALLY	MANAGER RELATIONSHIPS	LPAC SEATS
	3 YEARS ENDING DEC 31 2021	AS OF DEC 31 2021	AS OF DEC 31 2021

PRIVATE EQUITY SOLUTIONS

SEPARATELY MANAGED ACCOUNTS

CUSTOMIZED PORTFOLIOS built to meet client-specific investment goals

ACCESS to sector-focused, emerging, & diverse managers

PERSONALIZED REPORTING and administrative support

SECONDARIES & CO-INVESTMENTS

DEDICATED FUNDS for each strategy

SECONDARIES include GP-led, asset carve-outs, fund purchases

CO-INVESTMENTS with both new and existing Abbott GPs -- direct deals and SPVs

FLEXIBLE FUND SOLUTIONS

DIVERSIFIED FUNDS with flexible strategy allocations

TARGETED geographic and sector exposures

SINGLE AND MULTI-ASSET EXPOSURE through secondaries and co-investments

OPERATIONS & ADMINISTRATION

BACK-OFFICE SOLUTIONS built to ease in-house reporting and data management for LPs

PERFORMANCE REPORTING including analytics and benchmarking

ABBOTT TEAM

INVESTMENT COMMITTEE

LEONARD PANGBURN
Managing Director,
President
Joined 2005

MEREDITH RERISI
Managing Director
Joined 1998

TIM MALONEY
Managing Director
Joined 2004

MATTHEW SMITH
Managing Director
Joined 2000

YOUNG LEE
Managing Director
Joined 2007

JOBST KLEMME
Managing Director*
Joined 2015

WOLF WITT
Managing Director
Joined 2018

JONATHAN TUBIANA
Principal
Joined 2009

MORITZ TURCK
Principal*
Joined 2017

ARIANNA MERRILL
Principal
Joined 2018

INVESTMENT TEAM

DECLAN FEELEY
Vice President

AMY CAPORALE
Associate

WILLIAM CRENSHAW
Associate

ALEXIS MAIDA
Associate

LUIS DELGADO
Analyst

KATE HOLZER
Analyst

JEREMIAH YONDAH
Analyst

SECONDARY TEAM

*Abbott Europe
Joined refers to the year employee joined Abbott.

ABBOTT TEAM

OPERATIONS, FINANCE & LEGAL / COMPLIANCE

MARY T. HORNBY
Managing Director,
General Counsel & CCO
Joined 2004

LAUREN MASSEY
Managing Director,
Chief Administrative Officer
Joined 1995

PAOLO PARZIALE
Managing Director,
Chief Financial Officer
Joined 2002

PETER DORO
Director,
Compliance

JOE JULIANO
Director,
Investment Operations

JENNIFER LAGNADO
Director,
Corporate Operations

PUTRI KAFRAWI
Senior Manager,
Fund Administration

CLIENT SOLUTIONS & INVESTOR RELATIONS

SAMANTHA HEWITT
Director,
Investor Relations

SEAN P. LONG
Director,
Marketing & Client Solutions

VALENTINE WHITTAKER
Vice President,
Marketing & Client Solutions

ADVISORS

JONATHAN ROTH
Executive Advisor

MARTIN DUNNETT
Strategic Advisor

HOLGER VON GRAWERT
Strategic Advisor

50+ people dedicated to private equity

Managing Directors with deep private equity investment experience

Relationship and information advantages across the private equity ecosystem

Joined refers to the year employee joined Abbott.

VCERA PRIVATE EQUITY PROGRAM

VCERA PRIVATE EQUITY PROGRAM

OBJECTIVES, KEY EVENTS IN 2022, RECOMMENDATION

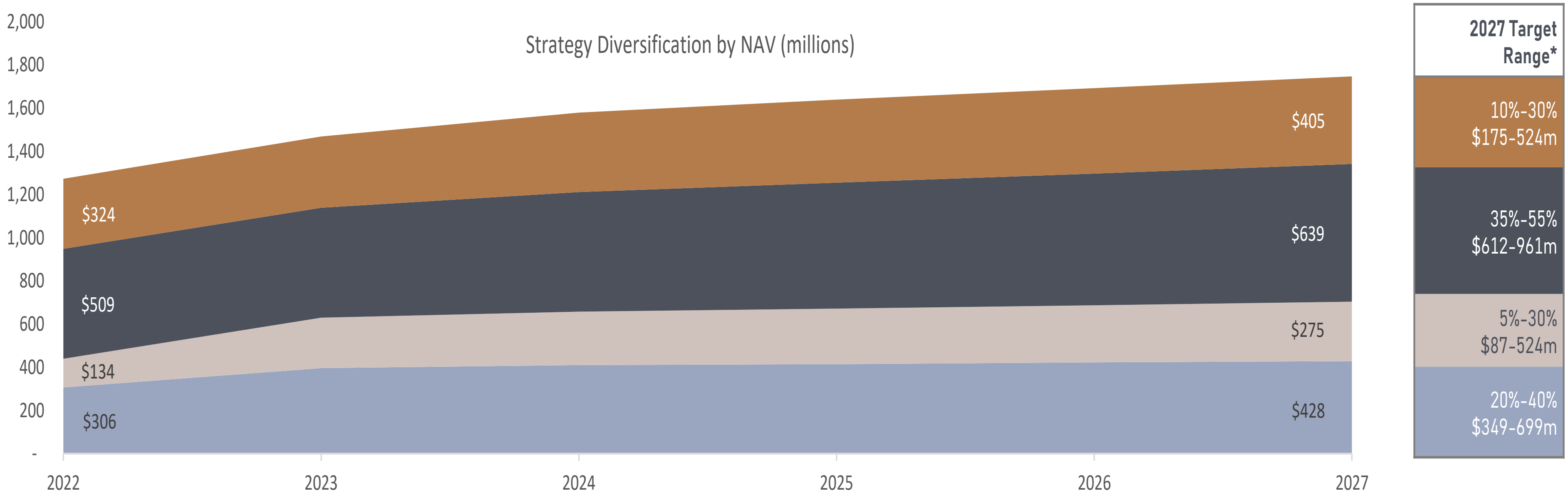
- Abbott oversees a customized private equity program with the following objectives:
  - Implement and monitor VCERA's private equity portfolio through a comprehensive, turn-key solution that covers the development, implementation, management, and reporting of the private equity portfolio
  - Target allocation of 18% of the total Plan NAV in private equity investments

- Key 2022 developments:
  - Committed approximately $283 million in 2022 via Abbott- and VCERA-sourced managers
    - $218 million in Abbott-sourced commitments
    - $65 million of VCERA-sourced commitments
  - VCERA reached its goal of a target allocation of 18% of the total Plan NAV in private equity investments
    - Ahead of projection (16.4%) and above last year (15.3%)

- Pursuant to the Investment Policy, Abbott is submitting the Annual Plan for 2023 for review and approval
  - Abbott recommends a 2023 commitment target of $235 million based on the December 31, 2022 Plan size, with an average of approximately $311 million committed per year over the next five years

STRATEGY DIVERSIFICATION

FUNDING BY STRATEGY (millions)	12/31/2022			12/31/2027		
STRATEGY	NAV	Undrawn	Exposure	NAV	Undrawn	Exposure
Venture Capital & Growth Equity (Global)	$324	$151	$475	$405	$266	$67
North American Buyouts & Special Situations	$509	$287	$795	$639	$447	$1,086
International Buyouts & Special Situations	$134	$106	$240	$275	$192	$467
Secondary & Co-Investment	$306	$235	$541	$428	$268	$696
VCERA Private Equity Program Totals	**$1,273**	**$778**	**$2,051**	**$1,747**	**$1,174**	**$2,921**



Plan Size: $7.1b
PE NAV: $1.3b

Projected Plan Size: $9.5b
Projected PE NAV: $1.7b

NAV is estimated based on September 30, 2022 net asset values, adjusted by net cash flows through December 31, 2022. Exposure represents NAV + uncalled commitments as of December 31, 2022 (Commitment – Paid In). Undrawn does not take into account recyclable amounts.

Diversification will not guarantee profitability or protection against loss. Actual exposure may differ from amounts shown above due to market conditions, investment opportunities, and other factors, and such differences may be material.

Please see Appendix for Strategy Definitions.

Past performance is not a guide to future results and is not indicative of expected realized returns.

VCERA PRIVATE EQUITY COMMITMENT ACTIVITY

2022 COMMITMENT ACTIVITY

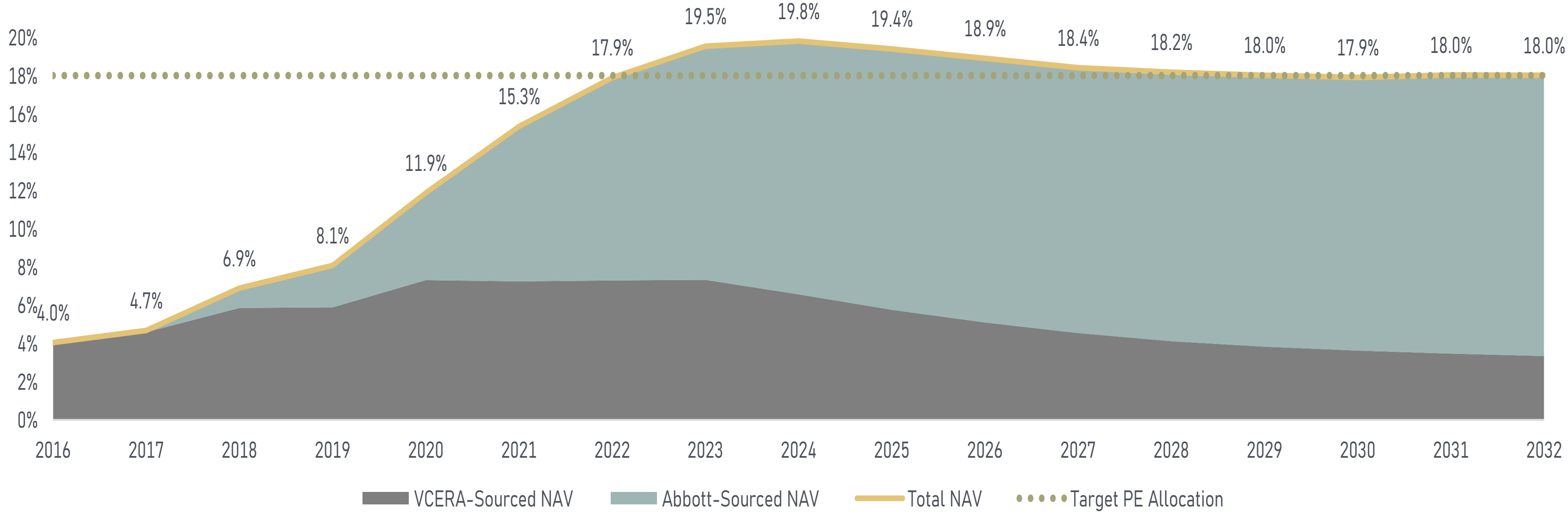
Fund	Commitment	Strategy
Abbott-Sourced Investments		
Advent International GPE X	$20.0	International Buyouts & Special Situations
Astorg VIII^	$18.1	International Buyouts & Special Situations
Battery Ventures XIV	$10.0	Venture Capital & Growth Equity
CRV XIX	$10.0	Venture Capital & Growth Equity
ECI 12^	$20.1	International Buyouts & Special Situations
Green Equity IX / Jade Equity II	$20.0	North America Buyouts & Special Situations
GTCR Strategic Growth Fund I	$10.0	North America Buyouts & Special Situations
Kinderhook Capital Fund 7	$10.0	North America Buyouts & Special Situations
M/C Partners IX	$10.0	North America Buyouts & Special Situations
Oak HC/FT Partners V	$10.0	Venture Capital & Growth Equity
Buenaventure One, LLC[1]	$80.0	Various
Total Abbott-Sourced Investments	**$218.3**	
VCERA-Sourced Investments		
Adams Street Global Secondary Fund 7	$25.0	Secondary & Co-Investment
HarbourVest – Dover Street XI	$40.0	Secondary & Co-Investment
Total VCERA-Sourced Investments	**$65.0**	
Grand Total	**$283.3**	

^Non-USD denominated funds. Commitment amounts, which may fluctuate due to exchange rate changes, were converted as of December 31, 2022.
[1]VCERA Commitment for Buenaventure One, LLC reflects the aggregate amount committed to portfolio funds in 2022 by Buenaventure One, LLC.
Totals may not sum due to rounding or late interest charges.

PACING

TWELVE-YEAR PACING ILLUSTRATION

Total Plan Projected Net Growth Rate	6.0%
Private Equity Target	18.0%



PACING ANALYSIS/PROJECTED CASH FLOWS (MILLIONS)

Year	12/31/2020	2021	2022	2023	2024	2025	2026	2027	2028	2029	2030	2031	2032
Annual Commitments	$273	$355	$283	$235	$225	$275	$380	$440	$440	$440	$475	$475	$475
Annual PE Capital Calls	181	247	215	276	278	269	279	307	349	385	410	444	444
Annual PE Distributions	63	219	107	296	390	435	456	484	497	507	510	570	559
Annual PE Net Cash Flow	(117)	(28)	(108)	19	112	166	176	177	148	122	100	126	115
PE NAV	**819**	**1,246**	**1,273**	**1,469**	**1,578**	**1,639**	**1,692**	**1,747**	**1,829**	**1,923**	**2,024**	**2,161**	**2,288**
Plan Assets	6,900	8,119	7,092	7,517	7,968	8,446	8,953	9,490	10,060	10,663	11,303	11,981	12,700
PE NAV as % of Plan Assets:	**11.9%**	**15.3%**	**17.9%**	**19.5%**	**19.8%**	**19.4%**	**18.9%**	**18.4%**	**18.2%**	**18.0%**	**17.9%**	**18.0%**	**18.0%**

2022 NAV is estimated based on September 30, 2022 net asset values, adjusted by net cash flows through December 31, 2022. Projected plan assets is derived from the total plan projected net growth rate provided by NEPC in February 2023. Plan Assets in 2020, 2021, and 2022 has been provided by VCERA as of December 31, 2022. Includes HarbourVest - Dover Street XI, which closed in January 2023. Actual exposure may differ from amounts shown above due to market conditions, investment opportunities, and other factors, and such differences may be material.

Past performance is not a guide to future results and is not indicative of expected realized returns.

VCERA PRIVATE EQUITY COMMITMENT ACTIVITY

2023 COMMITMENT ACTIVITY (YTD February 28, 2023)

Fund	Commitment	Strategy	Status
Abbott-Sourced Investments			
Charlesbank Technology Opportunities II	$20.0	North America Buyouts & Special Situations	Closed
GTCR XIV	$20.0	North America Buyouts & Special Situations	Closed
Hellman & Friedman XI	$20.0	North America Buyouts & Special Situations	Committed
Parthenon VII	$20.0	North America Buyouts & Special Situations	Closed
Total Abbott-Sourced Investments	**$80.0**		
VCERA-Sourced Investments			
Total VCERA-Sourced Investments	**$0.0**		
Grand Total	**$80.0**		

All values shown in millions. Numbers may not sum due to rounding.
Totals may not sum due to rounding or late interest charges.

VCERA PRIVATE EQUITY INVESTMENT ACTIVITY

2023 PIPELINE

Potential Investments – Active Due Diligence In Progress	
Fund	**Strategy**
Buyout Fund A	International Buyouts & Special Situations
Buyout Fund B	International Buyouts & Special Situations
Buyout Fund C	North American Buyouts & Special Situations
Buyout Fund D	North American Buyouts & Special Situations

- Four commitments pending or closed in 2022
  - All Abbott-sourced commitments
- YTD 2023 commitments plus forward pipeline in excess of $200 million across all strategies

CURRENT PIPELINE

Venture Capital & Growth Equity	
Sub-Strategy	**# of Funds**
Early Stage VC	2
Later Stage VC	1
Multi-Stage VC	1
Total	**4**

North American Buyouts & Special Situations	
Sub-Strategy	**# of Funds**
Lower Middle-Market	1
Middle-Market	4
Upper Middle-Market	1
Total	**6**

International Buyouts & Special Situations	
Sub-Strategy	**# of Funds**
Lower Middle-Market	3
Middle-Market	4
Upper Middle-Market	0
Total	**7**

2023 Pipeline as of February 28, 2023. The pipeline represents investment opportunities only and an investment decision with respect thereto may not be final. Every investment decision is subject to appropriate due diligence and allocation availability. Diversification will not guarantee profitability or protection against loss. Actual exposure may differ from amounts shown above due to market conditions, investment opportunities, and other factors, and such differences may be material.
Please see Appendix for Strategy Definitions.

PRIVATE EQUITY ANNUAL PLAN

ANNUAL PLAN REVIEW AND RECOMMENDED PACING

- Based on the current Plan size and growth assumptions, Abbott recommends a 2023 commitment target of $235 million
  - Target includes both Abbott- and VCERA-sourced commitments

- Current modeling suggests an average commitment level of approximately $311 million over the next five years
  - Decrease versus 2022 Plan due to contraction in the overall Plan size (i.e., the denominator effect)

  - The pacing model projects VCERA will slightly exceed the target allocation in 2023 but remain within the approved bands
    - The allocation to private equity is expected to rebalance over time

- While the 2023 Annual Plan is being presented during a time of continued uncertainty, interim volatility and short-term changes in the environment should not influence long-term strategic portfolio decisions

ABBOTT CONTINUES TO WORK CLOSELY AND COLLABORATIVELY WITH VCERA AND NEPC TO MEET VCERA'S OVERALL PRIVATE EQUITY OBJECTIVES

STATEMENT OF INVESTMENTS

VCERA STATEMENT OF INVESTMENTS

ROLLFORWARD AS OF DEC 31 2022

Venture Capital and Growth Equity	Initial Closing Date	Vintage Year	Commitment	Unfunded Commitment	Amount Paid-in	Distributions	Valuation[1]	Total Value	TVPI	IRR
Battery Ventures XII	02/01/2018	2018	$9,050,000	$888,710	$8,161,290	$4,839,132	$19,560,158	$24,399,290	3.0x	37.9%
Battery Ventures XII Side Fund	02/01/2018	2018	$5,050,000	$277,245	$4,772,755	$5,433,191	$9,995,905	$15,429,096	3.2x	41.8%
Battery Ventures XIII	02/11/2020	2020	$9,240,000	$1,908,060	$7,331,940	-	$9,785,554	$9,785,554	1.3x	19.5%
Battery Ventures XIII Side Fund	02/11/2020	2020	$6,160,000	$1,241,856	$4,918,144	-	$7,012,784	$7,012,784	1.4x	23.5%
Battery Ventures XIV	02/24/2022	2022	$10,000,000	$9,200,000	$800,000	-	$685,318	$685,318	0.9x	-40.1%
CRV XIX	01/27/2022	2022	$10,000,000	$8,725,000	$1,275,000	-	$1,141,928	$1,141,928	0.9x	-22.5%
CRV XVIII	07/02/2020	2020	$15,000,000	$2,887,500	$12,112,500	-	$14,136,943	$14,136,943	1.2x	12.4%
Drive Capital Fund II	08/19/2016	2016	$15,000,000	$57,157	$14,946,053	$3,410,764	$29,760,749	$33,171,513	2.2x	22.0%
Drive Capital Fund III	04/05/2019	2019	$7,500,000	$1,309,673	$6,190,327	-	$7,934,232	$7,934,232	1.3x	16.5%
Drive Capital Fund IV	12/27/2021	2022	$10,000,000	$6,167,000	$3,833,000	-	$3,628,599	$3,628,599	0.9x	-7.1%
Drive Capital Overdrive Fund I	04/05/2019	2019	$7,500,000	$183,313	$7,316,687	$12,492	$13,914,070	$13,926,562	1.9x	29.0%
Drive Capital Overdrive Fund II	12/27/2021	2022	$10,000,000	$5,830,047	$4,169,953	-	$3,989,912	$3,989,912	1.0x	-8.0%
GGV Capital VII	08/15/2018	2019	$10,160,000	$609,600	$9,550,400	$69,608	$13,847,881	$13,917,489	1.5x	15.8%
GGV Capital VII Plus	08/15/2018	2019	$2,540,000	$63,500	$2,476,500	-	$3,080,683	$3,080,683	1.2x	9.0%
GGV Capital VIII	10/30/2020	2021	$9,180,000	$4,268,700	$4,911,300	-	$5,685,363	$5,685,363	1.2x	13.7%
GGV Capital VIII Plus	10/30/2020	2021	$2,295,000	$1,239,300	$1,055,700	-	$1,111,244	$1,111,244	1.1x	4.8%
GGV Discovery II	08/15/2018	2019	$2,100,000	$147,000	$1,953,000	-	$3,921,640	$3,921,640	2.0x	32.1%
GGV Discovery III	10/30/2020	2021	$3,825,000	$2,084,625	$1,740,375	-	$2,506,721	$2,506,721	1.4x	34.6%
Oak HC/FT Partners III	07/31/2019	2019	$15,000,000	$1,821,841	$14,526,349	$1,348,190	$23,440,565	$24,788,755	1.7x	29.8%
Oak HC/FT Partners IV	02/17/2021	2021	$10,000,000	$2,163,128	$7,836,872	-	$8,539,947	$8,539,947	1.1x	8.0%
Oak HC/FT Partners V	05/11/2022	2022	$10,000,000	$9,583,702	$416,298	-	$547,410	$547,410	1.3x	117.7%
Total Venture Capital and Growth Equity			**$179,600,000**	**$60,656,957**	**$120,294,443**	**$15,113,377**	**$184,227,606**	**$199,340,983**	**1.7x**	**25.0%**

[1]Valuation is estimated based on September 30, 2022 net asset values, adjusted by net cash flows through December 31, 2022.

Past performance is not a guide to future results and is not indicative of expected realized returns.

VCERA STATEMENT OF INVESTMENTS

ROLLFORWARD AS OF DEC 31 2022

Buyouts & Special Situations	Initial Closing Date	Vintage Year	Commitment	Unfunded Commitment	Amount Paid-in	Distributions	Valuation[1]	Total Value	TVPI	IRR
ABRY Partners IX	12/06/2018	2019	$10,600,000	$2,282,490	$9,925,619	$1,608,110	$11,832,833	$13,440,942	1.4x	16.6%
Advent International GPE IX	05/23/2019	2019	$10,000,000	$1,299,278	$8,700,722	$799,600	$12,634,207	$13,433,807	1.5x	29.3%
Advent International GPE X	04/28/2022	2022	$20,000,000	$19,300,000	$700,000	-	$580,992	$580,992	0.8x	-50.8%
Astorg VII	12/17/2018	2019	$8,715,479	$945,262	$7,770,216	-	$9,311,945	$9,311,945	1.2x	11.6%
Astorg VIII	02/01/2022	2022	$18,138,577	$15,150,886	$2,987,691	-	$2,801,322	$2,801,322	0.9x	-19.6%
CapVest Equity Partners IV	07/11/2018	2019	$12,398,348	$4,431,433	$7,966,915	-	$9,857,297	$9,857,297	1.2x	16.1%
CapVest Equity Partners V	11/23/2021	2022	$18,467,577	$18,467,577	-	-	($234,113)	($234,113)	-	N/A
Charlesbank Equity Fund X	11/20/2020	2021	$24,000,000	$13,932,688	$10,074,622	$73,953	$10,343,538	$10,417,491	1.0x	4.4%
Charlesbank Equity Overage Fund X	11/20/2020	2021	$6,000,000	$1,666,946	$4,337,517	$31,636	$4,647,078	$4,678,714	1.1x	11.8%
Clearlake Capital Partners V	12/22/2017	2018	$9,950,000	$2,129,324	$14,059,510	$17,758,524	$12,535,892	$30,294,415	2.2x	44.5%
Clearlake Capital Partners VI	01/02/2020	2020	$18,700,000	$522,109	$18,922,043	$1,566,382	$26,297,215	$27,863,597	1.5x	28.6%
Clearlake Capital Partners VII	09/17/2021	2022	$20,000,000	$11,794,211	$8,205,789	$487	$8,090,062	$8,090,549	1.0x	-2.7%
CVC Capital Partners VIII	05/22/2020	2021	$19,775,665	$8,299,317	$11,476,347	-	$11,856,241	$11,856,241	1.0x	6.6%
ECI 11	07/05/2018	2018	$9,710,273	$1,989,603	$7,720,670	$3,884,612	$7,430,370	$11,314,983	1.5x	19.3%
ECI 12	07/15/2022	2022	$20,137,194	$20,137,194	-	-	-	-	-	N/A
Flexpoint Fund IV-A	07/02/2019	2020	$10,650,000	$4,544,623	$6,105,377	$1,412,900	$7,987,625	$9,400,525	1.5x	31.7%
Flexpoint Overage Fund IV-A	07/02/2019	2021	$3,550,000	$1,278,409	$2,271,591	-	$2,530,081	$2,530,081	1.1x	9.4%
Genstar Capital Partners IX	02/21/2019	2019	$7,500,000	$865,533	$7,113,299	$3,147,426	$9,670,235	$12,817,661	1.8x	36.2%
Genstar Capital Partners IX Opportunities Program	02/21/2019	2019	$2,500,000	$397,194	$2,152,214	$940,541	$2,921,107	$3,861,648	1.8x	28.6%
Genstar Capital Partners X	04/01/2021	2021	$15,000,000	$7,492,231	$7,507,769	-	$7,742,611	$7,742,611	1.0x	5.8%
Genstar Capital Partners X Opportunities Program	04/01/2021	2021	$5,000,000	$2,080,221	$2,919,779	-	$3,024,952	$3,024,952	1.0x	5.6%
Great Hill Equity Partners VII	06/28/2019	2020	$8,900,000	$892,507	$8,007,493	$2,458,521	$8,282,070	$10,740,591	1.3x	73.6%

[1]Valuation is estimated based on September 30, 2022 net asset values, adjusted by net cash flows through December 31, 2022.
N/A = Not applicable; these investments have not started calling capital.
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VCERA STATEMENT OF INVESTMENTS

ROLLFORWARD AS OF DEC 31 2022

Buyouts & Special Situations	Initial Closing Date	Vintage Year	Commitment	Unfunded Commitment	Amount Paid-in	Distributions	Valuation[1]	Total Value	TVPI	IRR
Great Hill Equity Partners VIII	11/01/2021	2022	$25,000,000	$23,711,891	$1,288,109	-	($266,479)	($266,479)	-0.2x	-100.0%
Green Equity Investors IX	03/01/2022	2022	$13,300,000	$13,300,000	-	-	-	-	-	N/A
Green Equity Investors VIII	10/18/2019	2020	$15,000,000	$2,049,081	$13,070,155	$119,236	$13,919,777	$14,039,013	1.1x	5.5%
GTCR Fund XII	09/29/2017	2017	$30,000,000	$5,467,108	$24,532,892	$12,846,870	$32,264,256	$45,111,126	1.8x	27.4%
GTCR Fund XIII	10/27/2020	2021	$30,000,000	$14,656,348	$15,343,652	$3,268,145	$14,616,588	$17,884,733	1.2x	29.8%
GTCR Strategic Growth Fund I	01/18/2022	2022	$10,000,000	$9,687,000	$313,000	-	$185,823	$185,823	0.6x	-87.1%
Hellman & Friedman Capital Partners IX	09/28/2018	2019	$19,800,000	$592,948	$20,256,309	$1,156,489	$22,737,189	$23,893,678	1.2x	9.2%
Hellman & Friedman Capital Partners X	05/10/2021	2021	$20,000,000	$9,098,090	$10,921,971	$20,061	$9,791,705	$9,811,766	0.9x	-10.5%
Insight Venture Partners X	10/13/2017	2018	$25,000,000	$1,235,312	$25,680,872	$10,857,572	$51,437,950	$62,295,522	2.4x	29.4%
Jade Equity Investors II	03/01/2022	2022	$6,700,000	$6,700,000	-	-	-	-	-	N/A
Kinderhook Capital Fund 7	01/28/2022	2022	$10,000,000	$7,106,422	$2,893,578	$4,083	$2,615,886	$2,619,969	0.9x	-29.4%
M/C Partners IX	05/06/2022	2022	$10,000,000	$10,000,000	-	-	-	-	-	N/A
M/C Partners VIII	04/02/2018	2019	$10,000,000	$2,671,208	$7,328,792	$929,368	$7,941,750	$8,871,118	1.2x	11.0%
Prairie Capital VII QP	04/06/2021	2021	$10,800,000	$7,128,000	$3,672,000	-	$4,032,289	$4,032,289	1.1x	9.3%
Ridgemont Equity Partners IV	10/29/2021	2022	$20,000,000	$20,000,000	-	-	$149,866	$149,866	-	N/A
Riverside Micro-Cap Fund V	08/21/2018	2019	$10,000,000	$1,938,800	$8,061,200	-	$11,664,917	$11,664,917	1.4x	19.5%
Riverside Micro-Cap Fund VI	08/26/2021	2022	$20,000,000	$18,671,611	$1,328,389	-	$1,195,911	$1,195,911	0.9x	-34.1%
TA XIII	05/02/2019	2019	$10,000,000	$200,000	$9,800,000	$3,650,000	$12,371,024	$16,021,024	1.6x	34.5%
TA XIV	05/27/2021	2021	$10,000,000	$4,200,000	$5,800,000	-	$5,357,865	$5,357,865	0.9x	-13.2%
The Resolute Fund IV	05/02/2018	2018	$20,000,000	$2,358,372	$21,313,069	$12,324,946	$30,181,994	$42,506,940	2.0x	41.1%
Vitruvian Investment Partnership IV	06/03/2020	2020	$20,193,551	$7,819,071	$12,374,480	-	$13,502,888	$13,502,888	1.1x	10.1%
Total Buyouts and Special Situations			**$625,486,663**	**$308,490,299**	**$332,903,651**	**$78,859,461**	**$403,844,758**	**$482,704,219**	**1.4x**	**25.3%**

[1]Valuation is estimated based on September 30, 2022 net asset values, adjusted by net cash flows through December 31, 2022.
N/A = Not applicable; these investments have not started calling capital.
Past performance is not a guide to future results and is not indicative of expected realized returns.

VCERA STATEMENT OF INVESTMENTS

ROLLFORWARD AS OF DEC 31 2022

Fund of Funds	Initial Closing Date	Vintage Year	Commitment	Unfunded Commitment	Amount Paid-in	Distributions	Valuation[1]	Total Value	TVPI	IRR
Adams Street 2013 Global Fund	06/27/2013	2013	$75,000,000	$5,680,259	$69,319,741	$63,903,906	$85,653,267	$149,557,173	2.2x	15.1%
Adams Street 2016 Global Fund	08/16/2016	2016	$60,000,000	$10,615,224	$49,384,776	$21,068,412	$73,061,096	$94,129,508	1.9x	21.3%
Adams Street Partnership Fund – 2010 Non-U.S. Developed Markets Fund	05/21/2010	2010	$25,500,000	$2,537,251	$22,962,749	$33,107,393	$10,945,204	$44,052,597	1.9x	13.1%
Adams Street Partnership Fund – 2010 Non-U.S. Emerging Markets Fund	05/21/2010	2010	$8,500,000	$867,000	$7,633,000	$7,605,239	$8,045,840	$15,651,079	2.1x	10.9%
Adams Street Partnership Fund – 2010 U.S. Fund	05/21/2010	2010	$42,500,000	$5,057,500	$37,442,500	$67,869,468	$29,004,020	$96,873,488	2.6x	17.2%
Buenaventure One, LLC	01/05/2018	2018	$289,599,750	$148,979,160	$140,620,590	$17,233,156	$196,336,688	$213,569,844	1.5x	22.8%
Total Fund of Funds			**$501,099,750**	**$173,736,394**	**$327,363,356**	**$210,787,574**	**$403,046,115**	**$613,833,689**	**1.9x**	**16.8%**
Total Primary Investments			**$1,306,186,413**	**$542,883,650**	**$780,561,450**	**$304,760,412**	**$991,118,479**	**$1,295,878,891**	**1.7x**	**18.9%**

[1]Valuation is estimated based on September 30, 2022 net asset values, adjusted by net cash flows through December 31, 2022.
[2]Commitment and other metrics for Buenaventure One, LLC reflect the aggregate amount committed to portfolio funds by Buenaventure One, LLC.
Past performance is not a guide to future results and is not indicative of expected realized returns.

VCERA STATEMENT OF INVESTMENTS

ROLLFORWARD AS OF DEC 31 2022

Secondary Funds of Funds	Initial Closing Date	Vintage Year	Commitment	Unfunded Commitment	Amount Paid-in	Distributions	Valuation[1]	Total Value	TVPI	IRR
Abbott Secondary Opportunities, L.P.	12/21/2017	2016	$25,000,000	$378,552	$24,984,164	$29,843,875	$10,834,528	$40,678,402	1.6x	25.3%
Abbott Secondary Opportunities II, L.P.	01/31/2020	2021	$40,000,000	$24,393,278	$15,606,722	$4,200,000	$15,881,796	$20,081,796	1.3x	62.8%
Adams Street Global Secondary Fund 7	11/04/2022	2022	$25,000,000	$21,250,000	$3,822,560	-	$3,750,000	$3,750,000	1.0x	-16.0%
HarbourVest - Dover Street VIII	05/30/2013	2012	$67,500,000	$5,400,000	$62,184,954	$97,765,779	$7,828,058	$105,593,837	1.7x	19.9%
HarbourVest - Dover Street IX	07/08/2016	2016	$60,000,000	$7,800,000	$52,200,000	$53,689,599	$37,847,724	$91,537,323	1.8x	23.8%
HarbourVest - Dover Street X	05/31/2019	2019	$40,000,000	$14,700,000	$25,300,000	$8,766,500	$29,797,485	$38,563,985	1.5x	38.7%
Pantheon Global Secondary Fund IV	06/24/2010	2010	$15,000,000	$2,040,000	$9,960,000	$14,929,293	$954,067	$15,883,360	1.6x	12.9%
Pantheon Global Secondary Fund V	02/06/2015	2015	$50,000,000	$10,383,491	$39,616,509	$30,059,484	$35,276,156	$65,335,640	1.6x	13.6%
Pantheon Global Secondary Fund VI	02/24/2020	2020	$25,000,000	$8,387,113	$16,847,805	$3,224,621	$24,875,410	$28,100,031	1.7x	28.8%
Pantheon Global Secondary Fund VII	10/28/2021	2022	$25,000,000	$20,526,654	$4,473,346	$48,551	$4,452,912	$4,501,463	1.0x	1.1%
Total Secondary Funds of Funds			**$372,500,000**	**$115,259,088**	**$254,996,061**	**$242,527,702**	**$171,498,135**	**$414,025,838**	**1.6x**	**19.6%**

Co-Investment Funds	Initial Closing Date	Vintage Year	Commitment	Unfunded Commitment	Amount Paid-in	Distributions	Valuation[1]	Total Value	TVPI	IRR
Adams Street 2010 Direct Fund	05/21/2010	2010	$8,500,000	$331,500	$8,168,500	$11,837,557	$3,705,077	$15,542,634	1.9x	12.1%
Adams Street Co-Investment Fund IV A	09/24/2018	2018	$30,000,000	$5,062,521	$28,267,931	$9,740,499	$34,196,907	$43,937,406	1.6x	22.5%
Adams Street Co-Investment Fund V	09/30/2021	2022	$35,000,000	$33,250,000	$1,750,000	-	$1,711,841	$1,711,841	1.0x	-3.8%
HarbourVest Partners Co-Investment IV	05/31/2017	2016	$30,000,000	$5,732,352	$24,464,388	$23,670,200	$22,264,117	$45,934,317	1.9x	16.9%
HarbourVest Partners Co-Investment V	07/31/2018	2019	$35,000,000	$7,875,000	$27,125,000	$5,592,394	$39,753,940	$45,346,334	1.7x	23.6%
HarbourVest Partners Co-Investment VI	06/24/2021	2021	$35,000,000	$26,250,000	$8,750,000	-	$8,096,604	$8,096,604	0.9x	-19.6%
Total Co-Investment Funds			**$173,500,000**	**$78,501,373**	**$98,525,819**	**$50,840,650**	**$109,728,486**	**$160,569,136**	**1.6x**	**17.1%**
Total Secondary Funds of Funds and Co-Investments Funds			**$546,000,000**	**$193,760,461**	**$353,521,880**	**$293,368,352**	**$281,226,621**	**$574,594,974**	**1.6x**	**18.9%**
Total Portfolio Funds			**$1,852,186,413**	**$736,644,110**	**$1,134,083,330**	**$598,128,764**	**$1,272,345,101**	**$1,870,473,864**	**1.6x**	**18.9%[2]**
Net IRR										**18.8%[3]**

[1]Valuation is estimated based on September 30, 2022 net asset values, adjusted by net cash flows through December 31, 2022.
[2]IRR is net of management fees paid to underlying and/or fund of fund managers, but gross of fees paid directly to Abbott and takes into account net gains and losses realized on the sale of distributed stock.
[3]IRR is net of management fees paid to Abbott but does not take into account net gains and losses realized on the sale of distributed stock.

Past performance is not a guide to future results and is not indicative of expected realized returns.

VCERA PORTFOLIO NET PERFORMANCE

ROLLFORWARD AS OF DEC 31 2022

VCERA Portfolio – Net Performance

Period	1 year	2 years	3 years	5 years	7 years	10 years	Since inception
VCERA Portfolio[1]	-6.35%	16.61%	22.38%	20.46%	19.49%	19.04%	18.81%
Russell 3000 (PME+) +200bps	-16.38%	0.57%	6.45%	8.97%	10.80%	11.08%	11.17%
Difference	**10.03%**	**16.04%**	**15.93%**	**11.49%**	**8.69%**	**7.96%**	**7.64%**

[1]Rollforward Net Performance IRR is estimated based on September 30, 2022 net asset values, adjusted by net cash flows through December 31, 2022. IRR is net of management fees paid to Abbott but does not take into account net gains and losses realized on the sale of distributed stock.

Past performance is not a guide to future results and is not indicative of expected realized returns.

See Important Information pages herein including **Public Market Equivalent and Indices.**

PRIVATE EQUITY MARKET OVERVIEW

PRIVATE EQUITY ENVIRONMENT
2022 MARKET REVIEW

MACROECONOMIC TRENDS IN 2022

- The Federal Reserve raised rates 425 basis points during the year
- Inflation measured by CPI appears to have peaked at 9.1% in June, and core inflation in September at 6.6%
- U.S. Equity benchmarks turned in their worst performance since the global financial crisis, and U.S. bond markets suffered their worst year ever
  - S&P 500 (-18%), NASDAQ (-33%), MSCI World (-18%), and S&P U.S. Corporate High Yield (-11%)

PRIVATE EQUITY

- Fundraising in the U.S. remained robust following 2021's record-breaking year, while in Europe it declined to the lowest levels by value since 2014 and by count since 2012.
- In the U.S., investment activity declined from 2021 but remained high compared to pre-Covid levels, while in Europe, investment activity surpassed 2021 by both value and count.
- Exit activity by both value and count declined in both the U.S. and Europe following 2021's record year for both regions.

VENTURE CAPITAL

- Fundraising continues to be concentrated across larger funds. Less than 30% of all capital raised in 2022 went to funds under $500M in size.
- Investment activity fell in each quarter of 2022, with overall activity falling 60% from Q4 2021 to Q4 2022.
- Exit activity declined drastically from 2021, falling 91%. Q4 2022 saw the lowest quarterly exit value since Q3 2009, at $5B.

SECONDARIES

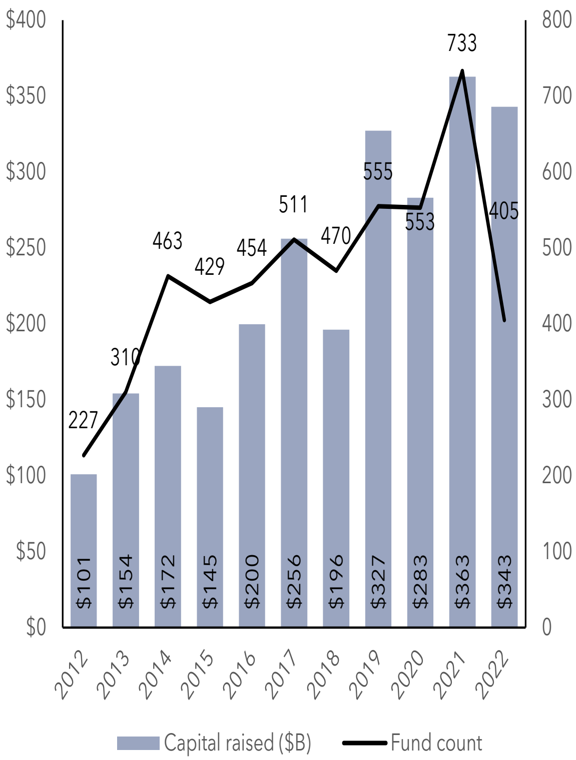
- Secondary volumes fell 18% from 2021, but still represents the second highest year on record, at $108B.
- Wide bid-ask spreads slowed the pace of transactions, as sellers remained anchored to higher 2021 valuations while buyers considered public market declines.
- GP-led transactions accounted for 48% of total transaction volume.

Data Source: PitchBook 2022 Annual US PE Breakdown; PitchBook 2022 Annual European PE Breakdown; Q4 2022 PitchBook-NVCA Venture Monitor; Jefferies LLC, Global Secondary Market Review, January 2023

For illustrative purposes only. There is no assurance that any trends depicted or described will continue.

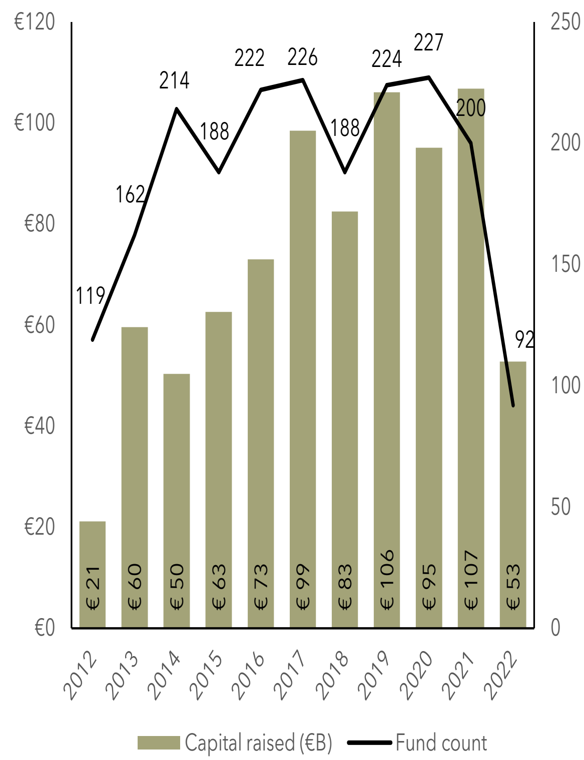
PE & VC FUNDRAISING

U.S. PE FUNDRAISING ACTIVITY



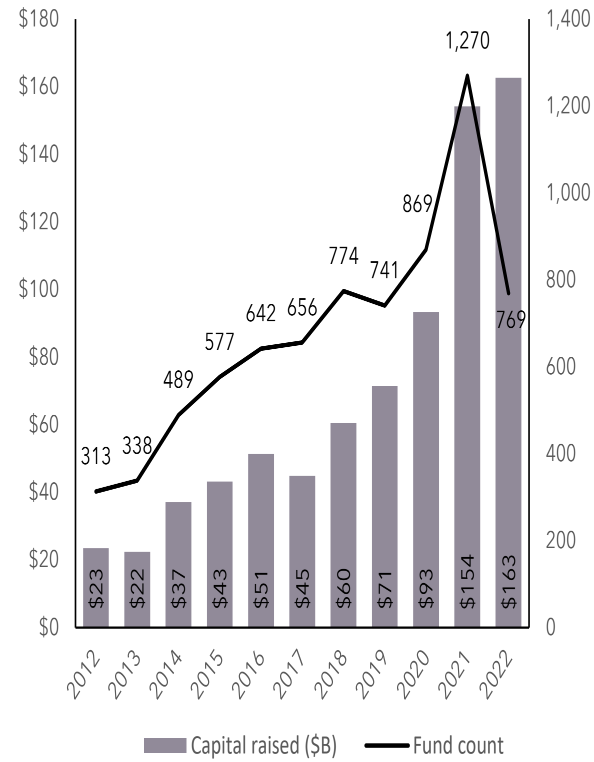
- In the U.S., 405 funds raised $343 billion, comparable value to 2021's $363 billion, but concentrated in far fewer funds.

EUROPE PE FUNDRAISING ACTIVITY



- Across Europe, 92 funds raised under €53 billion, representing over 50% decline in both number of funds and capital raised.

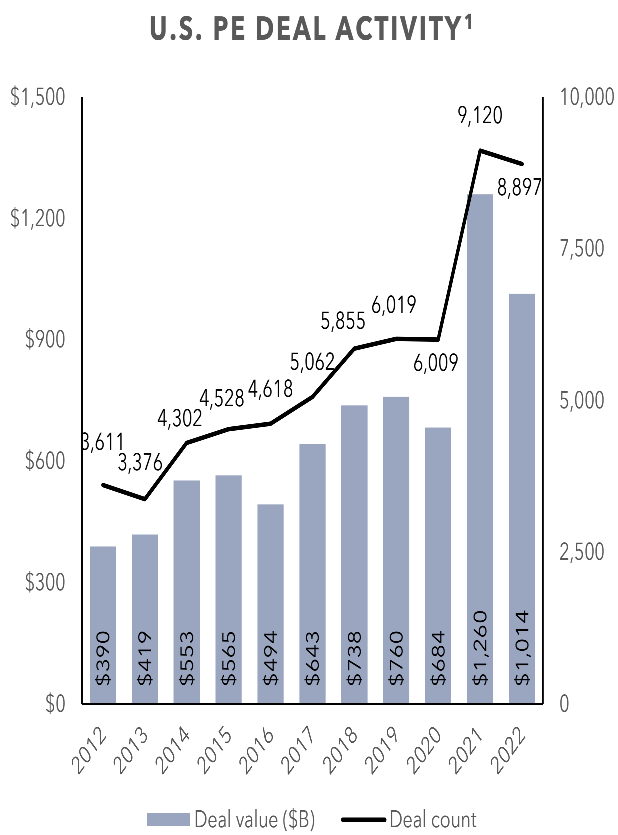
U.S. VC FUNDRAISING ACTIVITY

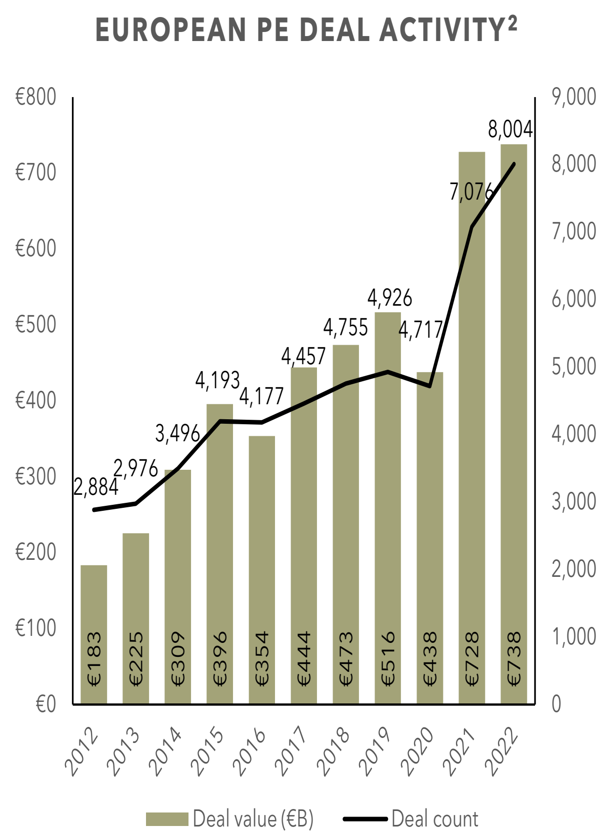


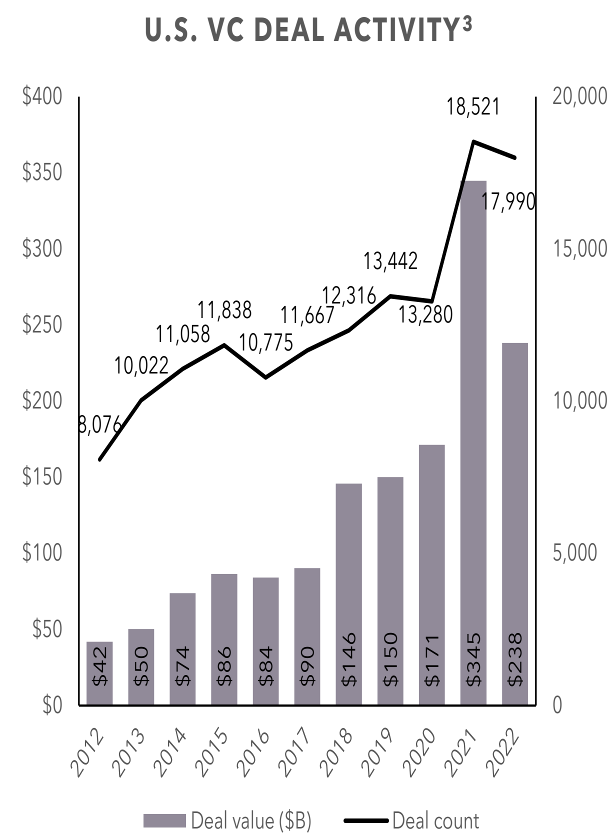
- Within the U.S. venture capital, fundraising broke a record with over $163 billion raised across 769 funds. A slight increase in capital raised but concentrated in far fewer funds.

Data Source: PitchBook 2022 Annual US PE Breakdown; PitchBook 2022 Annual European PE Breakdown; Q4 2022 PitchBook-NVCA Venture Monitor.
For illustrative purposes only. There is no assurance that any trends depicted or described will continue.

PE & VC INVESTMENTS





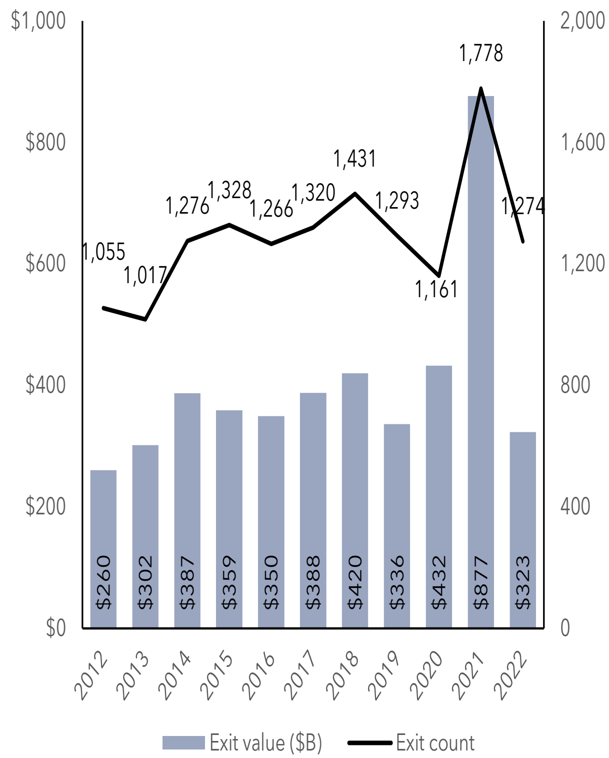


- In the U.S., dealmaking fell from 2021 peaks, however deals by both number and value remained elevated above any other year in the past decade.
- Across Europe, dealmaking continued to trend upwards, as the number and value of deals continued to climb, surpassing 2021's peaks.
- Within U.S. venture capital, deals by both value and number fell from 2021, but were higher than all other years in the past decade.

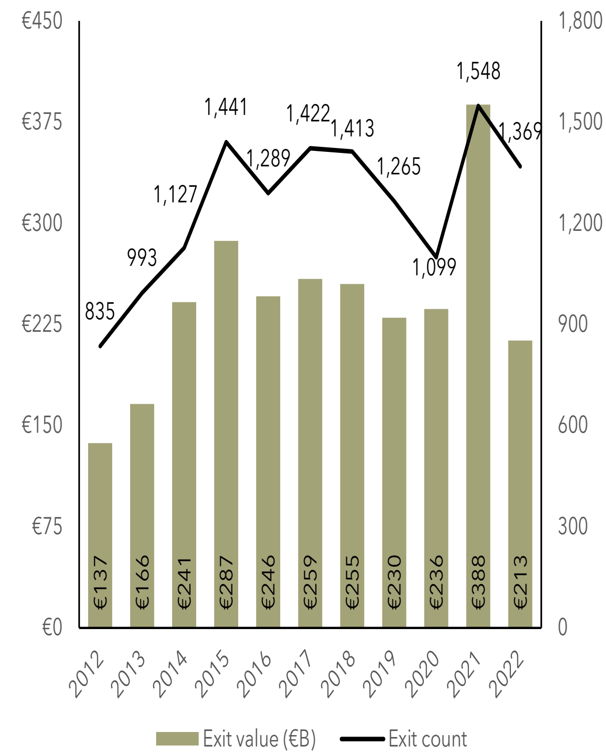
[1]U.S. PE Deal Activity includes estimated deals totaling $93 billion in value and 1,402 in number for 2022.
[2]European PE Deal Activity includes estimated deals totaling €143 billion in value and 1,791 in number for 2022.
[3]U.S. VC Deal Activity includes estimated exit count of 2,138.
Data Source: PitchBook 2022 Annual US PE Breakdown; PitchBook 2022 Annual European PE Breakdown; Q4 2022 PitchBook-NVCA Venture Monitor.
For illustrative purposes only. There is no assurance that any trends depicted or described will continue.

PE & VC EXITS

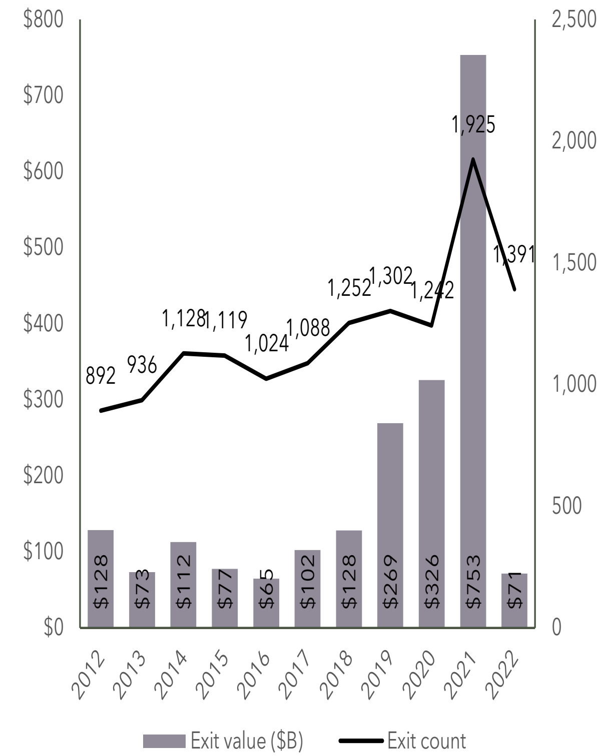
U.S. PE EXIT ACTIVITY[1]



EUROPE PE EXIT ACTIVITY[2]



U.S. VC EXIT ACTIVITY[3]



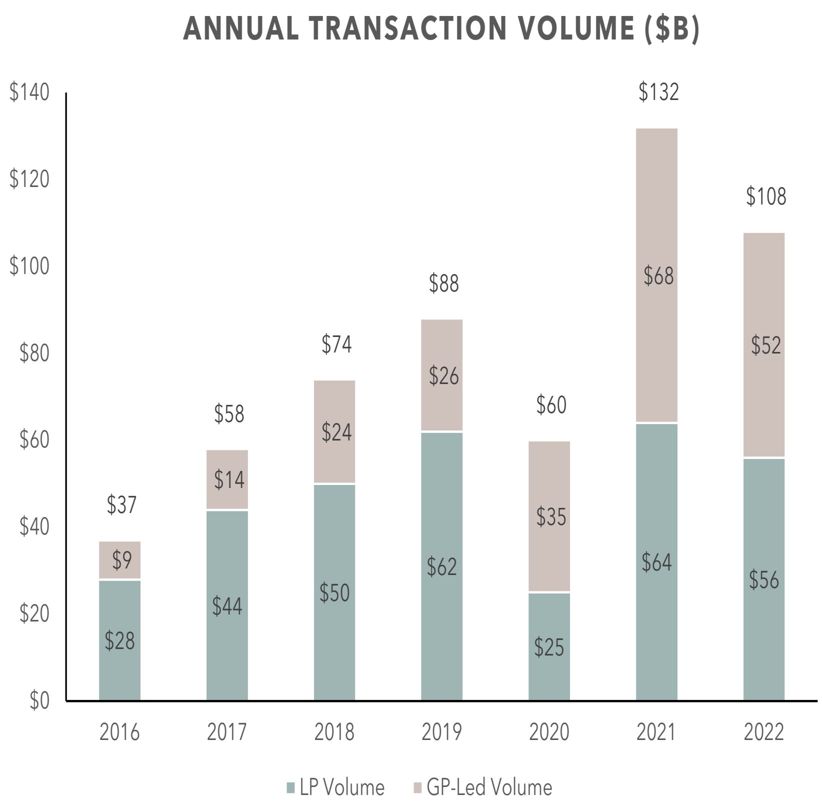
- In the U.S., exit value fell significantly from 2021's peak, to the lowest level since 2013. Excluding 2021's peak, exits by number remained close to 2014-2020 numbers.

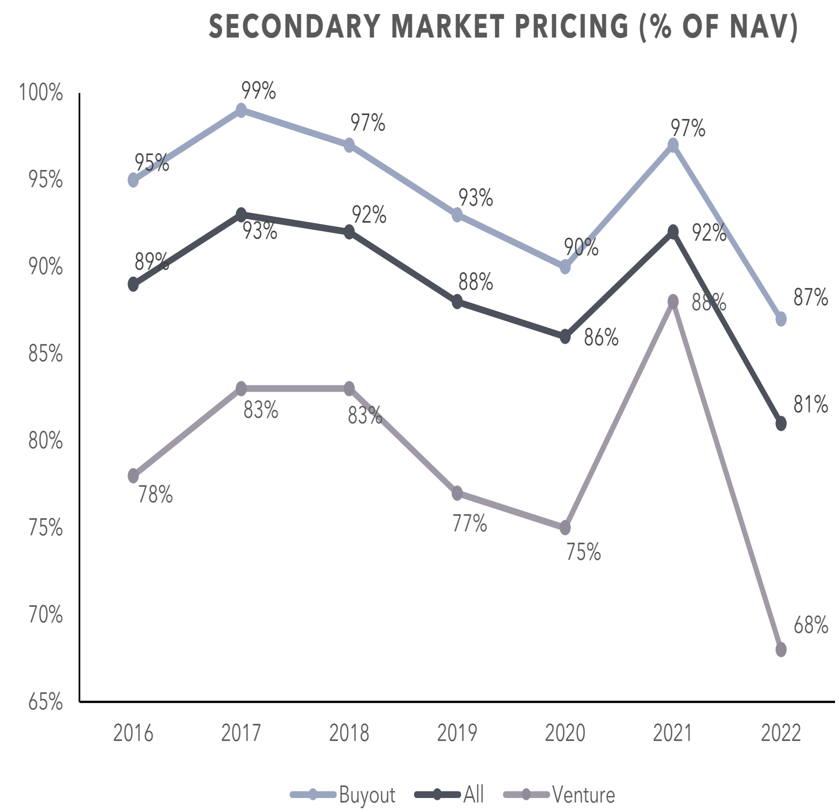
- Across Europe, exit value fell from 2021's peak, but not as drastically as seen in the U.S. Exits by number remained on par with pre-pandemic figures.

- Within U.S. venture capital, exit value fell to the lowest levels since 2016, while exits by number remained elevated above any year except for 2021.

[1]U.S. PE Exit Activity includes estimated exits totaling $27 billion in exit value and 192 in number for 2022.
[2]European PE Exit Activity includes estimated exits totaling €14 billion in exit value and 328 in number for 2022.
[3]U.S. VC Exit Activity includes estimated exit count of 183.
Data Source: PitchBook 2022 Annual US PE Breakdown; PitchBook 2022 Annual European PE Breakdown; Q4 2022 PitchBook-NVCA Venture Monitor.
For illustrative purposes only. There is no assurance that any trends depicted or described will continue.

SECONDARY VOLUME AND PRICING





- Annual transaction volume fell from 2021's peak, but was higher than any other year in the past decade. GP-Led transactions accounted for slightly over 50% of volume.

- Secondary market pricing declined significantly, particularly for venture, which dropped 2,000 basis points.

Data Source: Jefferies LLC, Global Secondary Market Review, January 2023
For illustrative purposes only. There is no assurance that any trends depicted or described will continue.

APPENDIX

Glossary of Terms

Strategy: The portfolio shall be diversified by the broad strategies described below. Further, the portfolio shall be diversified by stage (in the case of Venture Capital), by target company size (in the case of Buyout and Special Situations), and by fund size.

Venture Capital: Venture capital is an investment strategy that provides primary capital for young companies aiming for, or already exhibiting, rapid growth. Venture investing can involve various stages from Seed and Early Stage to Later Stage, reflecting the development of the company. Regardless of stage, Venture Capital investments are generally made into companies that are not yet profitable. Venture capital funds may specialize in one or more stages of investment and/or sectors (e.g., information technology, healthcare/life sciences).

Growth Equity: Growth Equity blends characteristics of Venture Capital and Buyouts. The strategy can include investments made directly into a company (primary capital) or acquired from earlier shareholders, often the founder (secondary capital). The target portfolio company is generally profitable or near profitability. The primary capital provided by the Growth Equity fund is frequently used to expand the company quickly via investments in production, in sales and marketing or through acquisitions while the secondary capital received by the current shareholders (founders, angel investors) provides for a partial or full liquidity event. The investor may hold a minority or controlling interest in the company.

Buyouts: Buyout transactions involve the acquisition of a controlling or non-controlling stake in the share capital of a company. These transactions are often also funded with a varying degree of debt (leveraged buyouts or LBOs), and/or alongside existing management (management buyouts or MBOs). Buyout transactions (and the funds that sponsor them) are further differentiated by size, including Small Buyouts (funds less than approximately $750 million), Mid-Cap (funds up to $5 billion), Large (funds up to $10 billion) and Mega (funds larger than $10 billion).

Special Situations: Special Situations funds may incorporate a specific strategy (e.g., build-ups or roll-ups of existing industries), may focus on a specific industry, may invest across a wide spectrum from venture capital to large buyouts, or may focus on distressed or turnaround situations. These funds may incorporate a combination of minority and majority ownership structures. Special Situations also encompasses funds that may be not be easily classified in other strategies.

Secondaries: A Secondary purchase is the acquisition of a fund interest from an existing investor. The purchaser acquires the existing net asset value and assumes any remaining unfunded commitment. A Direct Secondary is the acquisition of one or more portfolio companies from a private equity fund.

Co-Investments: Co-Investment is a direct investment into a company alongside a private equity sponsor.

Private Debt: Private Debt investments include loans, at various levels of seniority in the capital structure, to companies. This strategy can also include distressed debt investing. Other strategies with shorter average duration and predictable cash flows, such as the purchase of interests in royalty streams associated with intellectual property, could also be considered Private Debt. Please note, private debt is no longer included in VCERA's private equity portfolio.

Commitment: Amount committed by the LP to its portfolio funds and direct co-investments (if any) as of the Report Date.

NAV: Net Asset Value

Paid In: Amount Paid-in by the LP to its portfolio funds as of the Report Date.

Undrawn: Balance of uncalled commitments made by the LP to its portfolio funds and may not include all recallable capital (Undrawn = Commitment – Paid In).

Exposure: The total of the Net Asset Value and uncalled committed capital (Exposure = NAV + Undrawn)

Distribution: Amount Distributed by the relevant VCERA fund to VCERA as of the Report Date.

DPI: Distributions to Paid In (DPI = Distribution / Paid In)

TVPI: Total Value to Paid In (TVPI = (Distribution + Market Value) / Paid In)

IMPORTANT INFORMATION

Abbott and Portfolio Investment Performance Information

Vintage year for a portfolio investment is determined by the date of the initial capital call or year of initial closing date if capital has not yet been called. Vintage Year for portfolio funds that have not yet called capital may change depending on when the portfolio fund first calls capital.

Projects represent a collection of secondary interests purchased together as a deal and may be reported as a single investment.

With respect to primary investments, **Commitment** represents the original commitment made to a portfolio fund plus any follow-on commitments and less any subsequent reductions in commitment declared by the general partner or managing entity of the portfolio fund. With respect to secondary interests**, Commitment** or **Invested Capital** represents maximum cash outlay or, purchase price of the portfolio fund purchased on the secondary market plus the unfunded commitment at the time of purchase, and may also be adjusted by subsequent reductions in commitment declared by the general partner or managing entity of the portfolio fund. Except as otherwise noted, **Commitment** with respect to any portfolio fund denominated in non-U.S. currency reflects the amount paid (in U.S. dollars) plus the unfunded portion of the foreign-denominated commitment amount converted to U.S. dollars at the relevant foreign exchange rate as of the report date.

Amount Paid-In represents the cumulative amount of contributions paid to a portfolio fund by the Account as of the report date, including amounts paid for interest charges, management fees and/or other expenses, less any temporary returns of capital and other distributions identified by the general partner or managing entity as items that reduce paid-in capital. With respect to secondary interests, amount paid-in includes the purchase price of the portfolio fund purchased on the secondary market plus amounts paid-in subsequent to purchase date through the report date.

With respect to each portfolio fund, **Total Distributions** reflect all distributions of cash or stock from the portfolio fund to the Account as of the report date, excluding any temporary returns of capital and other distributions identified by the general partner or managing entity as offsets to paid-in capital. Net proceeds from sales of portfolio funds on the secondary market, if any, are also included in distributions. Unless otherwise noted, distributions of stock are valued as reported by the portfolio funds and such valuations do not take into account any net gains or losses realized upon the sale of such stock.

Distributions/Realizations equal the total distributions plus the net gains and losses realized on the sale of distributed stock. Net gains and losses realized on the sale of distributed stock are calculated as the difference between the net proceeds received from the sale and the value of the stock at distribution.

The **Valuation** for a portfolio fund investment is net of any management fees, carried interest, and other expenses of the portfolio fund and reflects fair value of the portfolio fund at the report date. Fair Value is based on the most recent available net asset value provided by the general partner or managing entity of the portfolio fund, including allocations of unrealized gains and losses on the underlying portfolio company investments, and may be adjusted by other amounts necessary to reflect the fair value of the portfolio fund as determined by Abbott during its most recently completed valuation review. If the most recent available net asset value is as of a date other than the report date, the valuation is adjusted by net cash flows, other than contributions identified by the general partner or managing entity as contributions for management fees and/or other expenses, from the date of the most recent available net asset value through the report date. Net asset values reported in non-U.S currencies are translated at the relevant exchange rate at the close of business on the report date. The valuation of distributed stock held is based on the last publicly reported closing sale price as of the report date.

Total Value equals total distributions plus valuation.

TVPI represents total value divided by amount paid-In. TVPI is net of management fees, carried interest and other expenses of the portfolio funds but does not reflect any deduction for management fees or carried interest, if any, paid by the Account to Abbott. Except as otherwise noted, TVPI does not take into account net gains and losses realized on the sale of distributed stock. TVPI for the active and/or liquidated portfolio is net of gains and losses realized on the sale of distributed stock.

IRR represents the internal rate of return for a portfolio fund or the pooled internal rate of return for a strategy, vintage year and portfolio. IRR was calculated based on the actual due dates of the net cash flows between the portfolio funds and the Account since inception and the valuation of the portfolio fund investments at the report date. IRR is net of management fees, carried interest, and other expenses of the portfolio funds, but does not take into account management fees and carried interest, if any, paid by the Account to Abbott. Except as otherwise noted, IRR does not take into account net gains and losses realized on the sale of distributed stock.

Not Meaningful (NM - primary portfolio investments): Abbott deems those returns greater than three years of age from the vintage year to be mature enough to provide meaningful performance information.
Not Meaningful (NM - non-primary fund investments): Abbott deems those returns less than three months of age to be too immature to provide meaningful comparison data.

Return and Valuation Data

Unrealized investments may not be realized at the values used when calculating returns as the valuations of unrealized investments depend upon assumptions that may be reasonable under the circumstances at the time made, while actual realized returns on unrealized investments will depends upon, among other factors, future operating results, the value of the assets and market conditions at the time of disposition, any related transaction costs and the timing and manner of sale, all of which may differ from the assumptions used for the valuations incorporated herein. Accordingly, actual realized returns on unrealized investments may be higher or lower than the returns included in this report.

IMPORTANT INFORMATION

Abbott and Portfolio Investment Performance Information (continued)

Valuations and performance returns are calculated based on information reported to Abbott by the managing entity of the underlying portfolio fund(s). This report has not been reviewed, verified, or in any way sanctioned or approved by the managing entity or the advisor of the underlying portfolio funds listed or any of their affiliates. Interim performance data regarding an underlying portfolio fund or client account (in particular in relation to unrealized investments) may not accurately reflect the current or expected future performance of the underlying portfolio fund or account or the fair value of the interest of any Abbott discretionary client. Such performance data should not be used to compare returns among multiple private equity funds due to, among other factors, differences in vintage year, investment strategy, investment size, etc., and has not been calculated, reviewed, verified or in any way sanctioned or approved by the general partner or the advisor of the underlying portfolio fund or any of their affiliates.

There can be no assurance that any Abbott Fund or discretionary separate account client, its underlying portfolio fund investments and portfolio companies held by these funds or the private and public equity and debt markets in general, will perform or continue to perform, similarly to prior periods, funds, investments, or accounts. It should not be assumed that any fund organized, or investment made, in the future will ultimately be profitable or will equal the performance of the funds, investments, or accounts listed in this report.

Public Market Equivalent and Indices

Where indicated, returns are calculated as a **Public Market Equivalent (PME or PME+)** as described in "A Private Investment Benchmark", a 1996 white paper by Austin M. Long III and Craig J. Nickels, and PME+ as described in "Private Equity Benchmarking with PME+", published in the Venture Capital Journal (August 2003) by Christophe Rouvinez of Capital Dynamics. PME analysis/return is calculated without adjustment for management fee and carried interest paid to Abbott. PME is an internal rate of return calculated as if investor cash flows were used to purchase and sell shares of a public market index. PME+ scales distributions by a constant proportion such that the net remaining investment in the index equals the actual net asset value at the measurement date. PME+ is provided because if a portfolio significantly outperforms the public market index due to a high level of distributions, the net remaining investment in the index may be in a short position. A PME+ return calculation permits the net remaining investment in the index to equal the net asset value of the private equity portfolio at the measurement date. Any PME (or PME+) analysis is based on illiquid and unrealized values which will vary considerably over the life of an investment, thus making this type of comparison more relevant with respect to mature funds (i.e., where net asset value is a small fraction of total distributions).

Market indices, benchmarks or other measures of relative market performance are provided for information only and do not imply that an Abbott Client will achieve, or should expect, similar returns, volatility or results, or that these are appropriate benchmarks to be used for comparison. The market volatility, liquidity and other characteristics of private equity investments are materially different from publicly-traded securities and the composition of these indices does not reflect the manner in which any Abbott Client portfolio is constructed with respect to expected or actual returns, portfolio guidelines/restrictions, investment strategies/sectors, or volatility, all of which change. Index returns will generally reflect the reinvestment of dividends, if any, but do not reflect the deduction of any fees or expenses which would reduce returns. An investor cannot invest directly in the indices.

Russell 3000 (SBO)**:** Annualized time-weighted total returns of the Russell 3000 (a broad-based, market cap-weighted index of 3,000 U.S.-traded stocks) are based on values provided by Russell Investment Group and include the reinvestment of dividends.

IMPORTANT INFORMATION

This material is for informational purposes only and is not an offer or a solicitation to subscribe to any fund and does not constitute investment, legal, regulatory, business, tax, financial, accounting or other advice or a recommendation regarding any securities of Abbott, of any fund or vehicle managed by Abbott, or of any other issuer of securities. Interests in the Abbott Funds have not been and will not be registered under the U.S. Securities Act of 1933, as amended, any U.S. State securities laws or the laws of any non-US Jurisdiction. None of the Abbott Funds are registered as an Investment Company under the U.S. Investment Company Act of 1940, as amended nor is it expected that they will be in the future. Interests in the Abbott Funds, and information provided herein, have not been approved or disapproved by the U.S. Securities and Exchange Commission ("SEC") or by any securities regulatory authority of any U.S. State or non-U.S. jurisdiction and neither the SEC nor any such authority has passed upon the accuracy or adequacy of this communication or the merits of Abbott or any Abbott Fund, nor is it intended that the SEC or any such authority will do so. Investment in the Abbott Funds may not be suitable for all investors; investors should carefully consider risks and other information and consult their professional advisers regarding suitability, legal, tax and economic consequences of an investment. Abbott's registration as an investment adviser under the Investment Advisers Act of 1940, as amended to date, does not imply any certain level of skill or training.

Private equity investments are highly illiquid and are not suitable for all investors. All investments are subject to risk of loss, including the loss of principal. Private Equity performance is volatile and the value of investment(s) will fluctuate. Additional risks include, among others, those associated with the use of leverage, illiquidity and restrictions on transferability and resale of private equity investments, dependence on the performance and judgment of underlying portfolio investment managers over which Abbott has no control, Abbott's ability to access suitable investment opportunities sufficient to satisfy each client's investment objectives, and the speculative nature of private equity investments in general. Diversification will not guarantee profitability or protection against loss. There is no assurance that any Abbott Client's objective will be attained.

The views and information provided are as of March 16, 2023 unless otherwise indicated and are subject to frequent change, update, revision, verification and amendment, materially or otherwise, without notice, as market or other conditions change. There can be no assurance that terms and trends described herein will continue or that forecasts are accurate. **Certain statements contained herein are statements of future expectations or forward-looking statements that are based on Abbott's views and assumptions as of the date hereof and involve known and unknown risks and uncertainties (including those discussed below and in Abbott's Form ADV Part 2A, available on the SEC's website at www.adviserinfo.sec.gov) that could cause actual results, performance or events to differ materially and adversely from what has been expressed or implied in such statements.** Forward-looking statements may be identified by context or words such as "may, will, should, expects, plans, intends, anticipates, believes, estimates, predicts, potential or continue" and other similar expressions. Neither Abbott, its affiliates, nor any of Abbott's or its affiliates' respective advisers, members, directors, officers, partners, agents, representatives or employees or any other person (collectively "Abbott Entities") is under any obligation to update or keep current the information contained in this document.

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March 27, 2023

Board of Retirement
Ventura County Employees' Retirement Association
1190 South Victoria Avenue, Suite 200
Ventura, CA 93003

SUBJECT: Board Approval of the Proposed 2023 Private Equity Annual Plan

Dear Board Members:

Each year the Board reviews and approves a Private Equity Annual Plan for continued build-out of the private equity program. In combination with the Board's adopted Investment Policy, Asset Allocation targets, ranges, and benchmarks, annual plans provide a framework for the management and oversight of VCERA's private investments and commitments.

During 2022 VCERA reached its private equity target allocation of 18%. However, it is important to maintain vintage year diversification while remaining within the Board adopted range of 14% to 22% of the total fund. It is with this in mind that staff and NEPC have worked with Abbott in continuing the program development as outlined in this proposed 2023 Annual Plan. If the Board chooses a different direction, we will come back to the Board with a revised 2023 Annual Plan at a subsequent Board meeting.

RECOMMENDATION:
APPROVAL AND ADOPTION OF THE 2023 UPDATED PRIVATE EQUITY ANNUAL PLAN AS PROPOSED AND PRESENTED BY ABBOTT CAPITAL MANAGEMENT.

Respectfully submitted,

Daniel P. Gallagher

Dan Gallagher
Chief Investment Officer

VCERA
VENTURA COUNTY EMPLOYEES'
RETIREMENT ASSOCIATION

Private Equity Annual Plan

Ventura County Employees' Retirement Association
2023

ANNUAL PLAN

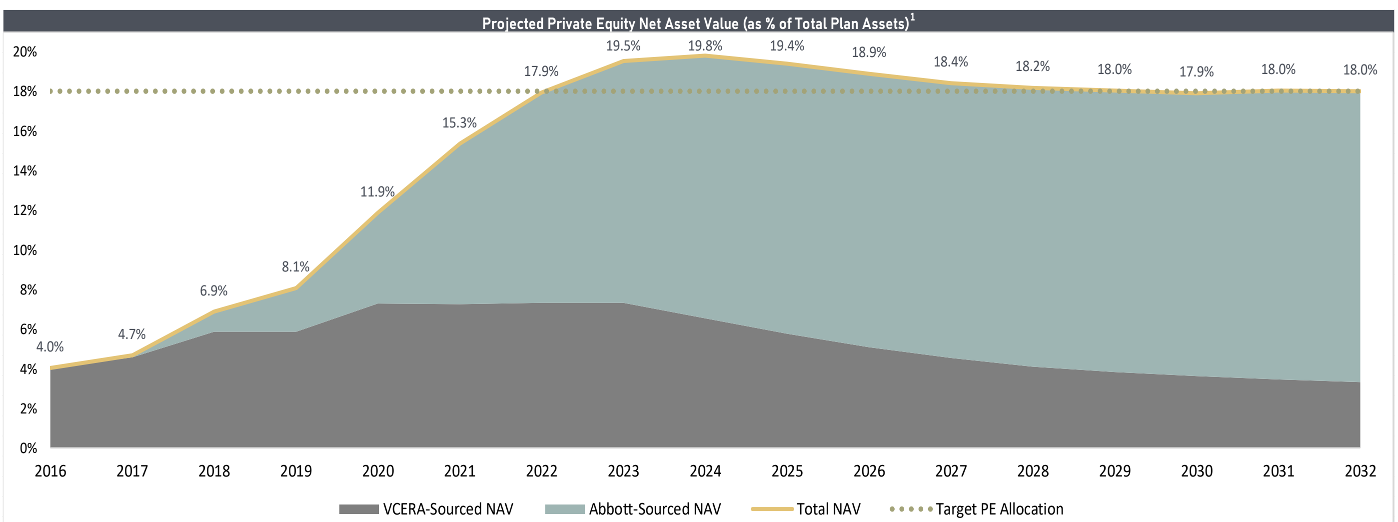
For the period 1/1/23 through 12/31/23

A. FUNDING LEVEL ANALYSIS

I. FUNDING LEVEL

Actual Funding Position[1]	1/1/2023
Total Fund Market Value:	$7,092 million
% Target for Private Equity:	18%
Total Private Equity Target Allocation:	$1,277 million
Abbott-Sourced Portfolio Net Asset Value (NAV):	$752 million
VCERA-Sourced Portfolio Net Asset Value:	$520 million
Total Net Asset Value:	$1,273 million
NAV in excess of (short of) Target	($4 million)

Projected Funding Position[2]	12/31/2027
Fund Market Value:	$9,490 million
% Target for Private Equity:	18%
Total Private Equity Allocation:	$1,708 million
2023 Commitment Target:	$235 million
Projected Five-Year Commitment Average	$311 million



Pacing Analysis ($ million)[1]												
Year	2021	2022	2023	2024	2025	2026	2027	2028	2029	2030	2031	2032
Annual Commitments	355	283	235	225	275	380	440	440	440	475	475	475
PE NAV as a % of Total Plan	15.3%	17.9%	19.5%	19.8%	19.4%	18.9%	18.4%	18.2%	18.0%	17.9%	18.0%	18.0%

II. FUNDING BY STRATEGY

ABBOTT-SOURCED PORTFOLIO **12/31/2022**

Strategy	NAV	Undrawn	Exposure
Venture Capital & Growth Equity (Global)	$251m	$136m	$387m
North American Buyouts & Special Situations	$396m	$273m	$670m
International Buyouts & Special Situations	$68m	$98m	$166m
Secondary & Co-Investment	$37m	$25m	$62m
TOTAL Abbott-Sourced Portfolio	**$752m**	**$532m**	**$1,284m**

VCERA-SOURCED PORTFOLIO

Strategy	NAV	Undrawn	Exposure
Venture Capital & Growth Equity (Global)	$73m	$15m	$88m
North American Buyouts & Special Situations	$112m	$13m	$126m
International Buyouts & Special Situations	$66m	$8m	$74m
Secondary & Co-Investment	$269m	$210m	$478m
TOTAL VCERA-Sourced Portfolio	**$520m**	**$246m**	**$767m**

TOTAL PORTFOLIO

Strategy	NAV	Undrawn	Exposure
Venture Capital & Growth Equity (Global)	$324m	$151m	$475m
North American Buyouts & Special Situations	$509m	$287m	$795m
International Buyouts & Special Situations	$134m	$106m	$240m
Secondary & Co-Investment	$306m	$235m	$541m
TOTAL Portfolio	**$1,273m**	**$778m**	**$2,051m**

NAV is estimated based on September 30, 2022 net asset values, adjusted by net cash flows through December 31, 2022. Undrawn represents the balance of uncalled commitments as of December 31, 2022 (Commitment – Paid In). Undrawn does not take into account recyclable amounts. Totals may not sum due to rounding. Includes HarbourVest – Dover Street XI, which closed in January 2023.

III. STRATEGIC PORTFOLIO STRUCTURE

VCERA's Private Equity Portfolio will continue to be constructed over time to be in accordance with the diversification guidelines described in VCERA's Investment Policy. The projected year-end 2027 Private Equity Target Allocation is $1,708 million[2]. The projected NAV and Exposure by strategy is approximately as shown in the table below. Note that the actual NAV and Exposure will depend on market conditions, investment opportunities available to VCERA and other factors.

Total Private Equity Target 12/31/2027: **$1,708m**

Strategy	Projected NAV and Exposure	Range
Venture Capital & Growth Equity (Global)	23%	10%-30%
North American Buyouts & Special Situations	37%	35%-55%
International Buyouts & Special Situations	16%	5%-30%
Secondary & Co-Investment	24%	20%-40%
TOTAL	**100%**	

Totals may not sum due to rounding.

B. 2022 INVESTMENT ACTIVITY: ABBOTT-SOURCED PORTFOLIO

I. PRIMARY COMMITMENTS

Fund	Strategy	Commitment	Paid In	Undrawn
Advent International GPE X	International Buyouts & Special Situations	$20.0m	$0.7m	$19.3m
Astorg VIII^	International Buyouts & Special Situations	$18.1m	$3.0m	$15.2m
Battery Ventures XIV	Venture Capital & Growth Equity	$10.0m	$0.8m	$9.2m
CRV XIX	Venture Capital & Growth Equity	$10.0m	$1.3m	$8.7m
ECI 12^	International Buyouts & Special Situations	$20.1m	$0.0m	$20.1m
Green Equity IX / Jade Equity II	North America Buyouts & Special Situations	$20.0m	$0.0m	$20.0m
GTCR Strategic Growth Fund I	North America Buyouts & Special Situations	$10.0m	$0.3m	$9.7m
Kinderhook Capital Fund 7	North America Buyouts & Special Situations	$10.0m	$2.9m	$7.1m
M/C Partners IX	North America Buyouts & Special Situations	$10.0m	$0.0m	$10.0m
Oak HC/FT Partners V	Venture Capital & Growth Equity	$10.0m	$0.4m	$9.6m
Buenaventure One, LLC	Various	$80.0m	$2.8m	$77.2m
Total		**$218.3m**	**$12.2m**	**$206.1m**

^Non-USD denominated funds. Commitment amounts, which may fluctuate due to exchange rate changes, were converted as of December 31, 2022. Commitment and Paid In as of December 31, 2022. Undrawn represents the balance of uncalled commitments as of December 31, 2021 (Commitment – Paid In). Undrawn does not take into account recyclable amounts. Amounts for Buenaventure One, LLC reflect aggregate amounts committed, paid-in, and undrawn for portfolio fund commitments made in 2022 held in the Buenaventure One, LLC portfolio. Totals may not sum due to rounding.

In 2022, on behalf of VCERA, Abbott made commitments to 16 managers totaling $218 million, of which six managers are through Buenaventure One. In addition, a further $65 million of VCERA-sourced commitments closed during the year, as detailed in Section C. In aggregate, including the VCERA-sourced commitments discussed below in Section C, VCERA closed on $283 million of fund commitments during the year, compared to the target of $275 million.

II. SECONDARY PURCHASES

No direct secondary purchases were made during 2022.

III. OTHER INVESTMENT ACTIVITY

In 2017, the Board approved the formation of Buenaventure One, LLC, a fund of one, to facilitate VCERA's participation in certain fund investments. Buenaventure One made its first commitment to an underlying fund in 2018. Since inception, Buenaventure One has made 33 commitments totaling $293 million across Venture Capital & Growth Equity and North American Buyouts & Special Situations.

IV. DIVESTMENT, LIQUIDATION AND TERMINATION ACTIVITY

No funds were divested, liquidated or terminated during the year.

V. PERFORMANCE COMMENTARY

VCERA approved its Private Equity Policy and first Annual Plan in June 2017, at which time Abbott began pursuing investments on VCERA's behalf. From the inception of VCERA's program through December 31, 2022, Abbott sourced commitments of $832 million to 71 private equity funds with 37 managers. For the full year 2022, Abbott sourced commitments across 16 managers totaling approximately $218 million (as shown above). Of the commitments made in 2022, nearly half of the funds have started drawing capital.

The last several years have been quite strong for private equity in general, and for VCERA's portfolio. However, the deteriorating economic environment and financial markets impacted private equity activity over the past year. In 2022, VCERA received lower capital calls and distributions year over year and investment and liquidity activity slowed. If markets normalize, we would expect VCERA's overall PE portfolio to become self-funded within the next two years.

VI. SPECIFIC SITUATIONS REQUIRING ADDITIONAL MONITORING

Abbott often seeks advisory board or valuation committee seats for the funds to which it commits on behalf of its clients. Abbott's practice is to attend the annual meetings for each of the funds in our clients' portfolios. In addition, Abbott regularly meets with managers, virtually and in their offices, as part of its ongoing monitoring and due diligence of new fund offerings, and managers frequently visit Abbott to provide updates. Beyond formal updates, Abbott speaks to managers on a regular basis using these opportunities to deepen its understanding of the general partner groups, as well as the performance of the underlying portfolio companies. This active monitoring enables Abbott to make informed decisions regarding whether groups in the portfolio should be supported in the future. Abbott also carefully evaluates requests for amendments to Limited Partnership Agreements that can occur over the life of a fund.

As of year-end, there were no specific situations identified by Abbott requiring additional monitoring. More generally, however, 2022 proved challenging for investors on many fronts. Inflation, rising global interest rates, persistent supply chain and labor concerns and geopolitical conflicts all impacted investor sentiment to some degree and had a negative affect on valuations across multiple asset classes. Abbott will continue to monitor the effects of these variables on VCERA's portfolio and on underlying portfolio companies.

C. 2022 INVESTMENT ACTIVITY: VCERA-SOURCED PRIVATE EQUITY PORTFOLIO

I. COMMITMENTS

Fund	Strategy	Commitment	Paid In	Undrawn
Adams Street Global Secondary Fund 7	Secondary & Co-Investment	$25.0m	$3.8m	$21.3m
HarbourVest - Dover Street XI	Secondary & Co-Investment	$40.0m	$0.0m	$40.0m
TOTAL		**$65.0m**	**$3.8m**	**$61.3m**

Commitment and Paid In as of December 31, 2022. Undrawn represents the balance of uncalled commitments as of December 31, 2022 (Commitment – Paid In). Totals may not sum due to rounding. HarbourVest – Dover Street XI closed in January 2023.

In 2022, VCERA sourced and closed on commitments totaling $65 million, as shown in the table above.

II. SECONDARY PURCHASES

There were no direct secondary purchases in 2022.

III. OTHER INVESTMENT ACTIVITY

There was no other investment activity in the VCERA-sourced portfolio in 2022.

IV. DIVESTMENT, LIQUIDATION AND TERMINATION ACTIVITY

No funds were divested, liquidated or otherwise terminated in 2022.

V. TOTAL VCERA-SOURCED PRIVATE EQUITY PORTFOLIO

Fund	Vintage	Commitment	Cumulative Distributions	NAV
Abbott Secondary Opportunities, L.P.	2016	$25.0m	$29.8m	$10.8m
Abbott Secondary Opportunities II, L.P.	2021	$40.0m	$4.2m	$15.9m
Adams Street 2010 Direct Fund	2010	$8.5m	$11.8m	$3.7m
Adams Street 2013 Global Fund	2013	$75.0m	$63.9m	$85.7m
Adams Street 2016 Global Fund	2016	$60.0m	$21.1m	$73.1m
Adams Street Co-Investment Fund IV A	2018	$30.0m	$9.7m	$34.2m
Adams Street Co-Investment Fund V	2022	$35.0m	$0.0m	$1.7m
Adams Street Global Secondary Fund 7	2022	$25.0m	$0.0m	$3.8m
Adams Street Partnership Fund - 2010 Non-U.S. Developed Markets Fund	2010	$25.5m	$33.1m	$10.9m
Adams Street Partnership Fund - 2010 Non-U.S. Emerging Markets Fund	2010	$8.5m	$7.6m	$8.0m
Adams Street Partnership Fund - 2010 U.S. Fund	2010	$42.5m	$67.9m	$29.0m
Drive Capital Fund II	2016	$15.0m	$3.4m	$29.8m
Drive Capital Fund III	2019	$7.5m	$0.0m	$7.9m
Drive Capital Fund IV	2022	$10.0m	$0.0m	$3.6m
Drive Capital Overdrive Fund I	2019	$7.5m	$0.0m	$13.9m
Drive Capital Overdrive Fund II	2022	$10.0m	$0.0m	$4.0m
HarbourVest - Dover Street VIII	2016	$67.5m	$97.8m	$7.8m
HarbourVest - Dover Street IX	2019	$60.0m	$53.7m	$37.8m
HarbourVest - Dover Street X	2022	$40.0m	$8.8m	$29.8m
HarbourVest - Dover Street XI	2016	$40.0m	$0.0m	$0.0m
HarbourVest Partners Co-Investment IV	2019	$30.0m	$23.7m	$22.3m
HarbourVest Partners Co-Investment V	2021	$35.0m	$5.6m	$39.8m
HarbourVest Partners Co-Investment VI	2010	$35.0m	$0.0m	$8.1m
Pantheon Global Secondary Fund IV	2015	$15.0m	$14.9m	$1.0m
Pantheon Global Secondary Fund V	2020	$50.0m	$30.1m	$35.3m
Pantheon Global Secondary Fund VI	2022	$25.0m	$3.2m	$24.9m
Pantheon Global Secondary Fund VII	2016	$25.0m	$0.0m	$4.5m
Total		**$847.5m**	**$490.3m**	**$547.2m**

Commitment and Distributions as of December 31, 2022. NAV is estimated based on September 30, 2022 net asset values, adjusted by net cash flows through December 31, 2022. Totals may not sum due to rounding. HarbourVest – Dover Street XI closed in January 2023.

As of December 31, 2022, the VCERA-sourced portfolio included total commitments of $848 million of which $577m million had been paid-in. From inception through December 31, 2022, VCERA had received cumulative distributions of approximately $490 million, resulting in a DPI of 0.85x. The estimated remaining fair market value was $547 million and the TVPI (Total Value to Paid In) was 1.80x[1].

VI. MONITORING OF THE VCERA-SOURCED PORTFOLIO

Abbott will continue to collect performance data on and to monitor developments in the VCERA-sourced portfolio. Abbott is currently not aware of any specific situations requiring additional monitoring. As noted above, Abbott will closely monitor the economic environment and financial markets, among other variables, and their potential effects on all aspects of VCERA's portfolio.

Given that the VCERA-sourced investments were also impacted by the challenging environment, capital calls and distributions slowed in 2022 vs 2021. At the end of 2022, VCERA's private equity portfolio NAV was lower than the projection by approximately 5%.

D. 2023 INVESTMENT PLAN

I. POTENTIAL PIPELINE

To build a portfolio capable of withstanding market cycles, VCERA will continue to seek to diversify the portfolio over multiple vintage years with the goal of achieving the Strategic Portfolio Structure as shown on page 2.

In 2023, Abbott will continue to review partnerships that meet the guidelines of VCERA's strategic portfolio structure across all broad categories of private equity. Abbott is currently in active due diligence on four managers that may be appropriate for VCERA's portfolio. The currently-identified forward pipeline (not yet in due diligence) includes four Venture Capital & Growth Equity funds, six North American Buyouts & Special Situations funds, and seven International Buyouts & Special Situations funds. Commitments made through February 28, 2023 plus the forward pipeline represent well in excess of $200 million of potential commitments for VCERA in 2023. For 2023, Abbott expects to source approximately 10 to 12 commitments, of which four commitments were made year-to-date, as described below.

II. DOLLAR AMOUNT TO BE INVESTED

Based on the current state of the portfolio, the projected capital calls, distributions, NAV appreciation, and Plan growth rate, VCERA should seek to commit approximately $235 million in 2023 and an average of approximately $311 million per year for the next five years to maintain the Private Equity Target Allocation of 18%. As Abbott seeks to build diversified portfolios over multiple vintage years it is often difficult to hit one-year targets. Therefore, VCERA is encouraged to look at its commitment pace over multiple periods, and not solely at any 12-month period. The pacing model projects VCERA will slightly exceed the target allocation in 2023 but remain within the approved bands. We believe that this is primarily the result of a contraction in the overall Plan size in 2022. We expect the allocation to private equity to rebalance over time as the overall Plan resumes its projected rate of growth along with a measured approach to future private equity commitments.

Year to date through February 28, 2023, Abbott committed to four managers, totaling $80 million, on behalf of VCERA[3].

Abbott-Sourced Commitments

Fund	Strategy	Commitment	Paid In	Undrawn
Charlesbank Technology Opportunities II	North America Buyouts & Special Situations	$20.0m	$0.0m	$20.0m
GTCR XIV	North America Buyouts & Special Situations	$20.0m	$0.0m	$20.0m
Hellman & Friedman XI	North America Buyouts & Special Situations	$20.0m	$0.0m	$20.0m
Parthenon VII	North America Buyouts & Special Situations	$20.0m	$0.0m	$20.0m
TOTAL		**$80.0m**	**$0.0m**	**$80.0m**

VCERA-Sourced Commitments

Fund	Strategy	Commitment	Paid In	Undrawn
TOTAL		**$0.0m**	**$0.0m**	**$0.0m**

TOTAL	**$80.0m**	**$0.0m**	**$80.0m**

At present, Abbott has a strong pipeline across all segments in 2023, consisting of both new groups and existing relationships. We note that each fund, whether sponsored by a group already in VCERA's portfolio or new to VCERA, is subject to Abbott's thorough due diligence process and review. While the program continues to focus on larger dollar commitments, capacity in top-tier private equity funds remains a constraint. As such, the program will remain flexible with commitment sizes to gain exposure to high-quality investment opportunities.

E. SUMMARY

Across both the Abbott-sourced portion and the VCERA-sourced portion of the portfolio, VCERA closed on $283 million of commitments in 2022. Notably, VCERA reached its goal of a target allocation of 18% of the total Plan in private equity investments. As of year-end 2022, Private Equity represented 17.9% of VCERA's total Plan, up from 15.3% at the end of 2021, and ahead of last year's projection of 16.4%. The acceleration in reaching the target allocation is primarily a result of a contraction in the overall Plan size in 2022.

The 2023 Annual Plan is being presented during a time of continued uncertainty. After several record-breaking years, it is impossible to ignore the emerging signs of softness across all markets. In 2022, VCERA's private equity capital calls declined 13% and distributions were 51% lower than the prior year. We expect to see a similar slowdown in fundraising, a weaker investment pace, and lower distributions and values than the last several years. Historically, investors who have remained consistent in their long-term pacing plan had the opportunity to experience benefit from dollar-cost averaging into private equity through access to attractive vintage year performance during and immediately following times of economic and capital markets disruption.

Current modeling of the portfolio supports a commitment pace of **$235 million** in 2023, followed by commitments of $225 million in 2024, $275 million in 2025, and an average commitment level from 2023 through 2027 of approximately $311 million per year. Note that market conditions, especially the Plan's actual attained growth rate, and the pace of capital calls, distributions, and NAV appreciation in the private equity portfolio, may cause the projected commitment pace to change in the future.

Year-to-date 2023, VCERA committed approximately $80 million to four North American Buyouts and Special Situations funds. With a healthy pipeline visible for the balance of the year, VCERA expects to reach the commitment target for 2023. We believe our long-standing commitment to portfolio diversification and our thorough due diligence processes will continue to provide the best potential for attractive risk-adjusted returns for our clients. As always, the program will maintain its rigorous selection criteria with the goal of building a diversified portfolio across all private equity strategies.

Important Information

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Unrealized investments held by VCERA, or by an underlying partnership investment, may not be realized at the valuations herein disclosed or taken into account when calculating returns. The valuations of unrealized investments depend upon assumptions that may be reasonable under the circumstances and at the time made but actual realized returns on unrealized investments will depend upon, among other factors, future operating results, the value of the assets and market conditions at the time of disposition, any related transactions costs and the timing and manner of sale, all of which may differ from the assumptions used for the valuations incorporated herein. Accordingly, actual realized returns on unrealized investments may differ materially and adversely from the returns indicated herein.

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[1] Total fund market value has been provided by VCERA as of Q4 2022. NAV is estimated based on September 30, 2022 net asset values, adjusted by net cash flows through December 31, 2022. Includes HarbourVest – Dover Street XI, which closed in January 2023.
[2] Projected total fund market value derived from the projected net growth rate provided by NEPC in February 2023.
[3] Hellman & Friedman XI is scheduled to close on March 31, 2023.

Ventura County Employees' Retirement Association

March 2023

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HarbourVest representatives

MICHAEL DEAN
Managing Director, HarbourVest Partners, LLC (Boston)

Michael Dean joined HarbourVest in 2014 and is a member of the Infrastructure and Real Assets team and the Real Assets Investment Committee. He focuses on secondary and direct investments across the infrastructure, energy, natural resources, and real estate sectors. He currently serves on a number of boards and advisory boards of companies and partnerships. He joined the Firm after six years at Meketa Investment Group, most recently as the Head of Real Assets. He previously worked as a director for Ithecus Capital Group. Michael received a BBA from Baylor University in 1998 and speaks Spanish.

BRETT GORDON
Managing Director, HarbourVest Partners, LLC (Boston)

Brett Gordon co-manages HarbourVest's Solutions practice globally, focusing on custom solutions and separately managed accounts for clients and prospects as well as new fund and product development. He serves as a member of the firm's Executive Leadership Team and is chairperson of the firm's Compensation Committee. He joined HarbourVest in 1998 after receiving his MBA. He also serves on the Babson College Board of Trustees. Brett's previous experience includes serving as a vice president for The Princeton Review of Boston, Inc., where he managed all operational functions of the organization and was responsible for long range strategic planning. He received a BS (magna cum laude) in Management from Boston University in 1990 and an MBA (summa cum laude) from Babson College in 1998.

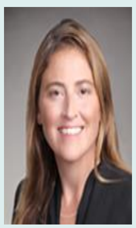
SETH PALMER
Managing Director, HarbourVest Partners, LLC (Boston)

Seth Palmer joined HarbourVest in 2018 and focuses on sourcing, reviewing, executing, and monitoring direct co-investments. Seth serves as a board member at CustomInk. Seth joined the Firm from BlackRock, where he was a director and founding member of BlackRock Private Markets. While at BlackRock, he focused on originating, evaluating, structuring, and executing opportunistic private equity and special situations investments. Additionally, Seth was a senior member of BlackRock Corporate Ventures, a financial services-focused strategic investment program. Prior to joining BlackRock in 2010, he was an associate at Weston Presidio where he evaluated private equity and growth equity investment opportunities. Seth's previous experience also includes working within the Investment Banking division of Banc of America Securities. Seth received a BA (with high distinction) in Economics and Political Science from the University of Michigan in 2003 and an MBA from Harvard Business School in 2010.

HarbourVest representatives

MICHAEL PUGATCH
Managing Director, HarbourVest Partners, LLC (Boston)

Mike Pugatch joined HarbourVest's secondary investment team in 2003. He focuses on the origination and execution of secondary investments ranging from traditional limited partnership purchases to more complex transactions. Mike currently serves on the advisory boards of a number of private equity partnerships including those managed by Founders Equity, Granite Growth, Masthead, Nova Capital, Sageview Capital, and Saints Capital. Mike joined the Firm from UBS Warburg, where he spent two years in the Global Media Investment Banking Group focusing on mergers and acquisitions, corporate financings, and restructurings. He also has prior experience in the Technology Investment Banking Group at PaineWebber. Mike received a BS (summa cum laude) in Business Administration from Babson College in 2001.



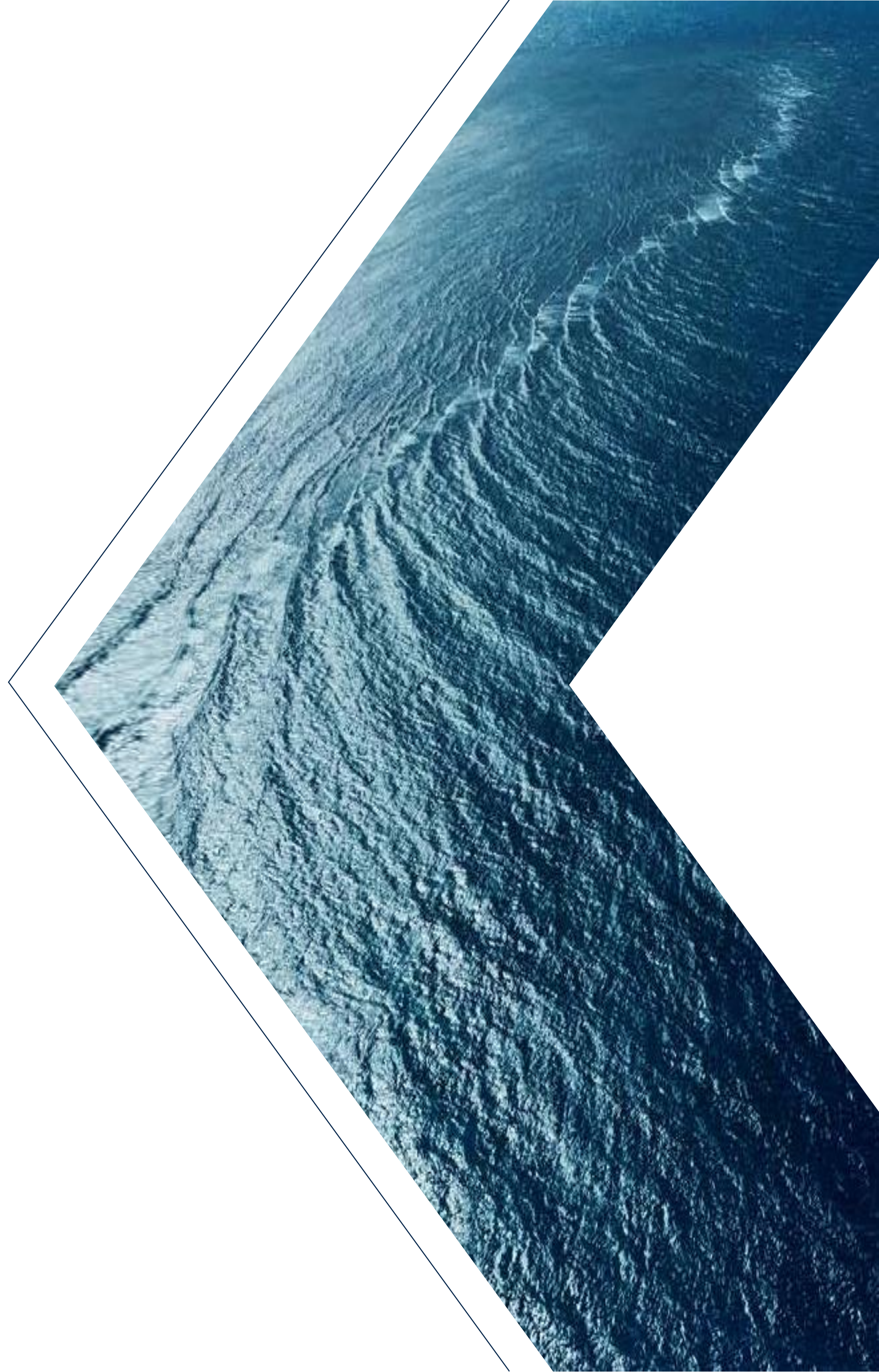
KAREN SIMEONE
Managing Director, HarbourVest Partners, LLC (Boston)

Karen Simeone joined Harbourvest in 2018 and focuses on investments in senior and junior private credit transactions. Throughout her career, Karen has managed all aspects of the private credit investment process including sourcing, evaluating, structuring, underwriting and managing secured debt securities of middle market companies. Prior to joining the Firm, Karen was a managing director at TCW in the Direct Lending Group (formerly Regiment Capital's direct lending team). Karen previously worked at Stairway Capital and HVB Group. Karen began her career at J.P. Morgan as part of the leveraged finance group and later became a member of the high yield research team. Karen received a BS from Georgetown University in 1998 and studied at the London School of Economics.

TERI NOBLE
Principal, Investor Relations, HarbourVest Partners, LLC (Boston)

Teri Noble joined HarbourVest's Investor Relations team in 2021 to focus on coordinating, monitoring, and enhancing relationships with new and existing investors. Teri has worked closely with institutional investors and consultants for over 20 years to create investment solutions for Plan Sponsors. Her previous experience includes Pathway Capital, American Realty Advisors, and BNY ConvergEx. She serves on several boards and committees of industry affiliated non-profit groups, including SACRS, Women in Institutional Investments Network (WIIIN), and Neighborhood Youth Association. Teri received a BA in International Relations from the University of California at Davis and an MBA from Saint Mary's College of California.

HarbourVest firm overview



HarbourVest at-a-glance

$106.9B
total AUM across all strategies*

1000+
advisory board seats

25 years
average industry experience of managing directors

Strong track record
40 years

Private markets
specialists in equity, credit, and real assets

Expertise
in primary, secondary, direct co-investments, real assets and infrastructure and private credit

1000+
Managers tracked

1000+
colleagues

200+
investment professionals

As of December 31, 2022
*Reflects committed capital from LPs for all active funds/accounts, excludes any funds / accounts that are in extension, liquidation, or fully liquidated.
Advisory board seats include all advisory / company board seats (including advisory / non-voting roles) held through a HarbourVest fund / account investments.

Global scale

Our market coverage is broad and deep

Americas

146 Investment professionals

$86.7B committed

EMEA

42 Investment professionals

$36.0B committed

Asia Pacific

31 Investment professionals

$12.2B committed

Expertise across capital structure (equity and debt) and investment types

Primary investments	Secondary & real assets	Direct – equity & credit
$55.0B committed	$46.2B committed	$33.8B committed

As of December 31, 2022. Based on primary, secondary, and direct commitments made by HarbourVest since inception. Commitment amounts reflect the aggregate commitments made by HarbourVest to primary, secondary, and direct investments since inception, and are presented gross of leverage.
Arrows indicate HarbourVest team location. Singapore office opened May 2021. Frankfurt office opened July 2021. Sydney office opened August 2022.

Client update

Investments managed by HarbourVest – Private equity and infrastructure

Ventura County Employees' Retirement Association Summary as of September 30, 2022

Fund	NAV Date	Vintage Year	Committed Capital	Contributed Capital	Cumulative Distribution	Transfer of Interest	NAV	Total Value	TV/C	IRR
Dover VIII	9/30/22	2012	$ 67,500,000	62,100,000	96,826,059	0	8,767,786	105,593,845	1.7x	20.0%
Dover IX	9/30/22	2016	$ 60,000,000	51,000,000	50,863,557	0	39,473,766	90,337,323	1.8x	24.7%
Dover X	9/30/22	2020	$ 40,000,000	24,300,000	7,756,875	0	29,807,110	37,563,985	1.5x	46.0%
Dover XI	9/30/22	Unfunded	$ 40,000,000	-	-	0	1,114,627	1,114,627	0.0x	NM
Co-Investment Fund IV	9/30/22	2016	$ 30,000,000	24,267,648	22,418,445	0	23,515,872	45,934,317	1.9x	17.4%
Co-Investment Fund V	9/30/22	2019	$ 35,000,000	27,125,000	4,206,621	0	41,139,713	45,346,334	1.7x	26.2%
Co-Investment Fund VI	9/30/22	2022	$ 35,000,000	5,250,000	-	0	4,596,604	4,596,604	0.9x	NM
Real Assets IV Fund*	9/30/22	2021	$ 100,000,000	56,000,000	8,442,982	0	64,814,426	73,257,408	1.3x	52.2%
Grand Total:			$ 407,500,000	250,042,648	190,514,539	-	213,229,905	403,744,444	1.6x	22.6%

*Real Assets IV Fund, referred to herein, is now labeled in investor materials as Infrastructure Opportunities Fund II (IOF II). HarbourVest renamed this fund in marketing materials to better reflect the investment strategy focus of the fund as well as to be consistent with the naming of Infrastructure Opportunities Fund III, which represents a continuation of the commingled Infrastructure Opportunities Fund Program that began in 2016.
Totals are based on historic exchange rates on date of actual cash flow. All funds include related AIVs.
NAV and Total Value reflect values as of NAV Date, updated for capital calls and distributions through the As of Date. Investor IRRs are based on the As of Date.
NM: Since the majority of capital has yet to be called from partners, the IRR is not yet meaningful.
Reflects net returns to client based on their specific commitments and cash flows, after all fees, operating expenses and carried interest. See 'Additional Important Information' at the end of the presentation, including important disclosures related to Net Performance Returns, Fees and Expenses. Past performance is not a reliable indicator of future results.

Investments managed by HarbourVest – Private credit

HarbourVest Direct Lending Fund I

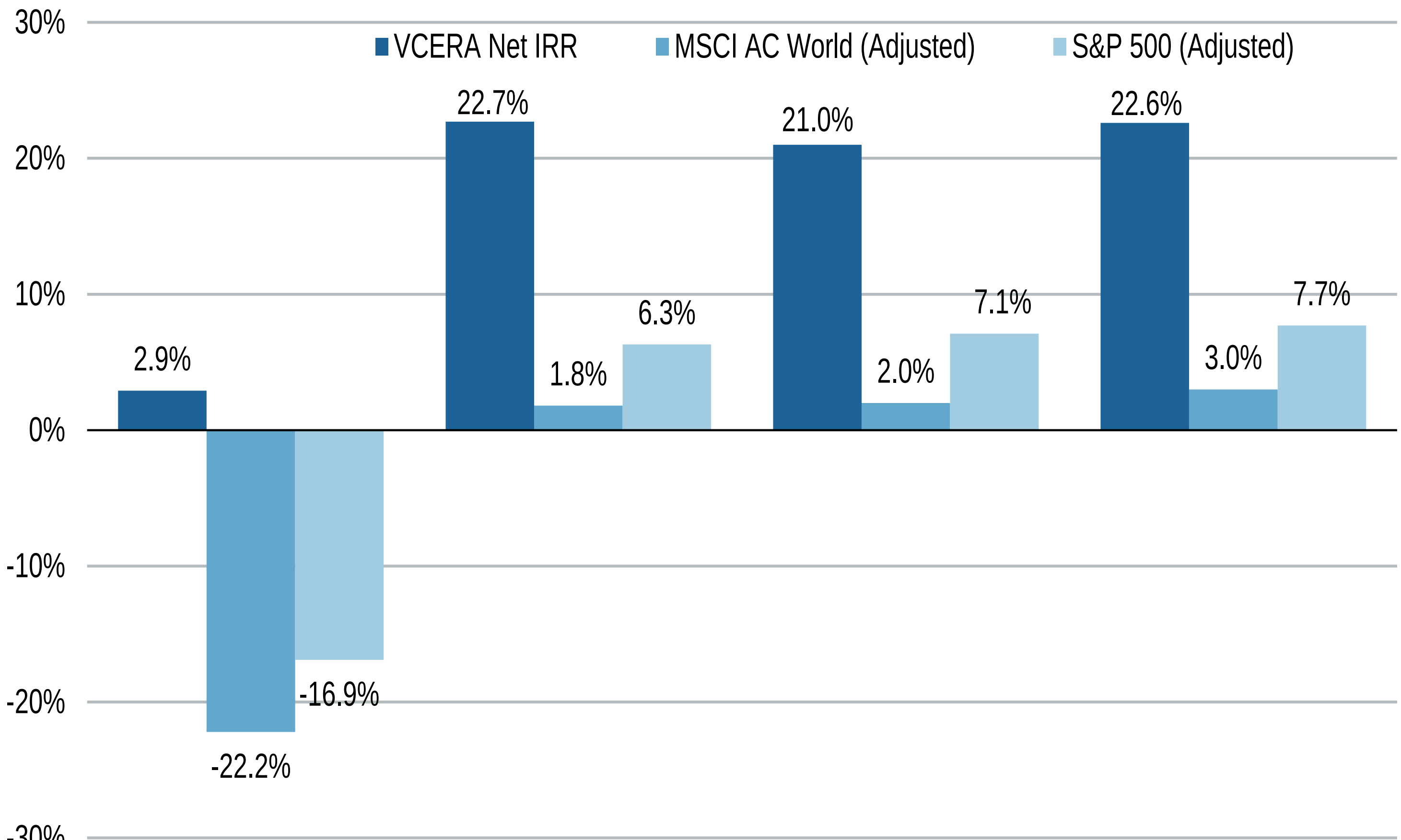
Summary - Inception to Date		
Commitment	$	25,000,000
Less: Contributions		(19,000,000)
Remaining Capital Commitment		**6,000,000**
Capital Account Balance		18,806,351
Cumulative Distributions		1,335,269
Total Value (Ending Capital Account Balance plus Cumulative Distributions	**$**	**20,141,620**

Performance Summary	
Fund Level Net IRR	8.44%
Total Value to Paid-in	1.1x

As of September 30, 2022. See 'Additional Important Information' at the end of the presentation, including important disclosures related to Net Performance Returns, Fees and Expenses. Past performance is not a reliable indicator of future results.

Performance against benchmarks – Private equity

Since inception as of September 30, 2022



	1 Year	3 Year	5 Year	Since Inception
VCERA Net IRR	2.9%	22.7%	21.0%	22.6%
MSCI AC World (Adjusted)	-22.2%	1.8%	2.0%	3.0%
S&P 500 (Adjusted)	-16.9%	6.3%	7.1%	7.7%

As of September 30, 2022.

Reflects private equity investments managed by HarbourVest. Private debt investments are not included. Reflects net returns to client based on their specific commitments and cash flows, after all fees, operating expenses and carried interest. Past performance is not a reliable indicator of future results. See `Additional Important Information' at the end of the presentation, including important disclosures related to Gross Performance Returns, Net Performance Returns, Public Market Equivalent, and Fees and Expenses.

* Adjusted index returns to reflect a comparable public market index ("PME").

Direct Lending portfolio

HarbourVest private credit platform

HarbourVest seeks private credit opportunities with premier PE sponsors by leveraging its position as a large, experienced allocator in over 2,000 funds to secure allocations.

Differentiated sourcing	Allocation advantage	Experienced team	Rigorous underwriting

Differentiated sourcing	▪ Leverage our position as a large, experienced LP to source credit opportunities across platform ▪ Reviewed opportunities from over 250 PE sponsors over 4 years, committed capital to over 55 unique sponsors
Allocation Benefit	▪ Exercise high selectivity, driven by 85% allocation to targeted pipeline ▪ Serve as the only co-lender in approx. 25% of our portfolio
Experienced team	▪ 20+ person dedicated credit team, investment committee with 29 years of average experience ▪ 175+ investment professionals across the firm with incentives to source credit opportunities
Rigorous underwriting	▪ Conduct 3-step formal due diligence process, supplemented by input from legal, tax and ESG teams ▪ Critically evaluate downside scenarios, conduct routine stress tests and quarterly portfolio reviews

We invest in less than 5% of sourced opportunities to build highly diversified portfolios across issuers, industries, and sponsors

HarbourVest Data, as of December 31, 2022.

Direct Lending Fund I (HDL)

Overview

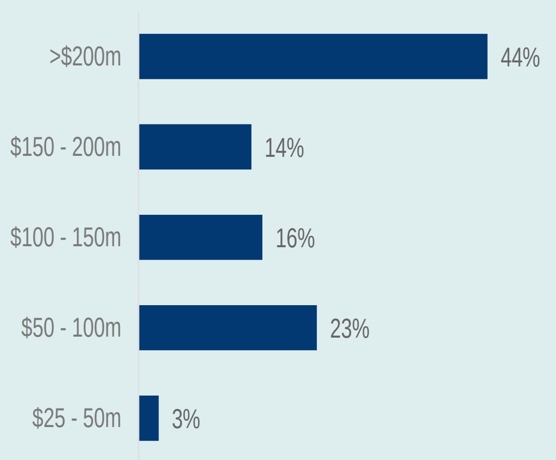
- Commitment period from 2020 – 2023
- Final close held in August 2021 at $892 million in equity, equating to $1.6 billion in estimated investable capital*

Portfolio update

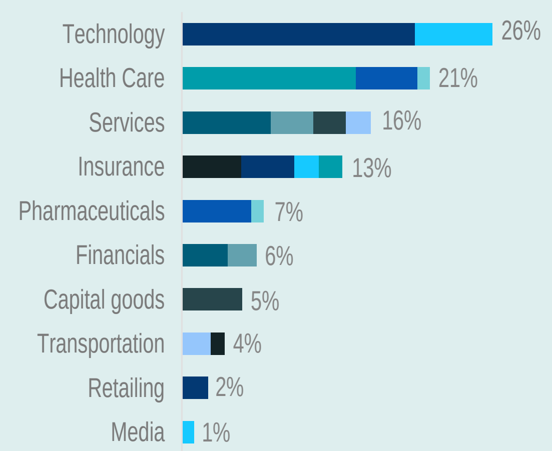
- Committed over $1.5 billion across 65 investments to date
- As of December 31, 2022, the portfolio has realized seven investments resulting in $106 million in gross proceeds
- The Fund is expected to invest in approximately 65-70 positions

$ Millions	Sept-30 '22	Dec-31 '22
Fund Size (Total Fund Equity)	$892.3	$892.3
Targeted Investable Capital	$1,606.1	$1,606.1
Committed to Investments	91%	95%
Capital Called	**$671.4**	**$671.4**
% Called	**76%**	**76%**
Cumulative Distributions	**$46.9**	**$64.0**
Net DPI	**0.1x**	**0.1x**
Net TVPI	1.1x	
Net IRR	8.3%	

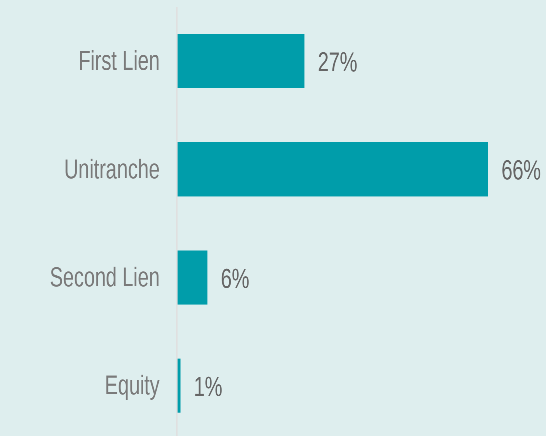
EBITDA at Entry



Industry



Security Type



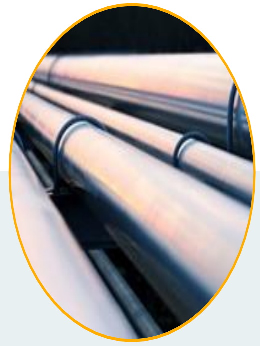
*Targeted investable capital represents total commitments levered at 0.8x. The Fund LPA allows up to 1.0x leverage. The specific investments identified do not represent all of the investments purchased, sold or recommended. A reference to a specific GP or company does not constitute a recommendation to invest. Any reference to a specific GP or company does not constitute a recommendation to invest, nor an indication that HarbourVest funds or accounts hold, any specific GP or company. Charts represent total committed to investments as of December 31, 2022. This page summarizes the activity and performance of a HarbourVest fund or account. There is no guarantee the investments and relationships referenced will be in a future portfolio. Past performance is not a reliable indicator of future results. See 'Additional Important Information' at the end of the presentation, including important disclosures related to Gross Performance Returns, Net Performance Returns, and Fees and Expenses. This data is based on actual past performance of prior investments and does not represent simulated past performance within the context of the ESMA Guidelines on Marketing Communications.

Infrastructure portfolio

Among the world's longstanding alternative asset managers

Industry reputation as a trustworthy steward of essential infrastructure assets



Experienced private markets manager:

40-year track record and over 24,000 partnerships tracked

Specialized infrastructure team:

16 professionals and 23 years of average MD experience*

Longstanding industry relationships:

Over 500 active GP relationships and over $290B of transactions viewed

Established investment track record:

~$4.2B committed to infrastructure & real assets investments since 2008**

Solutions provider of choice:

Suite of infrastructure strategies available to meet an investor's investment objectives

* Includes individuals focused on infrastructure and real assets investments as well as secondary investments and investor relations. As of Dec. 31, 2022. ** Includes all infrastructure and real assets investments made for a HarbourVest fund/account since 2008 including those made outside of dedicated infrastructure and real assets vehicles and on behalf of custom accounts.

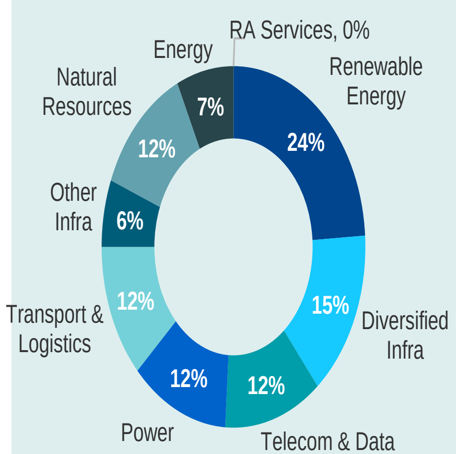
Infrastructure Opportunities II*

Overview and portfolio update

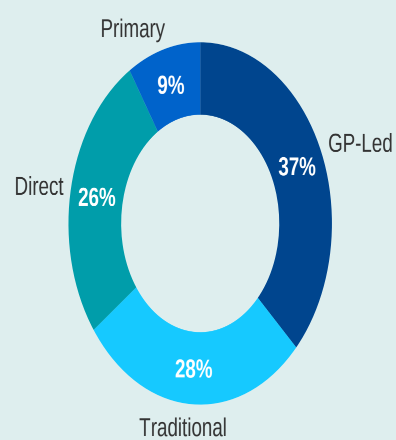
- Began investing in 2019
- Final close December 2020
- As of Sept 30, 2022, the Fund is ~73.6% committed to investments
- As of Sept 30, 2022, the Fund is ~56% called
- Portfolio valued at 1.4x cost with an 38% gross IRR as of Sept 30, 2022
- The Fund is on track for a four-year investment period and is expected to make an additional 4-6 investments

$ Millions	Sep-30 '22	Dec-31 '22
Fund size	$456.0	456.0
Committed to investments	73.6%	73.7%
Paid-in capital	$252.8	252.8
% called	56.0%	56.0%
Distributions	$38.1	38.1
Net DPI	0.2x	0.2x
Total value	$329.5	
Net TVPI	1.3x	
Net IRR	51.4%	

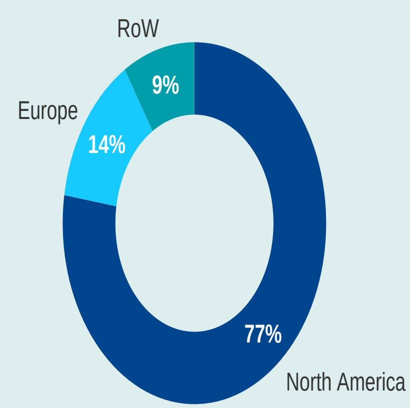
Sector



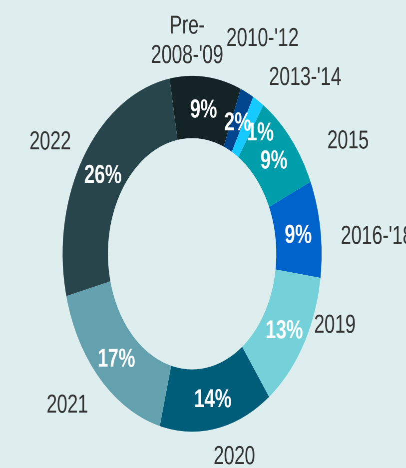
Transaction Type**



Geography



Investment Year



*Infrastructure Opportunities Fund II (IOF II), referred to herein, was previously labeled in investor materials as Real Assets Fund IV. HarbourVest renamed this fund in marketing materials to better reflect the investment strategy focus of the fund as well as to be consistent with the naming of Infrastructure Opportunities Fund III, which represents a continuation of the commingled Infrastructure Opportunities Fund Program that began in 2016. ** Transaction type based on portfolio commitments as of December 31, 2022. Remaining pie charts are based on cumulative cost of company investments as of September 30, 2022.Note: Diversification estimated based on available data. See final pages for additional notes. This page summarizes the activity and performance of a HarbourVest fund or account. There is no guarantee the investments and relationships referenced will be in a future portfolio. Past performance is not a reliable indicator of future results. Percentages may not total 100% due to rounding. This data is based on actual past performance of prior investments and does not represent simulated past performance within the context of the ESMA Guidelines on Marketing Communications.

Co-investment portfolio

Leader in building co-investment portfolios

Longstanding co-investment history*

$27.4 billion

committed to co-investments in last 10 years*

650+

co-investments made in last 10 years

Focus on creating solutions for GPs

50+

GP partners§

HarbourVest Strengths

Active deal-sourcing platform**

1,082

deals sourced in LTM

65%

small/mid-market deals reviewed in LTM

Large, experienced global team

76

investment professionals globally

21

average years of MD experience

As of September 30, 2022, unless otherwise noted. Team data is as of December 31, 2022. For investments which have utilized leverage in a currency other than the U.S. Dollar, the investment and portfolio performance metrics reflect debt drawdowns and outstanding debt at exchange rates as of the report date, and debt repayments at exchange rates as of transaction dates. HarbourVest generally uses different currency translation in investor reporting, which may produce different results.

* Reflects aggregate capital committed to, and number of investments made in, direct co-investments from January 1, 2012 to September 30, 2022. HarbourVest has committed $32.3 billion to 1,149 direct co-investments since inception as of September 30, 2022.

** As of December 31, 2022. Small/mid-market deals statistic represents percentage of deals reviewed in depth that has an enterprise value of $1.5 billion or less at the time of our review.

§ Includes all GPs in Co-Investment Fund III – Co-Investment Fund V where HarbourVest provided a solution to the lead GP.

Co-Investment Fund VI – Overview

Objectives

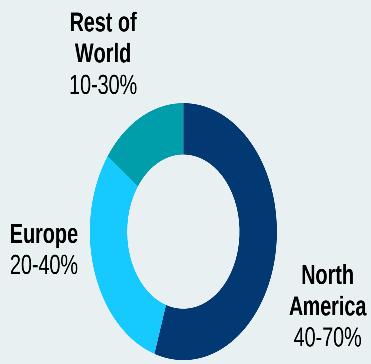
- Provide clients access to a diversified global portfolio of direct co-investments in buyout, growth equity, and other private market transactions alongside top-tier private markets managers
- Seek risk-adjusted returns for investors by leveraging the Firm's proven sourcing platform, established deal selection process, differentiated execution capabilities, and global presence
- The Fund may make strategic primary partnership investments up to 5% of committed capital

Investment Focus

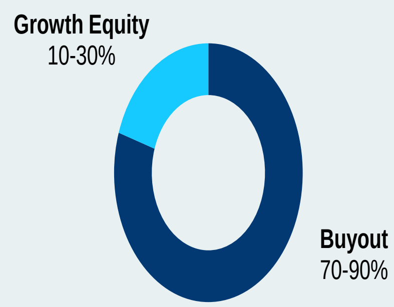
- Portfolio of co-investments diversified by lead manager, industry, stage, and geography
- Utilizing HarbourVest's repeatable process to access and create compelling opportunities

Allocation Targets**

Geography



Stage



As of December 31, 2022 unless otherwise noted. Allocation amounts for pending commitments are subject to change. For investments which have utilized leverage in a currency other than the U.S. Dollar, the investment and portfolio performance metrics reflect debt drawdowns and outstanding debt at exchange rates as of the report date, and debt repayments at exchange rates as of transaction dates. HarbourVest generally uses different currency translation in investor reporting, which may produce different results.

** These amounts reflect the current expectations for the allocation of the Fund. The ultimate allocation will differ based upon market conditions and available investment opportunities over the life of the Fund. Additionally, these are not prescriptive guidelines. The investment guidelines of the Fund are contained in the offering memorandum and the limited partnership agreement. There is no guarantee the Fund will achieve its investment objectives.

HarbourVest Partners Co-Investment Fund V

Overview

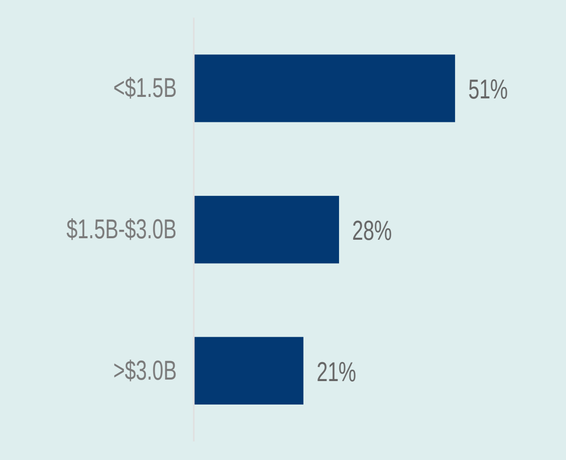
- Commitment period from 2018 – present
- Co-investments principally in leveraged buyouts, recapitalizations, growth equity, and special situations

Portfolio update

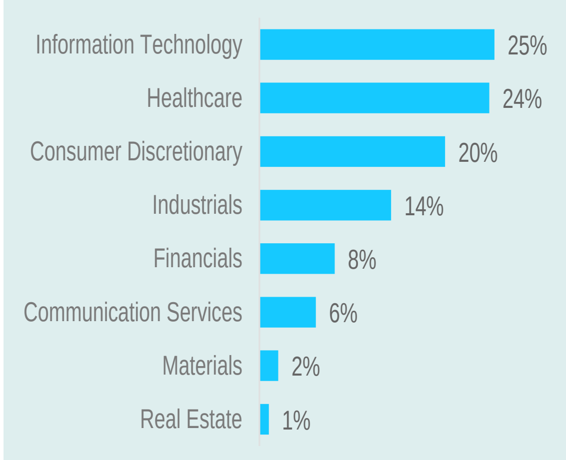
- The Fund has committed more than $3.0 billion to 60 companies and completed its investment period in 2022
- The portfolio generated proceeds of $139.9 million during the quarter
- During the quarter, the portfolio generated a net loss of $30.2 million
- The portfolio's total value is 1.7x total cost at September 30, 2022

$ Millions	Sep-30 '22	Dec-31 '22
Fund Size	$3,030.3	$3,030.3
Committed to Investments	100%	101%
Paid-In Capital	**$2,374.9**	**$2,374.9**
% Called	**79%**	**79%**
Distributions	**$387.8**	**$513.5**
Net DPI	**0.2x**	**0.2x**
Total Value	$3,921.5	
Net TVPI	1.7x	
Net IRR	25.6%	

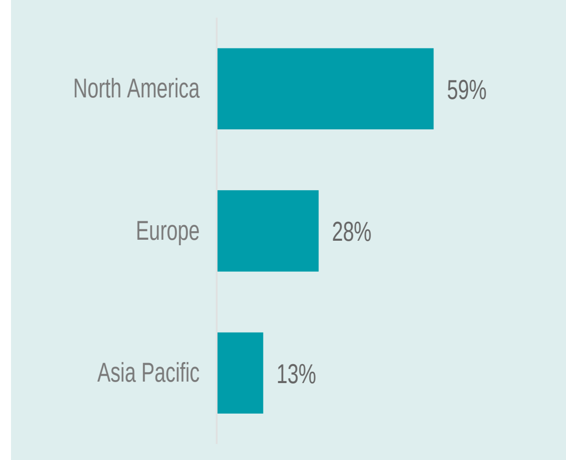
Enterprise Value



Industry



Geography



Charts are based on cumulative cost of company investments as of September 30, 2022. Performance data shown as of September 30, 2022 is preliminary, unaudited, and subject to change. HCF V performance also includes the performance of any AIF-related funds. For investments which have utilized leverage in a currency other than the U.S. Dollar, the investment and portfolio performance metrics reflect debt drawdowns and outstanding debt at exchange rates as of the report date, and debt repayments at exchange rates as of transaction dates. HarbourVest generally uses different currency translation in investor reporting, which may produce different results. A complete list of the fund's portfolio holdings and performance may be found this presentation. This performance is intended for distribution with the annual performance information in 'Additional Track Record Detail'. This page summarizes the activity and performance of a HarbourVest fund or account. While the investments and relationships referenced may be in a HarbourVest portfolio, there is no guarantee that they will be in a future portfolio. A reference to a specific GP or company does not constitute a recommendation to invest nor an indication that HarbourVest funds or accounts hold any specific GP or company. It should not be assumed that any future investment will be profitable or will equal the performance of the companies referenced above. Past performance is not indicative of future results.

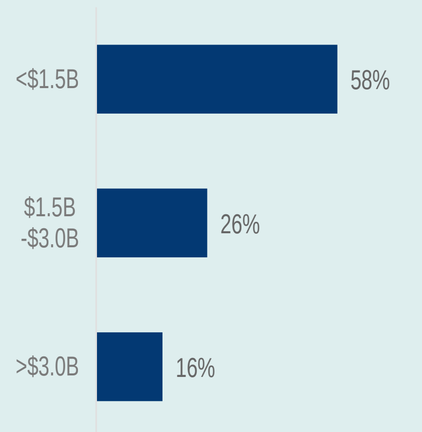
HarbourVest Partners Co-Investment Fund IV

Overview
- Commitment period from 2016 – 2019
- Co-investments principally in leveraged buyouts, recapitalizations, growth equity, and special situations
- $1.8 billion committed to 40 global co-investments

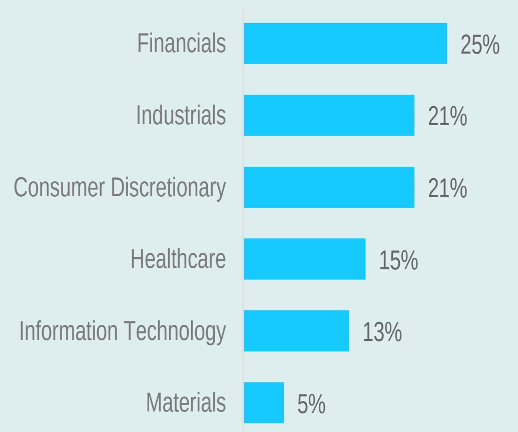
Portfolio update
- The portfolio generated proceeds of $22.9 million during the quarter
- The portfolio generated a net loss of approximately $53.5 million
- Portfolio's total value is 1.9x cost at September 30, 2022

$ Millions	Sep-30 '22	Dec-31 '22
Fund Size	$1,767.7	$1,767.7
Committed to Investments	101%	101%
Paid-In Capital	**$1,467.3**	**$1,467.3**
% Called	**84%**	**84%**
Distributions	**$1,339.7**	**$1,411.8**
Net DPI	**0.9x**	**1.0x**
Total Value	$2,735.0	
Net TVPI	1.9x	
Net IRR	16.8%	

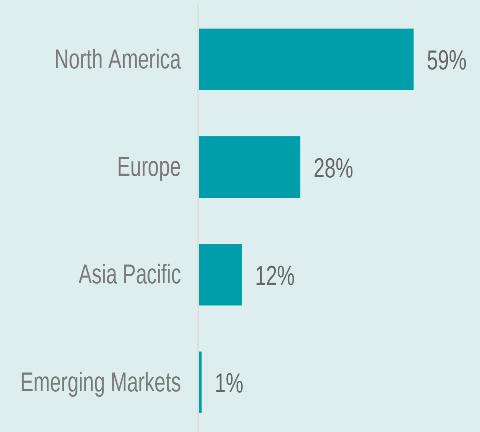
Enterprise Value



Industry



Geography



Charts are based on cumulative cost of company investments as of September 30, 2022. Performance data shown as of September 30, 2022 is preliminary, unaudited, and subject to change. HCF IV performance also includes the performance of any AIF-related funds. For investments which have utilized leverage in a currency other than the U.S. Dollar, the investment and portfolio performance metrics reflect debt drawdowns and outstanding debt at exchange rates as of the report date, and debt repayments at exchange rates as of transaction dates. HarbourVest generally uses different currency translation in investor reporting, which may produce different results.A complete list of the fund's portfolio holdings and performance may be found this presentation. This performance is intended for distribution with the annual performance information in 'Additional Track Record Detail'. This page summarizes the activity and performance of a HarbourVest fund or account. While the investments and relationships referenced may be in a HarbourVest portfolio, there is no guarantee that they will be in a future portfolio. A reference to a specific GP or company does not constitute a recommendation to invest nor an indication that HarbourVest funds or accounts hold any specific GP or company. It should not be assumed that any future investment will be profitable or will equal the performance of the companies referenced above. Past performance is not indicative of future results.

Secondaries portfolio

HarbourVest secondary competitive advantages

In our experience, six core strengths provide significant advantages

Experience & Stability
- 35+ years secondary experience across 500+ transactions
- Stable, consistent team
- 16 years of average MD tenure

Global Platform of Scale
- 12 global offices and 200+ investment professionals
- Over $129B committed to primaries, secondaries, and direct co-investments*

GP Relationships & Alignment
- Strategic & trusted partner to general partners
- 1,000+ advisory board seats

HarbourVest

Expertise in Complexity
- Market leader and innovator in complex secondary transactions for over 20 years

Independence
- Privately held & independent
- Accountable only to our limited partners

Robust Database
- 40 years of private markets data
- Information tracked on:
  - 24,000+ partnerships
  - 10,000+ managers
  - 36,000+ companies

As of September 30, 2022.

* Reflects the total committed capital since inception for primary, secondary and direct co-investments excluding real assets investments. Includes all investments made by a HarbourVest managed fund or account. In order to show a comprehensive track record and our experience in selecting investments, these figures include investments made by HarbourVest managed funds or accounts since 1983. This includes data (prior to 1998) related to transactions that occurred when the HarbourVest team was affiliated with Hancock Venture Partners, Inc.

Dover Street XI

Key Fund Highlights

$12 billion
Target fund size

September 30, 2022
Date of first investment

June 9, 2023
Document deadline for next closing

10%-20%
Expected 2023 capital calls

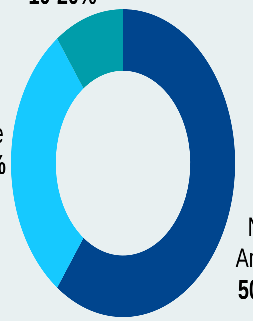
Shortly after final close
First distribution

3,000+
Expected number of underlying companies

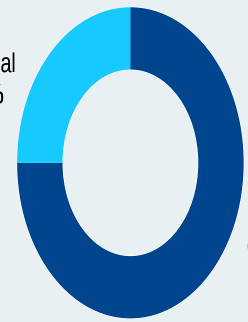
3 - 4 years
Expected investment period

Illustrative Portfolio Construction[1]

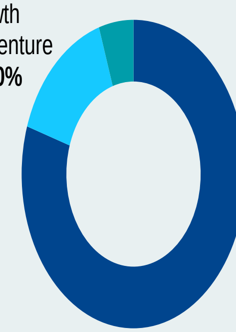
Geography



Transaction Type

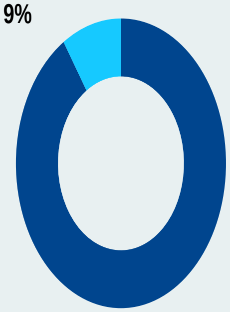


Stage



Current Portfolio

Deployment[2]



Largest Managers[3]

INSIGHT PARTNERS
Triton
Blackstone
AEA
ARES

1. As February 1, 2023. These amounts reflect the current expectations for the allocation of the Fund. The ultimate allocation will differ based upon market conditions and available investment opportunities over the life of the Fund. Additionally, these are not prescriptive guidelines. The investment guidelines of the Fund are contained in the offering memorandum and the limited partnership agreement. 2. As of December 31, 2022. Based on target fund size of $2 billion. 3. The companies and general partners listed above are for illustrative purposes only. While these are actual investments in a HarbourVest portfolio, there is no guarantee they will be in a future portfolio. General Partners shown represent the largest by current company value in the Dover XI portfolio, including transactions committed to but not yet closed.

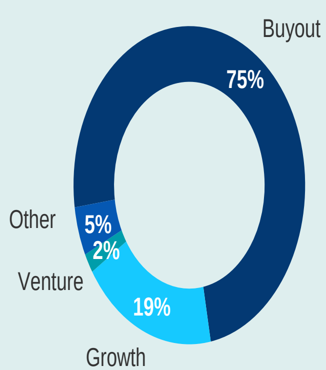
Dover Street X

Overview and portfolio update

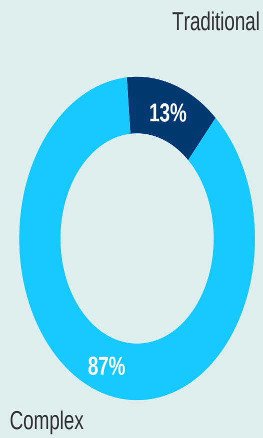
- Committed from 2019-2022
- 109% committed to 55 secondary transactions as of December 31, 2022
- Portfolio has generated strong performance and liquidity to date
- $815 million distributed to LPs in 2022

$ Millions	Sep-30 '22	Dec-31 '22
Fund Size	$8,121.8	$8,121.8
Committed to Investments	103%	109%
Paid-In Capital	**$4,860.0**	**$5,060.0**
% Called	**61%**	**63%**
Distributions	**$1,551.4**	**$1,753.3**
Net DPI	**0.3x**	**0.3x**
Total Value	$7,514.4	
Net TVPI	1.5x	
Net IRR	47.2%	

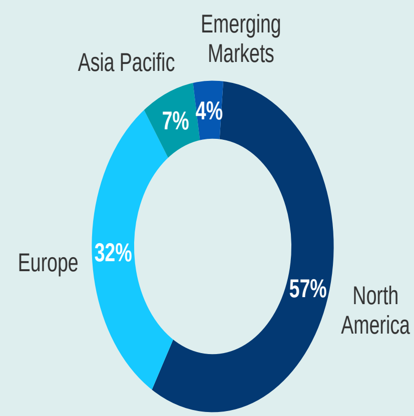
Stage



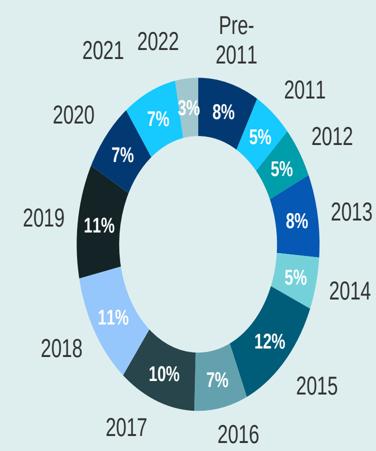
Transaction type



Geography



Investment year



Pie charts are based on cumulative cost of company investments as of September 30, 2022. Transaction type based on transaction level commitments. Percentages may not total to 100% due to rounding. See final pages for additional notes. Deal count includes strategic primaries counted as one transaction. Performance presented above includes the performance of the Fund and any relevant Alternative Investment Fund (AIF) entities. This page summarizes the activity and performance of a HarbourVest fund or account. Past performance is not a reliable indicator of future results. See "Additional Important Information' at the end of the presentation, including important disclosures related to Net Performance Returns and Fees and Expenses.

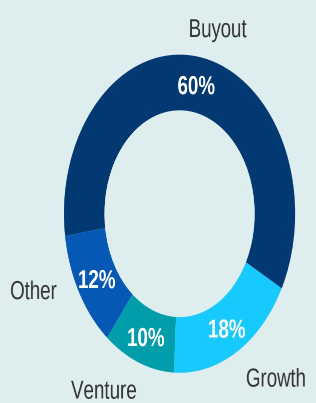
Dover Street IX

Overview and portfolio update

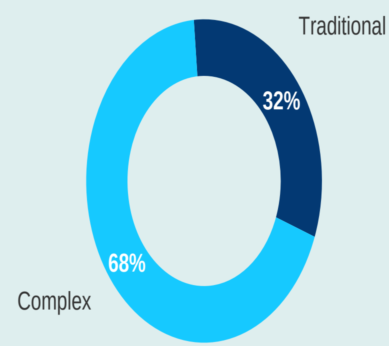
- Committed from 2016-2019
- 104% committed to 45 secondary transactions
- Well diversified portfolio performing ahead of plan
- $832 million distributed to LPs in 2022

$ Millions	Sep-30 '22	Dec-31 '22
Fund Size	$4,777.0	$4,777.0
Committed to Investments	103%	104%
Paid-In Capital	**$3,999.5**	**$4,093.7**
% Called	**85%**	**87%**
Distributions	**$3,988.1**	**$4,209.3**
Net DPI	**1.0x**	**1.0x**
Total Value	$7,098.2	
Net TVPI	1.8x	
Net IRR	24.7%	

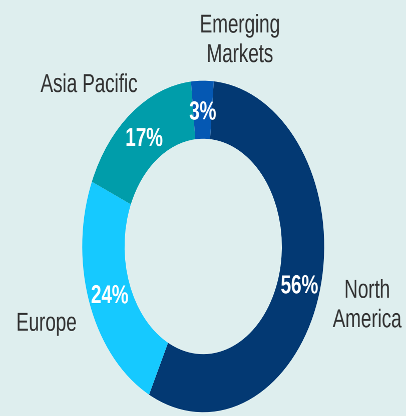
Stage



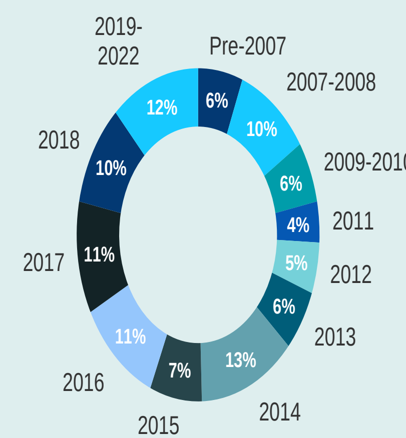
Transaction type



Geography



Investment year



Pie charts are based on cumulative cost of company investments as of September 30, 2022. Transaction type based on transaction level commitments. Percentages may not total to 100% due to rounding. See final pages for additional notes. Deal count includes strategic primaries counted as one transaction. Performance presented above includes the performance of the Fund and any relevant Alternative Investment Fund (AIF) entities. This page summarizes the activity and performance of a HarbourVest fund or account. Past performance is not a reliable indicator of future results. See "Additional Important Information' at the end of the presentation, including important disclosures related to Net Performance Returns and Fees and Expenses.

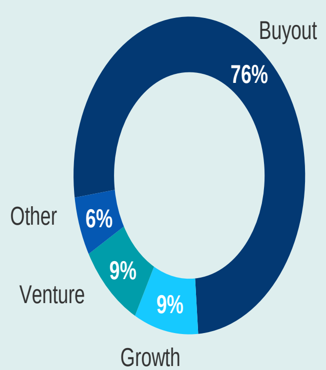
Dover Street VIII

Overview and portfolio update

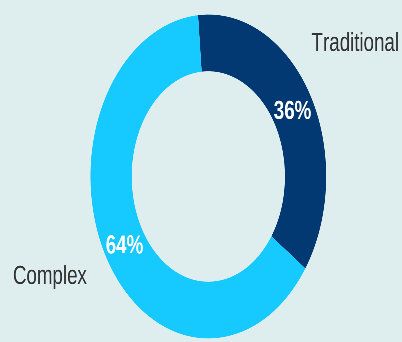
- Committed from 2012-2016 to 37 transactions
- Well diversified portfolio constructed in-line with stated strategy
- Portfolio performing ahead of plan
- $222 million distributed to LPs in 2022

$ Millions	Sep-30 '22	Dec-31 '22
Fund Size	$3,591.5	$3,591.5
Committed to Investments	93%	92%
Paid-In Capital	**$3,254.6**	**$3,254.6**
% Called	**92%**	**92%**
Distributions	**$5,074.5**	**$5,123.8**
Net DPI	**1.6x**	**1.6x**
Total Value	$5,553.9	
Net TVPI	1.7x	
Net IRR	19.7%	

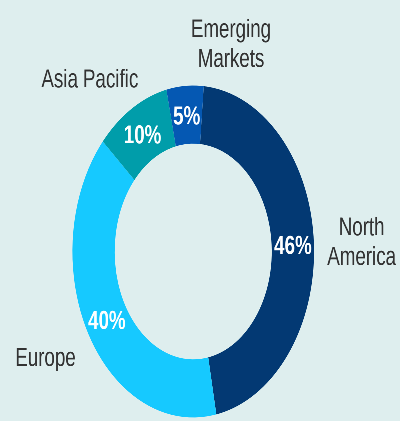
Stage



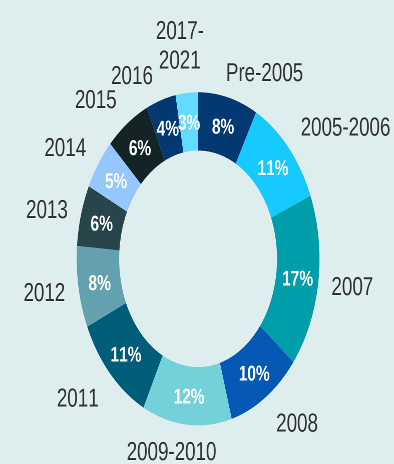
Transaction type



Geography



Investment year



Pie charts are based on cumulative cost of company investments as of September 30, 2022. Transaction type based on transaction level commitments. Percentages may not total to 100% due to rounding. See final pages for additional notes. This page summarizes the activity and performance of a HarbourVest fund or account. There is no guarantee the investments and relationships referenced will be in a future portfolio. Past performance is not a reliable indicator of future results. See "Additional Important Information" at the end of the presentation, including important disclosures related to Net Performance Returns and Fees and Expenses.

Appendix

Strong global team

EXECUTIVE MANAGEMENT COMMITTEE

MANAGING DIRECTOR

John Toomey, Peter Wilson

PRIMARY PARTNERSHIPS

MANAGING DIRECTOR

Till Burges, John Morris, Carolina Espinal, Amanda Outerbridge, Mac Grayson, Senia Rapisarda, Ryan Gunther, Greg Stento, Lydia Hao, Scott Voss, Hemal Mirani, Alex Wolf

PRINCIPAL

Alex Barker, Stephen Tamburelli, Joseph Li, Sarah Zilzer, Eric Simas

VICE PRESIDENT

Amanda Chen, Lindsey Macleod, Stephanie Daul, Sophia Maizel, Danielle Dobson, Matthew Marotta, Matthew Duggan, John Powers, Mindy Lahrman, Chloe Webster

SENIOR ASSOCIATE

Travis Chou, Daryl Ng, Zachary Knowlton, Julie Zhu, Robin McNamara

ASSOCIATE

Jason Bonn, Nolan McGlame, Denis Bubnov, Benjamin Muggia, Chiara Cairelli, Justin Padilla, Kunal Chandak, Vivek Patel, Michael Choi, Gregory Piccirillo, Robert Congdon, Ali Sarfaraz, Ashley Gao, Tassilo Stiebe, Dylan Herschfield, Justin Streicher, Jasveen Khaneja, Chelsea Tang

EMERGING AND DIVERSE INVESTMENTS

MANAGING DIRECTOR

Edward Powers, Sanjiv Shah

ENTERPRISE INVESTMENT OFFICE

PRINCIPAL & SENIOR VICE PRESIDENT

Todd DeAngelo, Nick Fleischhacker

VICE PRESIDENT

Jecca Auchterlonie, Dean Poulos

QUANTITATIVE INVESTMENT SCIENCE

MANAGING DIRECTOR

Sofia Gertsberg

PRINCIPAL

Drew Snow

SECONDARY INVESTMENTS

MANAGING DIRECTOR

David Atterbury, Jeff Keay, Greg Ciesielski, Mike Pugatch, Tim Flower, Rajesh Senapati, Valérie Handal, Dustin Willard, Edward Holdsworth

PRINCIPAL

Abuzar Anaswala, David Lowry, Nick Bellisario, Nathan Ritsko, Kyle Dowd, Christopher Row, John Fiato, Matt Souza, Dominic Goh, William Thompson, Blake Holman, Martin Yung

VICE PRESIDENT

Chad Bounds, Yassin Knocke, Julie Catton, Andrea Pompili, Matthew Dezenzo, Emily Ren, Jack Donovan

SENIOR ASSOCIATE

Ryan Kim, Kaitlyn Shao, Tony Law, Jordan van Wezel, Parthiv Patel, Michael Venditti, Patrick Qian, Ruqing Zhou

ASSOCIATE

Edward Alvim, Pawan Rai, Rachelle Bower, Michael Scaldini, Jacob Cheng, Camila Schuch, Nicholas Fantini, Christoph Schwarz, Benjamin Gerber, Chloe Shepard, Corey Horohoe, Jeffrey Spence, Kelly Lau, Zoie Spinnler, Daniele Lauretti, Kevin Turner, Theodore Lee, Patrick Vasquez, Austin Littell, Olivia Xu, Kyle Nelson, Estelle Yao, Taylor Percy, Lynna Zhang, Annie Petrino

INFRASTRUCTURE & REAL ASSETS

MANAGING DIRECTOR

Dan Buffery, Kevin Warn-Schindel, Michael Dean

PRINCIPAL

Diego Jimenez, Abigail Rayner, Justin Lane, Benjamin Wu, Ciaran McNeary

VICE PRESIDENT

Holland Davis, Anna Thurston, Ian Jeffrey

SENIOR ASSOCIATE

Anthony Crawford, Colin Mooney

ASSOCIATE

Graham Browne, Dhruv Goyal, Joseph Cevallos, Vidya Rajan, Tucker France, Andrew Tye

DIRECT CO-INVESTMENTS & PRIVATE CREDIT

MANAGING DIRECTOR

Jamie Athanasoulas, Craig MacDonald, Corentin du Roy, Seth Palmer, Goncalo Faria Ferreira, Alex Rogers, Ian Lane, Karen Simeone, Peter Lipson, Kelvin Yap

PRINCIPAL

Cartus Chan, Ryan Jones, Matthew Cheng, David Krauser, Bill Cole, Lenny Li, William Hasten, Jacqueline Peradotto, Joel Hwang, Steve Wong, Lee Incandela, David Zug

VICE PRESIDENT

Megan Beecher, Gina McClary, Brendan Butler, Thorne Michaels, Elliott Campbell, Gurdeep Nadra, Karen Chung, Jeffrey Ouellette, Sean Gillespie, Alexis Owuadey, Michael Guiness, Alex Robins, Houda Hamdouch, Jonathan Sanford, Noel Lam, Tyler Smith, Ruyin Liao, Nai Uanarumit, Alexander Mackinger, Junyi Zang, Gregory Mazur

SENIOR ASSOCIATE

Sean Carolan, William Morelli, Tim Hegarty, Tikeren Quinn, Garren Hong, Mark Realbuto, Xiren Huang, John Schwartz, Andreas Kuzma, Ryan Wolfson, Rodrigo Lameira, Benson Wong, Joseph Mitrani, Rachel Wu

ASSOCIATE

Josh Actis, Nathania Irene, Aditya Agarwal, Kylie Johnson, Hasan Al-Saidi, Laura Kelly, Carolina Alves, Florence Kong, Jacob Bjorklund, Maxime Lattanzio, Daniele Bonfante, Matthew Llanes, Julia Burke, Molly Manuel, Eugenia Chalbaud, Joelle Marx, Anne Chen, Caleb Morrison, Casey Chung, Stephanie Ng-Lun, Abigail Cough, William Roeder, Benjamin Gardner, Jake Silver, Charles Gay, Marie Smith, Zachary Halpryn, Darrien Tan, Henry Hu, Yuan Ming Tan, Jackie Huang, Hannah Truslow, Li Huang, Walter Zhang, William Ip, Chris Zhu

OPERATIONS

Monique Austin, Managing Director
Richard Campbell, Managing Director
Paula Drake, Managing Director, General Counsel
Julie Eiermann, Managing Director, Portfolio Analytics
Aliza Firestone Goren, Managing Director
Adam Freedman, Managing Director, CCO
Karin Lagerlund, Managing Director, CFO
Rob MacGoey, Managing Director, CFO
Tricia Mackechnie, Managing Director, CTO
Mark Reale, Managing Director
Mary Traer, Managing Director / CAO
Rima Bansal, SVP, Financial Planning & Analysis
Jennifer Blatt, SVP, Head of Perf. & Rewards
Tony Cobuzzi, SVP, Fund Controller
Richard Conklin, SVP, Transaction Counsel
Cory Cook, SVP, Fund Controller
Matthew Dowgert, SVP, Counsel
Jason Frigiani, SVP, Corporate Controller
Kelley King, SVP, Chief DEI Officer
Brooke Logan, SVP, IT
David Luu, SVP, Information Technology
David Morris, SVP, Tax Structuring
Alicia Novak, SVP, Deputy CCO
Sandra Pasquale, SVP, Treasury
Michael Pekkarinen, SVP, Business Resilience
Bruce Pixler, SVP, Director of Tax
Igor Rudfeld, SVP, Senior Fund Controller
David Rule, SVP, Global Infrastructure
Kim Schawbel, SVP, Admin. Operations
Eric Senay, SVP, Treasurer
Jonathan Sidi, SVP, Counsel
Dave Stepanis, SVP, Portfolio Analytics
Cyndi Strzyz, SVP, Senior Fund Controller
Diarmuid Walsh, SVP, COO
Jean Walsh, SVP, Assistant Treasurer

INVESTOR RELATIONS

MANAGING DIRECTOR

Nate Bishop, Bryce Klempner, Fran Peters, Minjun Chung, Olav König, Ilan Rosen, Brett Gordon, Tatsuya Kubo, Sally Shan, Matt HoganBruen, Simon Lund, Cicely Sun, Simon Jennings, Vinay Mendiratta, Laura Thaxter, Jamie Kase, Nhora Otalora

PRINCIPAL & SENIOR VICE PRESIDENT

Aiko Adachi, John Cooney, Warwick Mancini, Emily Archer, Ashleigh Dorsett, Michele Martin, Mohit Bhatia, Maryellen Doyle, Teri Noble, Terry Bicknese, Shumin Gong, Amish Popat, Adam Bradbury, Conner Hayes, Martina Schliemann, Jay Brasseur, Michael Joseph, Jonathan Seidman, John Brescia, Yasunobu Kawahara, Alicia Sweeney, Melissa Cahill, Ted Logan, Taehyun Yum, Daniel Conti

As of December 31, 2022. Includes employees of HarbourVest Partners, LLC, HarbourVest Partners (U.K.) Limited, HarbourVest Partners (Asia) Limited, HarbourVest Partners (Japan) Limited, HarbourVest Partners, LLC Oficina de Representación, HarbourVest Investment Consulting (Beijing) Company Limited, HarbourVest Partners Korea Ltd, HarbourVest Partners (Israel) Ltd, HarbourVest Partners (Ireland) Limited, HarbourVest Partners (Singapore) Pte. Limited, and HarbourVest Partners (Ireland) Limited, Zweigniederlassung Deutschland, HarbourVest Partners (Australia) Pty. Limited.

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Additional important information

Additional important information

The information contained herein is highly confidential and may not be relied on in any manner as legal, tax, or investment advice or as an offer to sell or a solicitation of an offer to buy an interest in any fund or any other investment product sponsored by HarbourVest (the “Fund”). Any offering of interests in the Fund will be made by means of delivery of a confidential Private Placement Memorandum or similar materials (the “Memorandum”) that contain a description of the material terms of such investment and subscriptions will be accepted solely pursuant to definitive documentation. These materials do not purport to contain all the information relevant to evaluating an investment in the Fund. The information contained herein will be superseded by, and is qualified in its entirety by reference to, the Memorandum, which will contain information about the investment objective, terms, and conditions of an investment in the Fund and will also contain tax information and risk disclosures that are important to any investment decision regarding the Fund. No person has been authorized to make any statement concerning the Fund other than as will be set forth in the Memorandum and any such statements, if made, may not be relied upon. No sale will be made in any jurisdiction in which the offer, solicitation, or sale is not authorized or to any person to whom it is unlawful to make the offer, solicitation, or sale. Offers and sales of interests in the Fund will not be registered under the laws of any jurisdiction and will be made solely to “qualified purchasers” as defined in the U.S. Investment Company Act of 1940, as amended. The information contained herein must be kept strictly confidential and may not be reproduced or redistributed in any format without the express written approval of HarbourVest.

An investment in the Fund will involve significant risks, including loss of the entire investment. Before deciding to invest in the Fund, prospective investors should pay particular attention to the risk factors contained in the Memorandum. Prospective investors should make their own investigations and evaluations of the information contained herein. Prior to the closing of a private offering of interests in the Fund, HarbourVest will give investors the opportunity to ask questions and receive additional information concerning the terms and conditions of such offering and other relevant matters. Each prospective investor should consult its own attorney, business advisor, and tax advisor as to legal, business, tax, and related matters concerning the information contained herein and such offering.

Epidemics, Pandemics and Other Health Risks: Many countries have experienced infectious illnesses in recent decades, including swine flu, avian influenza, SARS and 2019-nCoV (the “Coronavirus”). In December 2019, an initial outbreak of the Coronavirus was reported in Hubei, China. Since then, a large and growing number of cases have been confirmed around the world. The Coronavirus outbreak has resulted in numerous deaths and the imposition of both local and more widespread “work from home” and other quarantine measures, border closures and other travel restrictions causing social unrest and commercial disruption on a global scale. The World Health Organization has declared the Coronavirus outbreak a pandemic. The ongoing spread of the Coronavirus has had and will continue to have a material adverse impact on local economies in the affected jurisdictions and also on the global economy as cross-border commercial activity and market sentiment are increasingly impacted by the outbreak and government and other measures seeking to contain its spread. In addition to these developments having potentially adverse consequences for underlying portfolio investments of the Fund and the value of the Fund’s investments therein, the operations of HarbourVest and the Fund have been, and could continue to be, adversely impacted, including through quarantine measures and travel restrictions imposed on HarbourVest personnel or service providers based around the world, and any related health issues of such personnel or service providers. Any of the foregoing events could materially and adversely affect the Fund’s ability to source, manage and divest its investments and its ability to fulfill its investment objectives. Similar consequences could arise with respect to other comparable infectious diseases.

Additional important information

Certain information contained herein (including financial information and information relating to investments) has been obtained from published and non-published sources. Such information has not been independently verified by HarbourVest. Except where otherwise indicated herein, the information provided herein is based on matters as they exist as of the date of preparation and not as of any future date, and will not be updated or otherwise revised to reflect information that subsequently becomes available, or circumstances existing or changes occurring after the date hereof. Any forecast provided herein is based on HarbourVest's opinion of the market as of the date of preparation and is subject to change, dependent on future changes in the market.

In considering any performance data contained herein, you should bear in mind that past performance is not a reliable indicator of future results. Certain information contained herein constitutes forward-looking statements, which can be identified by the use of terms such as "may", "will", "should", "expect", "anticipate", "project", "estimate", "intend", "continue", or "believe" (or the negatives thereof) or other variations thereof. Due to various risks and uncertainties, including those discussed above, actual events or results or actual performance of the Fund may differ materially from those reflected or contemplated in such forward-looking statements. As a result, investors should not rely on such forward-looking statements in making their investment decisions.

Important Information and Risk Factors

An investment in the private markets involves high degree of risk, and therefore, should be undertaken only by prospective investors capable of evaluating the risks of the Fund and bearing the risks such an investment represents. The following is a summary of only some of the risks and is qualified in its entirety by the more detailed "Certain Investment Considerations, Risks and Conflicts of Interest" sections of the Private Placement Memorandum, if applicable.

Risks Related to the Structure and Terms of a Private Markets Fund. Investments in a fund of funds structure may subject investors to additional risks which would not be incurred if such investor were investing directly in private equity funds. Such risks may include but are not limited to (i) multiple levels of expense; and (ii) reliance on third-party management. In addition, a fund may issue capital calls, and failure to meet the capital calls can result in consequences including, but not limited to, a total loss of investment.

Illiquidity of Interests; Limitations on Transfer; No Market for Interests. An investor in a HarbourVest-managed closed-end fund or account will generally not be permitted to transfer its interest without the consent of the general partner of such fund. Furthermore, the transferability of an interest will be subject to certain restrictions contained in the governing documents of a closed-end fund and will be affected by restrictions imposed under applicable securities laws. A HarbourVest-managed open-end fund or account will generally provide limited liquidity events for investors, subject to certain restrictions contained in the governing documents of an open-end fund and will be affected by restrictions imposed under applicable securities laws. There is currently no market for the interests in HarbourVest-managed funds or accounts, and it is not contemplated that one will develop. The interests should only be acquired by investors able to commit their funds for an indefinite period of time, as the term of the closed-end fund could continue for over 14 years. In addition, there are very few situations in which an investor may withdraw from a private equity closed-end fund. The possibility of total loss of an investment in a fund exists and prospective investors should not invest unless they can readily bear such a loss.

Additional important information

Risk of Loss. There can be no assurance that the operations of a strategy will be profitable or that the strategy will be able to avoid losses or that cash from operations will be available for distribution to the limited partners. The possibility of partial or total loss of capital of the strategy exists, and prospective investors should not subscribe unless they can readily bear the consequences of a complete loss of their investment.

Leverage. The strategy may use leverage in its investment strategy. Leverage may take the form of loans for borrowed money or derivative securities and instruments that are inherently leveraged, including options, futures, forward contracts, swaps and repurchase agreements. The strategy may use leverage to acquire, directly or indirectly, new investments. The use of leverage by the strategy can substantially increase the market exposure (and market risk) to which the strategies' investment portfolio may be subject.

Availability of Suitable Investments. The business of identifying and structuring investments of the types contemplated by the strategy is competitive and involves a high degree of uncertainty. Furthermore, the availability of investment opportunities generally will be subject to market conditions and competition from other groups as well as, in some cases, the prevailing regulatory or political climate. Interest rates, general levels of economic activity, the price of securities, and participation by other investors in the financial markets may affect the value and number of investments made by the strategy or considered for prospective investment.

Reliance on the General Partner and Investment Manager. The success of the strategy will be highly dependent on the financial and managerial expertise of the Fund's general partner and investment manager and their expertise in the relevant markets. The quality of results of the general partner and investment manager will depend on the quality of their personnel. There are risks that death, illness, disability, change in career or new employment of such personnel could adversely affect results of the strategy. The limited partners will not make decisions with respect to the acquisition, management, disposition or other realization of any investment, or other decisions regarding the strategies' businesses and portfolio.

Market Risk. Private equity, as a form of equity capital, shares similar economic exposures as public equities. As such, investments in each can be expected to earn the equity risk premium, or compensation for assuming the non-diversifiable portion of equity risk. However, unlike public equity, private equity's sensitivity to public markets is likely greatest during the late stages of the fund's life because the level of equity markets around the time of portfolio company exits can negatively affect private equity realizations. Though private equity managers have the flexibility to potentially time portfolio company exits to complete transactions in more favorable market environments, there's still the risk of capital loss from adverse financial conditions.

Potential Conflicts of Interest. The activities of the strategies may conflict with the activities of other HarbourVest-managed funds or accounts.

HCF Strategy Risks. The Fund will make minority equity co-investments in portfolio companies where the Fund does not expect to be able to protect their portfolio investments or to control or influence effectively the business or affairs of such entities. In such investments, the Fund will rely on the existing management and board of directors of such companies, which could include representatives of other financial investors with whom the Fund are not affiliated and whose interests could at times conflict with the Fund's interests. Such investments involve additional risks not present in investments where the Fund has control, including the possibility that such other investors have financial difficulties resulting in a negative impact on such investments or take actions contrary to the investment objectives of the Fund. A portion of the Fund's assets are expected to be invested outside of the United States. Non-US securities involve certain factors not typically associated with investing in US securities, including risks related to greater price volatility in and less liquidity of some non-US securities markets. This risk could be greater for investments made in developing or emerging markets.

Direct Co-Invest Investing Risks. Direct co-investments result in HarbourVest holding a minority equity interest in portfolio companies where HarbourVest does not expect to be able to protect its portfolio investments or to control or influence effectively the business or affairs of such entities. In such investments, HarbourVest will rely on the existing management and board of directors of such companies, which could include representatives of other financial investors with whom HarbourVest is not affiliated and whose interests could at times conflict with HarbourVest's interests. Such investments involve additional risks not present in investments where HarbourVest has control, including the possibility that such other investors have financial difficulties resulting in a negative impact on such investments or take actions contrary to the investment objectives of HarbourVest. A portion of HarbourVest's assets are expected to be invested outside of the United States. Non-US securities involve certain factors not typically associated with investing in US securities, including risks related to greater price volatility in and less liquidity of some non-US securities markets. This risk could be greater for investments made in developing or emerging markets.

Additional important information

Dover Strategy Risks. The Fund will acquire interests in underlying funds through secondary market transactions. Secondary market transactions may impose higher costs than other investments and may require the Fund to assume contingent liabilities associated with events occurring prior to the Fund's investment. In addition, the Fund will make secondary market transactions based on information that may be incomplete or inaccurate. The Fund may invest in leveraged buyouts of companies; such leveraged buyouts are inherently sensitive to declines in portfolio company revenues and increases in portfolio company expenses and to increases in interest rates. The Fund and its investments can make growth equity and venture capital investments, which involve a high degree of business and financial risk that can result in substantial losses. The Fund and its investments can invest in securities of financially troubled companies or companies involved in work-outs, liquidations, reorganizations, recapitalizations, bankruptcies, and similar transactions and securities of highly leveraged companies. While these investments could offer the potential for high returns, they also bring with them correspondingly greater risks. A portion of the Fund's assets are expected to be invested outside of the United States. Non-US securities involve certain factors not typically associated with investing in US securities, including risks related to greater price volatility in and less liquidity of some non-US securities markets. This risk could be greater for investments made in developing and emerging countries.

HDL Strategy Risks. A fundamental risk associated with the Fund's credit investments is credit risk, which is the risk that a borrower will be unable or unwilling to make principal and interest payments on its outstanding debt obligations when due. In addition, the Fund's investments are expected to include first lien senior and unitranche secured debt and second lien senior secured debt, the later of which could involve a higher risk of a loss of capital. The Fund is also expected to engage in the origination of debt with respect to a portion of their portfolios. If the Fund engages in such activities, it will be subject to applicable laws in each jurisdiction (including each US state) in which such activities take place. Such laws can be highly complex and could include licensing requirements, which can be lengthy and could subject a loan originator to increased regulatory oversight. The Fund expects to invest in small and medium-sized companies. Although such companies often present greater opportunities for growth, they could be exposed to higher volatility in their activities than larger companies.

IOF Strategy Risks. The Fund will acquire interests in underlying funds through secondary market transactions. Secondary market transactions may impose higher costs than other investments and may require the Fund to assume contingent liabilities associated with events occurring prior to the Fund's investment. In addition, the Fund will make secondary market transactions based on information that may be incomplete or inaccurate. Investments in infrastructure and real assets entail certain specific risks, including fluctuations of commodity prices, uncertainty of reserves, exploration and development risks, uncertainty in the developing alternative energy markets and technology, and governmental support and regulations. The Fund may be exposed to substantial risk of loss from environmental claims arising in respect of its investments. Furthermore, changes in environmental laws or regulations or the environmental condition of an investment could create liabilities that did not exist at the time of its acquisition and that could not have been foreseen. Investments in natural resources and energy services companies, including mining and oilfield service, product manufacturing, and technology businesses that are involved in the preparation, drilling, completion, production, and abandonment of oil and gas wells and mines could be subject to fluctuations in the demand for their services based on commodity prices, the macroeconomic environment, customer concentration, availability of alternative technologies or services and political or market pressures favoring these alternatives.

Additional important information

Performance Information:

The source of certain performance information is HarbourVest. In considering the performance information contained herein, prospective investors should bear in mind that past performance is not a reliable indicator of future results, and there can be no assurance that an investment sponsored (or an account managed) by HarbourVest will achieve comparable results or be able to implement its investment strategy or meet its performance objectives. The funds that made these investments may have had different terms and investment objectives than those proposed or modeled herein.

The foregoing performance information includes realized and unrealized investments. Unrealized investments are valued by HarbourVest in accordance with the valuation guidelines contained in the applicable partnership agreement. Actual realized returns on unrealized investments will depend on, among other factors, future operating results, the value of the assets and market conditions at the time of disposition, any related transaction costs, and the timing and manner of sale, all of which may differ from the assumptions on which the valuations used in prior performance data contained herein are based. Accordingly, the actual realized returns on these unrealized investments may differ materially from returns indicated herein.

IRRs are calculated from the date of a fund's first cash flow from a limited partner, which may include capital contributions in connection with fund formation, as may occur with certain AIF-Related Funds (as defined below), and therefore can be earlier than the date of the first capital call from a limited partner for the purpose of investment. The start date for IRR calculations can also be later than the date of initial investment when a credit facility or other third-party financing is used to fund such investment.

Performance is expressed in US dollars, unless otherwise noted. Returns do not include the effect of any withholding taxes. Cash flows are converted to US dollars at historic daily exchange rates, unless otherwise indicated. The return to investors whose local currency is not the US dollar may increase or decrease as a result of currency fluctuations.

Additional important information

Fees and Expenses (Net and Gross): Actual management fees and carried interest will vary and are established in negotiations with the limited partners of a Fund or separate account client. Management fees may range from an average of 0.1% to 1.25% per year of committed, called, or invested capital over the expected life of a Fund, pursuant to the limited partnership agreement or investment management agreement. Fees for Funds in extension years may be reduced, including to nil. Fund investors will typically bear all the costs and expenses relating to the operations of a Fund and its general partners (or similar managing fiduciary). A Fund shall bear its pro rata share of any such expenses incurred in connection with any portfolio investment to the extent the same portfolio investment is being made by other Funds. Organization expenses of a Fund will also typically be borne by Fund investors. When a Fund is generally expected to invest alongside a Fund primarily intended for European-based investors, which takes into account the regulatory requirements of the Alternative Investment Fund Managers Directive (an "AIF Related Fund"), organization expenses may be aggregated and allocated pro-rata between a Fund and its AIF Related Fund based on the relative commitments of the partners of the Fund and the partners of its AIF Related Fund (unless HarbourVest, as general partner, determines in good faith that a different share is appropriate). Fees and expenses are also described in HarbourVest's Form ADV, Part 2A brochure.

Performance Returns: Performance returns information (TV/TC (Total Value / Total Cost), TVPI (Total Value Paid-In), Portfolio IRR (Internal Rate of Return), TWR (Time Weighted Return), and IRR) shown net of fees and expenses are based on the Fund's Limited Partner ("LP") cash flow after all management fees, commissions, fund operating expenses, and carried interest. These returns reflect the combined return for all LPs in a fund and do not necessarily reflect an individual LP's actual return. Where applicable, a final LP cash flow is based on the fair market value of all LP capital accounts as determined by the Fund or account's General Partner ("GP") in accordance with the Firm's valuation policy. Net IRR and Net TVPI are calculated based on daily LP cash flows.

Gross performance returns, if shown, are based on the annual return calculated using daily cash flows from the Fund(s) to and from the various partnerships or companies held by the Fund, either directly or through a special purpose vehicle in which the Fund invested during the period specified, inclusive of the effects of fund-level leverage which is used to achieve those returns, to the extent such a fund is a levered fund. Gross performance returns are presented before management fees, carried interest, and other expenses borne by investors in the Fund(s), inclusive of the effects of fund-level leverage which is used to achieve those returns, to the extent such a fund is a levered fund. An actual portfolio would bear such fees and expenses. If such fees and expenses were deducted from performance, returns would be lower. For example, if a fund appreciated by 10% a year for five years, the total annualized return for five years prior to deducting fees and expenses at the end of the five-year period would be 10%. If total fund fees and expenses were 1% for each of the five years, the total annualized return of the fund for five years at the end of the five-year period would be 8.90%. These returns reflect the fees, expenses, and carried interest of the underlying fund investments (where applicable), certain expenses of any special purpose vehicle that held an interest in the underlying fund (where applicable), and the upfront costs, fees, expenses, and interest expense of the fund's leverage facilities, to the extent such a fund is a levered fund, but do not reflect the management fees, carried interest, and other expenses borne by investors in the Fund(s), which will reduce returns. The specific payment terms and other conditions of the management fees, carried interest, and other expenses of a Fund are set forth in the governing documents of the Fund.

Certain data metrics included (Distributed / Funded, Distributed Paid In Capital) are components of performance and should not be viewed as performance results.

Portfolio Company Performance is based on the cost and value of the individual company referenced. These returns do not reflect the fees, expenses, and carried interest of the partnership investments of the Fund(s), which will reduce returns. These returns do not represent the performance of any specific Fund or the return to limited partners of any specific Fund.

Additional important information

Short-term performance: Private markets performance expressed over short periods of time (especially 1 year or less) may produce IRRs that are not representative of the expected and realized IRRs of funds, vintages, and strategies that have been invested for longer periods of time. Consequently, short term performance is not a reliable indication of the fund's expected or future performance. Investors are encouraged to review private markets performance over longer periods of time, and should not make investment decisions based solely on investment performance.

HarbourVest PME: This information represents adjusted hypothetical Model Track Record of each index as if the respective index had been purchased and sold at the time of the limited partners' capital calls and distributions, with the remainder held at the date noted. The indices used assume reinvestment of all dividends. Under this methodology, the capital calls for the purchase of the public market index are the same as the capital calls for the Fund. The distributions for the sales of the public market index are scaled to represent the same proportion of the Fund's NAV at the time of the distribution. For example, if the Fund distributes 5% of NAV, then 5% of the index NAV is distributed. The adjusted public market indices shown are not subject to the risk, investment strategy, or investment characteristics of the Fund. The securities comprising the public market indices have substantially different characteristics than the investments held by a Fund, and accordingly, a direct comparison may not be meaningful. The adjusted indices are shown to demonstrate the approximate returns an investor may have received had the investor invested in certain publicly-traded equity securities in lieu of a Fund or the investments made by HarbourVest. An investor is not able to directly invest in an unmanaged index. See Definitions for additional information pertaining to the indexes shown.

Definitions:

Unless otherwise noted, Bloomberg is the source of the index data contained or reflected in this material. MSCI, S&P, FTSE Russell, and JP Morgan are the owners of the index data contained or reflected in this material and all trademarks and copyrights related thereto. This is HarbourVest's presentation of the data. Bloomberg, MSCI, S&P, FTSE Russell, and JP Morgan are not responsible for the calculations conducted by HarbourVest, the formatting or configuration of this material, or for any inaccuracy in presentation thereof.

The MSCI AC World® Index (ACWI) is designed to measure the performance of publicly-traded large and mid-capitalization equity securities in global developed and emerging markets. The MSCI ACWI Index is maintained by Morgan Stanley Capital International ("MSCI") and has historically captured approximately 85% coverage of the free float-adjusted market capitalization of its publicly-traded global equity opportunity set.

The S&P 500® Index is designed to measure the performance of publicly-traded equity securities of the large capitalization sector of the US market and includes 500 large companies having common stock listed on eligible U.S. exchanges. The S&P 500 Index is maintained by Standard & Poors ("S&P") and has historically captured approximately 80% coverage of available market capitalization of publicly-traded equities in the US market.

Country disclosures

These materials do not constitute an offer to sell or the solicitation of an offer to buy interests in any fund or any other investment product sponsored by HarbourVest Partners L.P. or its affiliates ("HarbourVest"), hereafter referred to as the "Fund". Any offering of interests in the Fund will be made by means of delivery of a confidential Private Placement Memorandum or similar materials that contain a description of the material terms of such investment and subscriptions will be accepted solely pursuant to definitive documentation. These materials do not purport to contain all the information relevant to evaluating an investment in the Fund. No sale will be made in any jurisdiction in which the offer, solicitation, or sale is not authorized or to any person to whom it is unlawful to make the offer, solicitation, or sale. Offers and sales of interests in the Fund will not be registered under the laws of any jurisdiction and will be made solely to "qualified purchasers" as defined in the U.S. Investment Company Act of 1940, as amended. These materials are highly confidential and may not be reproduced or redistributed in any format without the express written approval of HarbourVest. An investment in the Fund involves a high degree of risk and therefore should be undertaken only by prospective investors capable of evaluating the risks of the Fund and bearing the risks such an investment represents. There can be no assurance that the Fund will be able to achieve its investment objectives or that the investors will receive a return on their capital. For further legal and regulatory disclosures see 'Additional Important Information' at the end of these materials.

U.S. | Europe | Asia | Private Equity | Infrastructure & Real Assets | Debt | Primaries | Secondaries | Co-investment

Ventura County Employees' Retirement Association: Annual Update

March 2023

Presenting to you

Rudy Scarpa, Partner (joined 2007, 28 years of private markets experience)

Rudy is a Senior Partner in Pantheon's Global Secondaries Team, leading Pantheon's secondaries presence in the U.S. He is a member of the International Investment Committee and Global Secondary Investment Committee. Rudy was previously a partner at Coller Capital where he was a key member of the senior team. Prior to Coller Capital, Rudy worked at Thomas H. Lee Putnam Ventures, Merrill Lynch and Skadden Arps. Rudy received his BS at Indiana University and his JD from New York University School of Law. Rudy is based in New York.
rudy.scarpa@pantheon.com

Rakesh (Rick) Jain, Partner (joined 2019, 29 years of private markets experience)

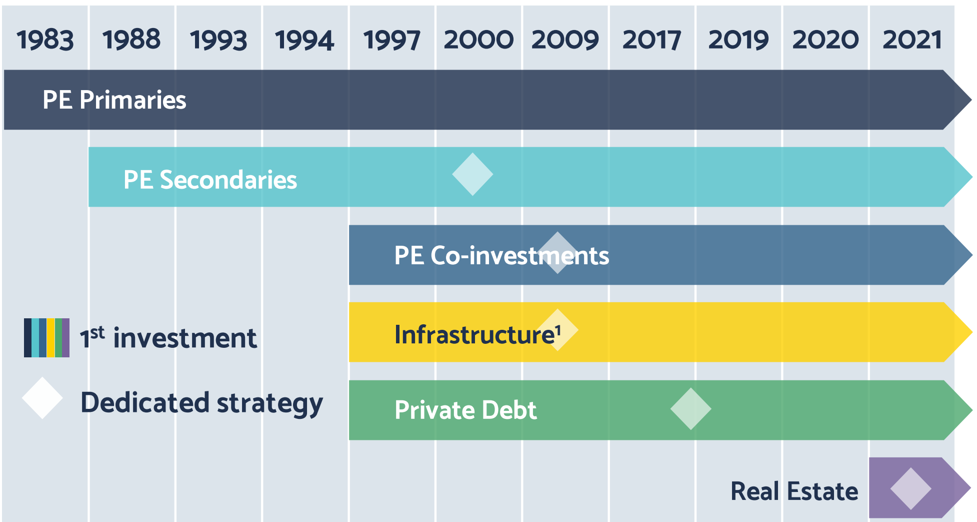
Rakesh (Rick) is a Partner and Global Head of Private Credit and a member of Pantheon's Global Credit Committee. Since joining Pantheon in 2019 to head up the firm's dedicated private credit strategy focused on secondaries and co-investments, the business has grown to become one of the largest providers of secondary solutions capital to private credit fund managers and investors globally. Prior to joining Pantheon, Rick was a senior principal investment professional and investment committee member at several direct credit firms, including Stone Tower Capital, Green Brook Capital, Star Mountain Capital, and Citigroup Alternative Investments, where he worked across a range of strategies spanning unsponsored and sponsored direct lending, special situations and distressed, asset-based finance and specialty finance, mezzanine finance, and minority control private equity. He began his career in the Financial Institutions Group at Morgan Stanley & Co. Rick received a B.Com in Economics and Finance from McGill University and is based in New York.
Rick.jain@pantheon.com

Iain Jones, Managing Director (joined 2012, 12 years of private markets experience)

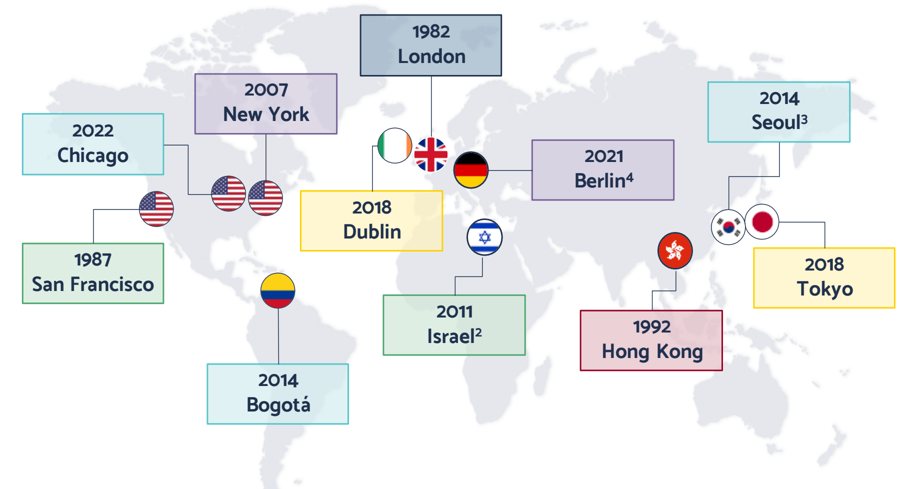
Iain is a Managing Director in Pantheon's U.S. Investor Relations Team focused on existing relationships and business development in North America. Previously, Iain provided client service and fundraising support across the UK market, as well Asia and Australia, from Pantheon's London office. Prior to joining Pantheon, he worked for Preqin in the Infrastructure research team in London. He has a BSc in economics from the University of Bristol. Iain is based in San Francisco.
iain.jones@pantheon.com

Agenda

Investing in private markets for 40+ years



Pantheon Offices



143	**$88.9bn**	**40 / 60**	**>960**	**>585**	**~10,000**	**~2,000**	**2007**
Investment professionals[5]	$56.8bn AUM / $32.1bn AUA Assets under management and assets under advice[6]	% of AUM in commingled / customized accounts	Institutional investors globally	Advisory board seats	GPs in Pantheon's database	Funds invested in	Became a signatory to UNPRI

[1] Includes real assets. [2] A location from which executives of the Pantheon Group perform client service activities but does not imply an office. [3] A location from which executives of the Pantheon Group perform client service activities. [4] Pantheon has had a presence in Berlin since 2011 and opened an office in 2021. [5] As of December 31, 2022. Please note this includes 41 professionals who support the deal teams through investment structuring, portfolio strategy, research and treasury. [6] As of September 30, 2022. Figures don't equal the total AUM/AUA due to rounding.

VCERA's existing Pantheon program

As of September 30, 2022

VCERA

Program	Vintage	Commitments (USD mn)	Committed to Investments[1] (USD mn)	Contributions since inception (USD mn)	Distributions since inception (USD mn)	NAV (USD mn)	Net Multiple	Net IRR
PGSF IV L.P.	2010	15.0	16.0	10.0	14.9	1.0	1.59x	12.9%
PGSF V L.P.	2014	50.0	65.7	38.6	29.9	34.3	1.66x	14.0%
PGSF VI L.P.	2018	25.0	28.8	16.4	3.2	24.6	1.70x	26.3%
PGSF VII L.P.	2021	25.0	10.1	3.0	-	3.4	1.13x	Too Early
Total Private Equity		115.0	120.6	67.9	48.0	63.2	1.64x	15.3%
Private Equity Benchmark (MSCI ACWI)								5.1%
PCO II L.P.[2]	2020	50.0	29.9	17.6	1.0	22.0	1.31x	40.4%[3]
Total Private Credit[2]		50.0	29.9	17.6	1.0	22.0	1.31x	40.4%[3]
Private Credit Benchmark (Global Leverage Loan 75% S&P/LSTA 25%)								-5.6%[3]
Total Investments[2]		165.0	150.5	85.6	48.9	85.3	1.57x	16.4%

[1] Pantheon will look to overcommit PGSF Funds (where the amount committed to investments exceeds the commitment) by recommitting (some) distributions received during the investment period. We believe this is beneficial for investors.
[2] Private Credit commitment includes $10mn PCO II top-up that closed in November 2022, however committed to investments, contributions, distributions, NAV, and performance data is as of Q3 2022.
[3] PCO II fund-level performance as of Q3 2022. The IRR for VCERA's PCO II investment specifically is not available yet due to the timing of VCERA's cash flows as of Q3 2022.
Note: The figures in this table are subject to rounding. The above IRRs are derived by Pantheon from cash flows and calculated asset values and may not correspond to the returns published by the underlying funds. Interim IRRs may not be an accurate indication of the final performance of a fund, particularly during the early years of the fund's life. Past performance is not necessarily indicative of future results. Future returns are not guaranteed and loss of principal may occur.

Private Equity Secondaries

Pantheon private equity secondaries platform

Investment Experience[1]

34	$16.7bn	434
Years investing in Secondaries	Total deployed in private equity secondaries	Deals Completed

Dedicated Specialist Team[2]

26	8	23 years
Investment Professionals	Secondary Investment Committee Partners "SIC"	Avg. years investing in private equity of SIC members

41 Investment Structuring, Strategy, Treasury and Research professionals

25 PE Primary & Co-Investment Professionals

[1]Includes all deals closed and in legal closing as of December 2022. There is no guarantee deals in legal closing will close. [2]As of December 31, 2022. Includes 4 investment professionals not 100% dedicated to secondaries.

PGSF VII investment strategy

Power of the platform:
Leverage GP relationships, information, and access advantage

Mid-market specialist:
Focus on less competitive segment of the market

Delivered strong risk adjusted returns across economic cycles[1]

GP and LP-led Solutions:
Capture broadest swath of secondary opportunities

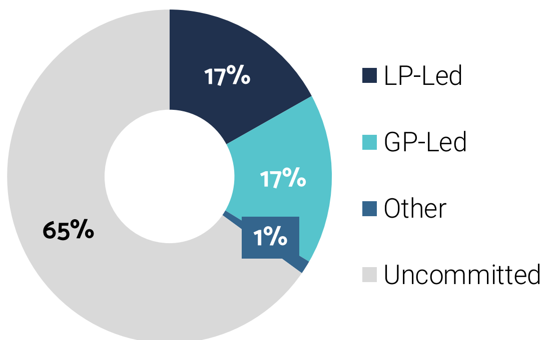
Experienced global team:
Invested in private equity secondaries for over 34 years

Pantheon opinion. There is no guarantee this approach will come to fruition. Data as of June 30, 2022. [1]Relative to MSCI AC World net Index. Past performance is not indicative of future results. Future performance is not guaranteed, and a loss of principal may occur. For PGSF track record since inception with full disclosures and gross performance please refer to the slide titled *"Track record and disclosures since inceptions" (available upon request).* Middle market defined as small and medium buyout and growth funds. There is no guarantee these trends will continue Middle market defined as small and medium buyout and growth funds. There is no guarantee these trends will continue.

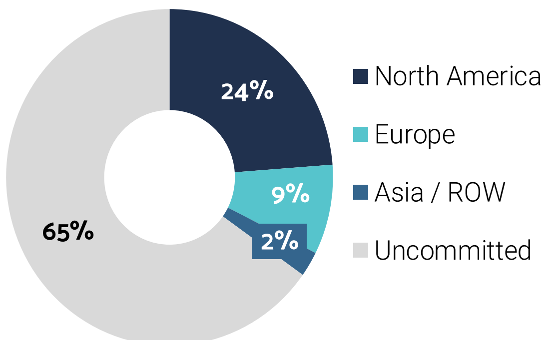
PGSF VII: Portfolio Composition
As of March 2023

Target Program Size[1]	Deployed Capital[2]	Platform GPs[3]	Net TVPI[4]
$2.0bn	35%	~90%	1.13x

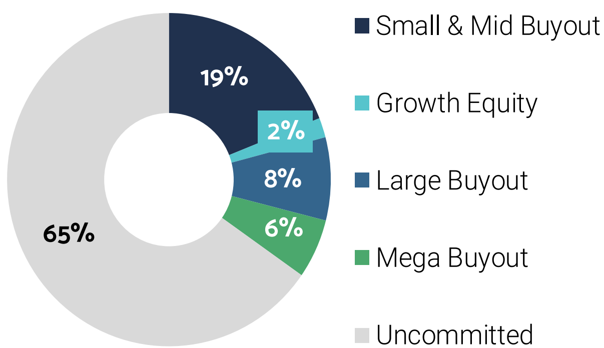
Deal Type Diversification[5]



Geographic Diversification[5]



Stage Diversification[5]



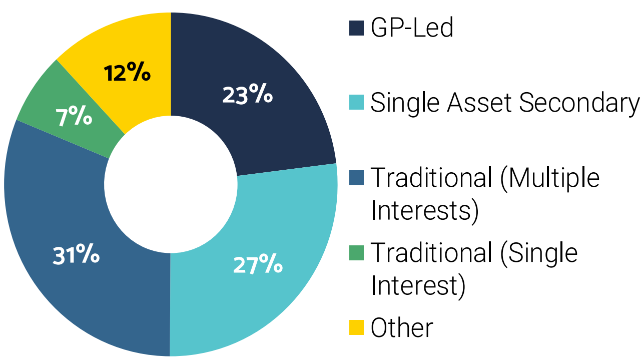
[1] Target program size inclusive of all waterfall clients investing alongside PGSF VII. [2]PGSF VII expected capital raise is $1.5 billion. includes closed deals in PGSF VII only. Percentage based off expected capital raise of $1.5 billion. PGSF VII has an additional 6 deals in legal closing worth $265m. There is no guarantee that deals in legal closing will close [3] Includes deals closed only. Pantheon platform managers are those targeted for Pantheon's primary programs, which are chosen based on track record and a qualitative assessment of manager quality or as well as managers that Pantheon has previously invested in and/or alongside, or institutional quality managers that Pantheon has considered for a primary investment. There can be no guarantee that investments with identical or similar characteristics to those referenced here will be available for investment in PGSF VII. [4]As of September 30, 2022. Past performance is not indicative of future results. Future results are not guaranteed, and loss of principal may occur. [5]Pie charts represent fund level exposures weighted by Total Commitments as of March 2023 for closed deals only. Totals may not equal 100% due to rounding. Uncommitted percentage based off target fund size.

PGSF VI: Portfolio Composition

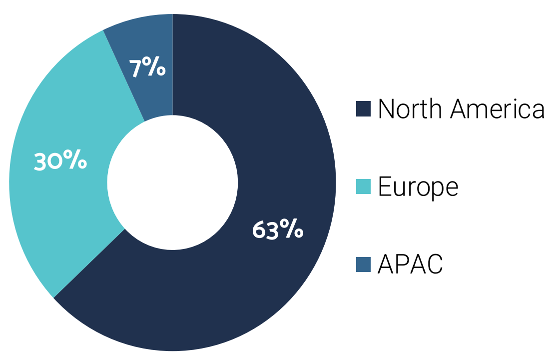
As of March 2023

Program Size[1]	Deployed Capital[2]	# of investments[2]	Platform GPs[3]	Effective Discount[4]
$2.2bn	120%	40	~90%	13%

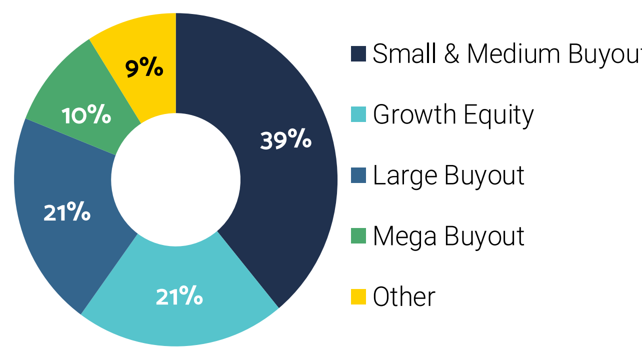
Deal Type Diversification[5]



Geographic Diversification[5]



Stage Diversification[5]



[1]Program size includes $1,334m into the fund and all secondary waterfall clients investing alongside PGSF VI accounting for $822m of the overall program size. [2]As of December 2022, includes all deals closed. Representative of PGSF VI fund only. [3]Pantheon platform managers are those targeted for Pantheon's primary programs, which are chosen based on track record and a qualitative assessment of manager quality or as well as managers that Pantheon has previously invested in and/or alongside, or institutional quality managers that Pantheon has considered for a primary investment. There can be no guarantee that investments with identical or similar characteristics to those referenced here will be available for investment in PGSF VII. [4]As of September 30, 2022. Includes 41 investments and is based on the first available capital accounts 3 months after closing including interim cash flows. This figure reflects the discount/(premium) to value at the time of deal closing. Please note this does not include co-investments and strategic primary investments. [5]Pie charts represent fund level exposures weighted by Total Commitments as of December 2022. Representative of Pantheon's target to overcommit by 120%. Totals may not equal 100% due to rounding.

Private Credit Secondaries

Pantheon Credit Secondaries

Building on Pantheon's compelling secondary credit strategy

Proven track record

$3.5bn committed to over 100 transactions over last 5 years[1]

>2,000 companies[1]
65 General Partners[1]

1.21x net TVPI[2]
20.5% net IRR[2]
11% avg. discount[3]

Pantheon Credit

$6.2bn AUM[4]

Differentiators[5]

Differentiated strategy
Secondary + credit specialist first mover

Experienced team
15 years of credit investing

Information and access
Global platform

[1]As of January 2023, inclusive of all credit investments since 2018, breakdown as follows: Secondaries: 64 deals / $2.818m, co-Investments: 26 deals / $273m & primaries: 18 deals / $425m. [2]As of September 30, 2022, hypothetical performance inclusive of all credit secondaries completed from Pantheon co-mingled funds. See slide titled "*Pantheon's Private Credit Secondary Performance" (available upon request)* for further information on track record. Notional net performance representative of PSD III USD Fee's and carry. [3]As of December 2022, average effective discount reflective of across all secondary deals completed 2018 - 2022 based on the first available capital accounts, which is typically 3 months after closing but could be as recent as one-month post closing and includes interim cash flows. This figure reflects the discount/(premium) to value at the time of deal closing [4]As of September 30, 2022, inclusive of asset under management and assets under advisement. [5]Pantheon opinion. For further detail, please see slide titled *"Pantheon Credit Secondary Differentiators" (available upon request).*

Pantheon's Global Private Credit Team

Global Credit Committee – average of 15 years' private credit experience


Rakesh Jain
Partner, Global Head of Private Credit
New York


Dennis McCrary[1]
Partner
Chicago


Jeff Miller[1]
Partner
San Francisco


Francesco di Valmarana
Partner
London


Toni Vainio
Partner
London

Focused private credit investment professionals


Hart Orenstein
Principal
New York


Bernard Galea
Principal
London


Alexander Midera
Vice President
New York


Heloise O'Malley
Vice President
New York


Christopher Kelly
Senior Associate
London


Priya Radia
Senior Associate
London


Jillian Hostetler
Associate
New York


Eric Zhou
Associate
New York

Product specialists


Justin Mallis[1]
Managing Director
London


Sinead McQuaid
Vice President, Product Control
Dublin


Jack Opperman
Vice President
New York


Rafe Sulke[2]
Associate, Product Specialist
London

Execution specialists[1]


Eimear Palmer
Partner, Head of ESG
London


Chelsea Bokor
Vice President, Investment Tax
London


Sophia Nessow
Vice President
London


Senthuran Pillay
Associate
London

Supported by: **53** **Additional investment team members** **41** **Investment Structuring & Strategy Team**

As of December 31, 2022. [1]Dedicates part of time to another investment strategy other than specified. [2]Dedicated Credit Product specialist.

Pantheon Credit Opportunities II

PCO II initial objectives		PCO II progress
Embedded value	Identify embedded value in deal sourcing	PCO II marked at a 1.31x net TVPI as of Q3 2022[1]
Diversification	Downside protection via well-diversified portfolios	Portfolio comprises >2,000 underlying companies[2]
Portfolio mix	Exposure to both LP and GP portfolio solutions	PCO II deployment spread across GP portfolio solutions, LP deals and co-investments[2]
Senior Bias	Focus on senior secured loans with some equity upside	Portfolio is primarily senior secured (54%) with remainder in junior debt (31%) and equity (15%)[3]
Effective Discount	Identify investment opportunities with attractive discounts	PCO II portfolio purchased at an effective discount of 17%[4]
Sourcing	Access advantage through strong GP relationships	~60% of deals have been sourced on a proprietary basis[5]
Yield	Seek to generate returns via yield and capital appreciation	Portfolio distributing attractive levels of quarterly yield to LPs

Past performance is not indicative of future results. Future performance is not guaranteed, and a loss of principal may occur. Pantheon opinion. There is no guarantee the objectives will be achieved. [1]As of September 30, 2022. All performance includes realized and un-realized transactions, unrealized performance subject to change and may be materially lower when investments are realized. [2]As of January 2023, includes all deals closed and in legal closing. There is no guarantee deals in legal closing will close. Deals in legal closing have been signed and are in the closing process. Percentages are based on capital committed.[3]Weighted by Pro Forma NAV inclusive of deals closed and in closing as of December 31, 2022. [4]Based on the first available capital accounts, which is typical 3 months after closing but could be as recent as one-month post closing and includes interim cash flows. This figure reflects the discount/(premium) to value at the time of deal closing. [5]Sourcing based on count of deals. Proprietary deals sourced directly from the GP or LP via Pantheon relationship.

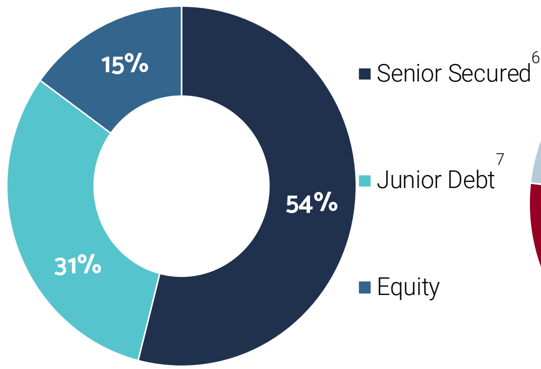
Pantheon Credit Opportunities II

As of March 2023

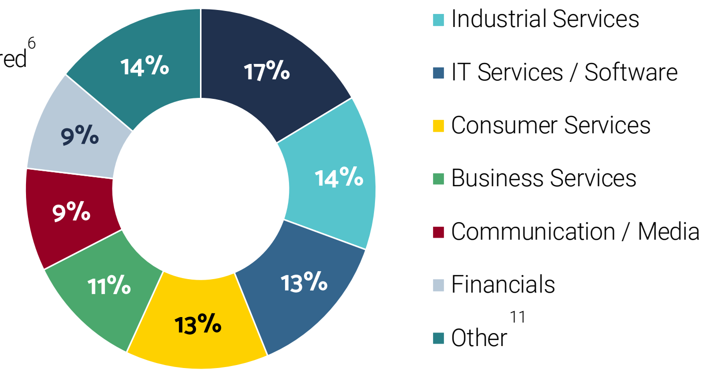
Key Information

- **Program Size:** $475m
- **Committed in PCO II:** 105%[1]
- **Diversification:** 35 GPs / ~2,000 companies[1]
- **Maturity:** 3.7 yrs weighted average[2]
- **Entry Leverage:** 5.1x / 45% LTV[2]
- **Effective Entry Discount:** 17%[3]
- **Net TVPI:** 1.31x / 40.4%[4]
- **Final Close:** Q1 2023

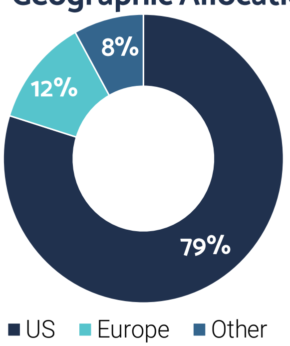
Instrument Type[5]



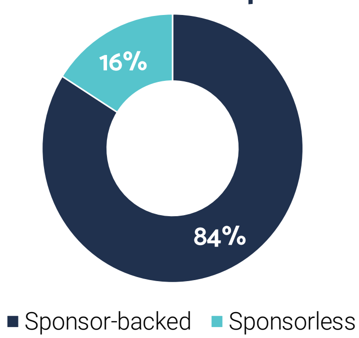
Sector Allocation[8]



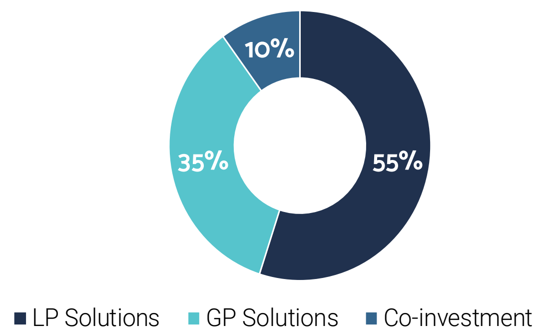
Geographic Allocation[5]



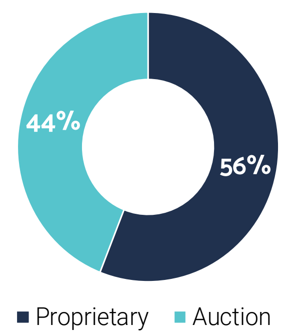
Sponsor-backed vs. Sponsorless[9]



Deal Type[9]



Sourcing[10]



Past performance is not indicative of future results. Future results are not guaranteed, and loss of principal may occur. There is no guarantee these trends will continue. [1]As of December 2022, includes all closed deals. [2]As of September 30, 2022, weighted by NAV. [3]Based on the first available capital accounts, which is typically 3 months after closing but could be as recent as one-month post closing and includes interim cash flows. This figure reflects the discount/(premium) to value at the time of deal closing. [4]Net TVPI, as of September 30, 2022. Please refer to slide *"Pantheon's Private Credit Secondary Performance" (available upon request)* for a full detailed track record. [5]Metrics weighted by Pro forma NAV inclusive of deals closed as of December 31, 2022. [6]Senior Secured includes 1st and 2nd Lien instruments. [7]Junior debt includes preferred equity and mezzanine. [8]Metrics weighted by NAV as of September 30, 2022. [9]As of January 2023, based on capital committed. [10]As of January 2023, based on deal count. [11]Other includes Manufacturing and Building Materials, Energy, Real Estate & Consumer Staples. Sample GP logos are provided for illustrative purposes only and are not representative of all Pantheon GP relationships. There can be no guarantee that Pantheon will be able to invest with the same or similar GPs in the future. A full list of PCO II GPs is available upon request.

Appendices

Appendix I: Private Equity Secondaries

Global Private Equity Secondary Team

26 Global Secondary Investment Committee & Broader Global Secondary Team


Amyn Hassanally
Global Head of Secondaries
New York


Petra Bukovec
Partner
London


Kevin Dunwoodie
Partner
San Francisco


Matt Garfunkle[1]
Partner
San Francisco


Elly Livingstone
Partner
London


Dennis McCrary[1]
Partner
Chicago


Charlotte Morris
Partner
London


Rudy Scarpa
Partner
New York

Broader Global Secondaries Team


Alex Wilmerding[1]
Partner
Hong Kong


Kunal Sood[1]
Managing Director
Hong Kong


Simon Greenway
Principal
London


Alex Laird
Principal
New York


Morten Lundin
Principal
London


Tom Gordon
Vice President
San Francisco


Patryk Kolmer
Vice President
London


Mikael Meyer
Vice President
London


Kyle Martino
Sr. Associate
New York


Doug Turner
Sr. Associate
London


Rupert Garner
Associate
London


Vinay Santhanam
Associate
New York


Christopher Wilcox
Associate
New York


Daniel Willet
Associate
San Francisco


William Higgs
Analyst
London


Bhavesh Kumar
Analyst
London


George Roberts
Analyst
London


Edward Whyte
Analyst
London

Structuring & Tax


Stuart Cullen[2]
Managing Director
London


Chelsea Bokor[2]
Vice President
London

41 Investment Structuring, Strategy, Treasury and Research professionals

25 PE Primary & Co-Investment Professionals

As of December 31, 2022. [1]Denotes investment professionals not fully dedicated to secondaries. [2]Members of Pantheon's Investment Structuring Team.

Macro Outlook: Challenges and Opportunities Ahead

Headline issues

Continued interest rate increases and slowing economies continue to be significant risk for valuations

Financing costs and labor costs putting pressure on company margins

Geopolitical risks weighing on valuations

The Potential Opportunity

Distribution slowdown drive investors to sell

Denominator effect forces LPs to rebalance as private market valuations lag public market valuations

Continuation funds GPs reluctant to sell top quality assets to third parties at depressed valuations

Pantheon opinion. There is no guarantee these trends will continue.

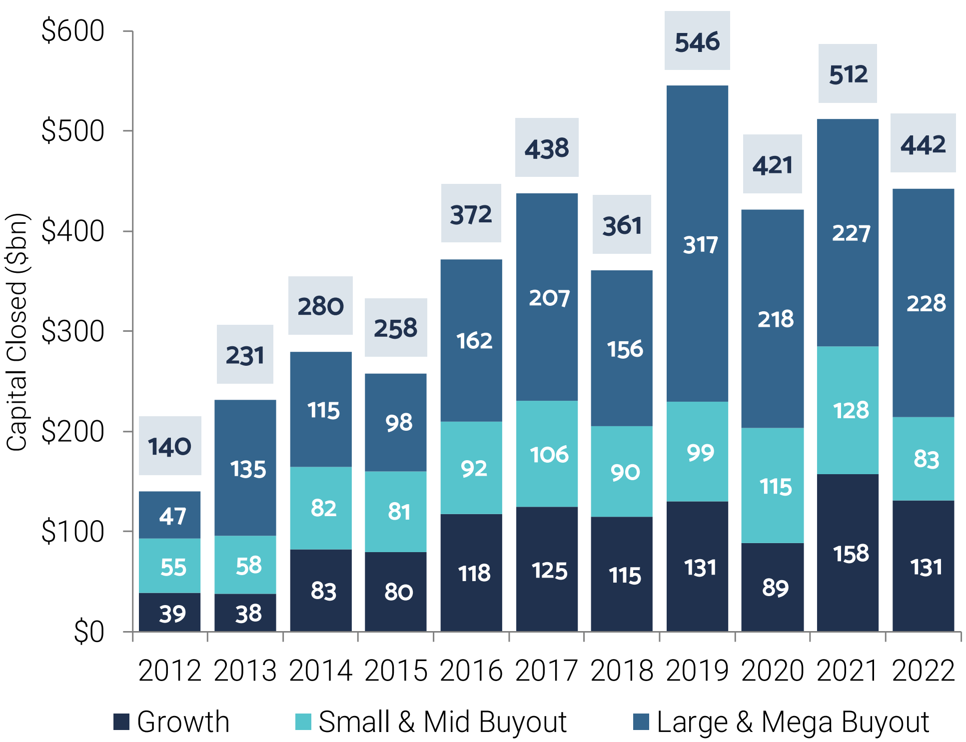
Market supply for Private Equity secondaries continues to grow

+12%
CAGR private equity fundraising[1,2]

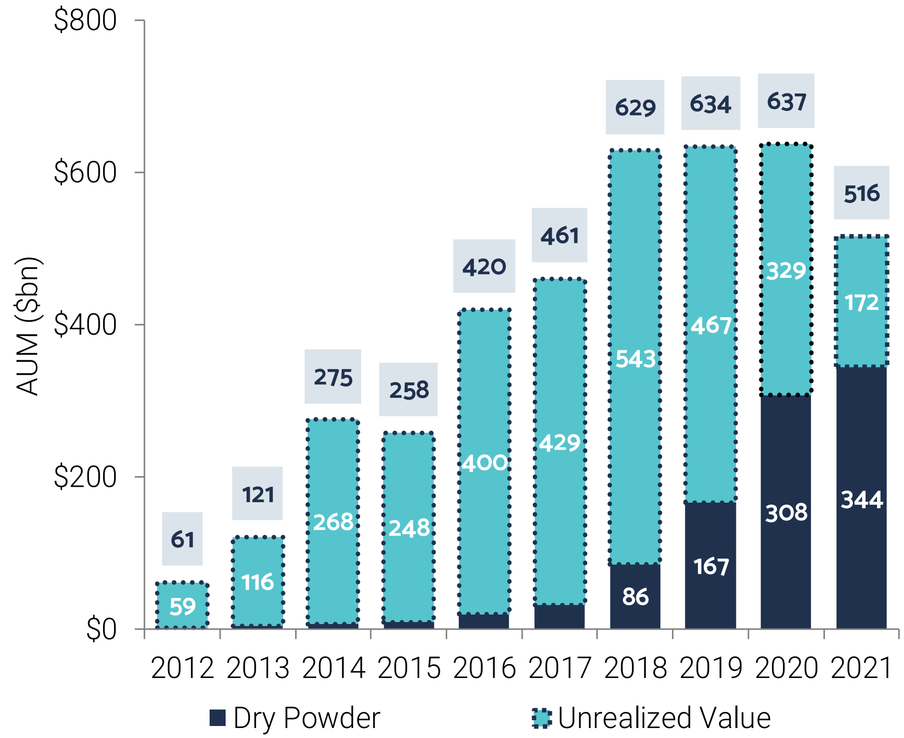
~2%
average turnover rate[1,3]

$3.0tn
unrealized value (2012-2021)[1,4]

Private Equity Fundraising[1]



Private Equity AUM[1]



There is no guarantee that these trends will continue. [1]Source: Preqin as of December 31, 2022. Private equity includes buyout and growth funds only. Unrealized AUM values subject to change. [2]CAGR based on 12-year period from 2012 – 2022. [3]Based on annual secondary transaction volume as reported by Greenhill as of September 2022. Turnover rate calculated by dividing the total transaction volume for that year by the assets under management for the same year, averaged over the period 2012 – 2021. [4] Aggregate unrealized value held by vintage private equity funds 2012 – 2021 deemed most actionable for secondary transactions.

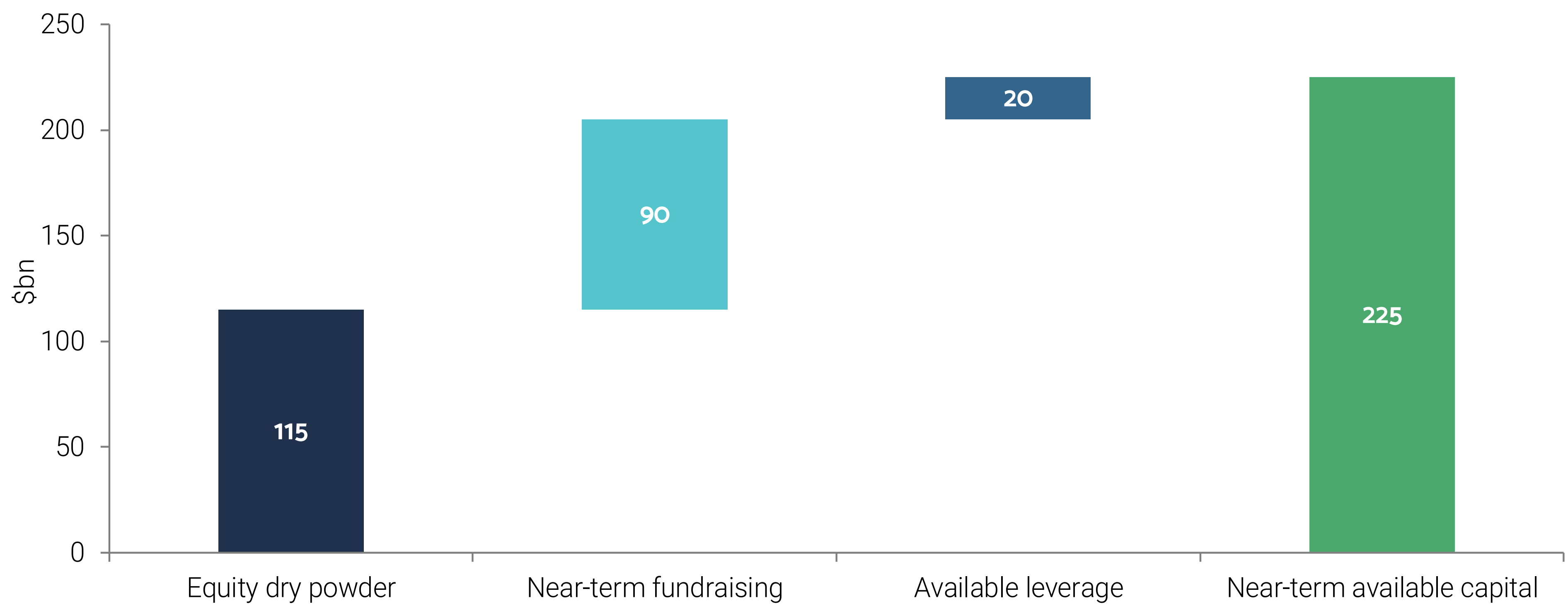
Secondary capital overhang driven by mega funds focused on larger deals

2.0x
Capital overhang[1]

5 mega funds
Targeting ~$30bn of capital[1]

~$80m
Pantheon average deal size[2]

Capital overhang[1]

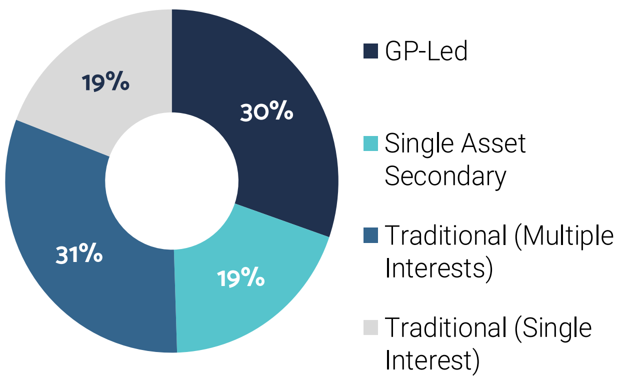


[1]Greenhill Cogent – Global Secondary Market Review, January 2023. Capital overhang calculated by dividing the near-term available capital of $225bn by LTM total secondary transaction volume of $111bn. Data as of December 2022. [2]Pantheon internal data, from period 2010 – 2022.

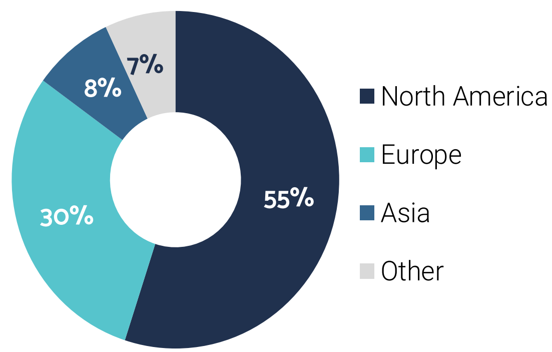
PGSF V: Portfolio Composition
As of March 2023

Program Size[1]	Committed[1]	# of investments[1]	Platform GPs[2]	Effective Discount[3]
$2.1bn	126%	74	95%	13%

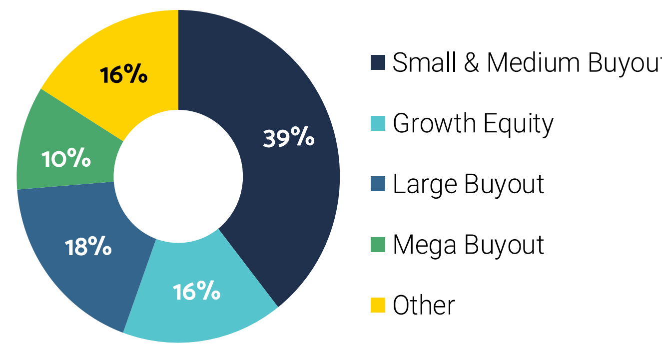
Deal Type Diversification[4]



Geographic Diversification[4]



Stage Diversification[4]

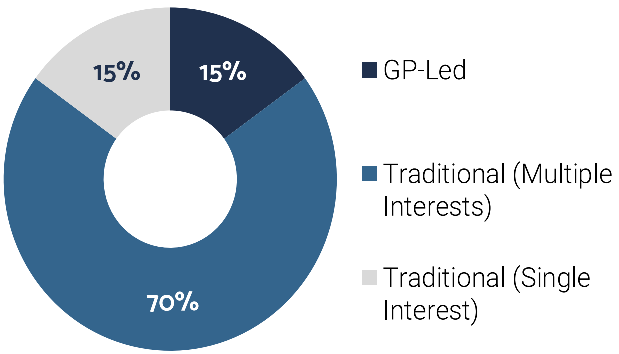


[1]Based on closed commitments as of December 2022. [2]Pantheon platform managers are those targeted for Pantheon's primary programs, which are chosen based on track record and a qualitative assessment of manager quality or as well as managers that Pantheon has previously invested in and/or alongside, or institutional quality managers that Pantheon has considered for a primary investment There can be no guarantee that investments with identical or similar characteristics to those referenced here will be available for investment in PGSF VII. [3]As of September 2023. Based on the first available capital accounts 3 months after closing including interim cash flows. This figure reflects the discount/(premium) to value at the time of deal closing. Please note this does not include co-investments and strategic primary investments. A list of all investments is available upon request. [4]Based off capital commitments, excludes primaries and co-investments as of December 2022.

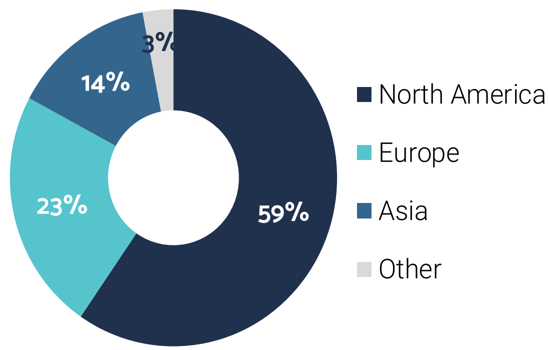
PGSF IV: Portfolio Composition
As of March 2023

Program Size[1]	Committed[1]	# of investments[1]	Platform GPs[2]	Effective Discount[3]
$2.2bn	108%	43	91%	11%

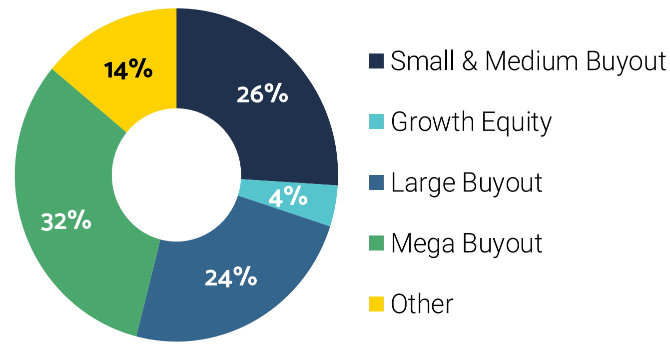
Deal Type Diversification[4]



Geographic Diversification[4]



Stage Diversification[4]



[1]Based on closed commitments as of December 2022. [2]Pantheon platform managers are those targeted for Pantheon's primary programs, which are chosen based on track record and a qualitative assessment of manager quality or as well as managers that Pantheon has previously invested in and/or alongside, or institutional quality managers that Pantheon has considered for a primary investment There can be no guarantee that investments with identical or similar characteristics to those referenced here will be available for investment in PGSF VII. [3]As of September 2023. Based on the first available capital accounts 3 months after closing including interim cash flows. This figure reflects the discount/(premium) to value at the time of deal closing. Please note this does not include co-investments and strategic primary investments. A list of all investments is available upon request. [4]Based off capital commitments, excludes primaries and co-investments as of December 2022.

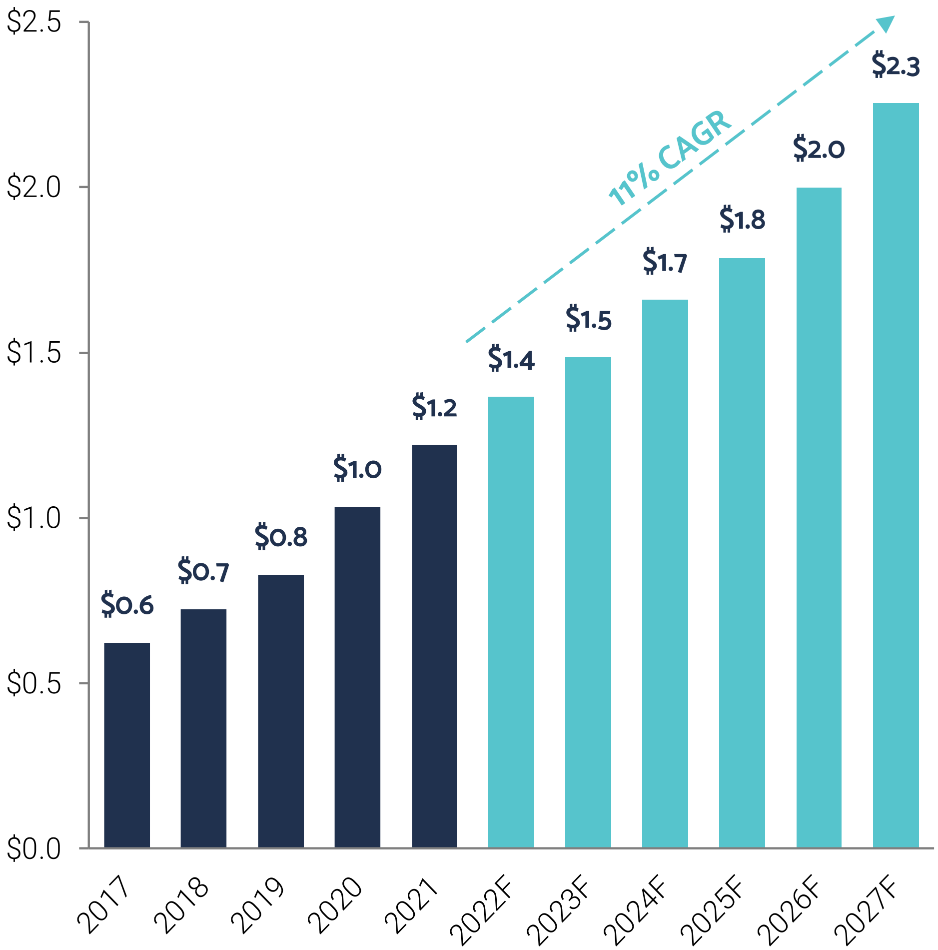
Appendix II: Private Credit Secondaries

Rapid Market Growth Provides a Significant Opportunity

AUM up >100% since 2017

Private credit AUM ($tn)

2017 – 2027 Forecast



Unprecedented market opportunity[2]

Record volume
H2 2022 record volume for private credit secondaries

Elevated LP liquidity needs
LPs increased liquidity desire due to denominator effect

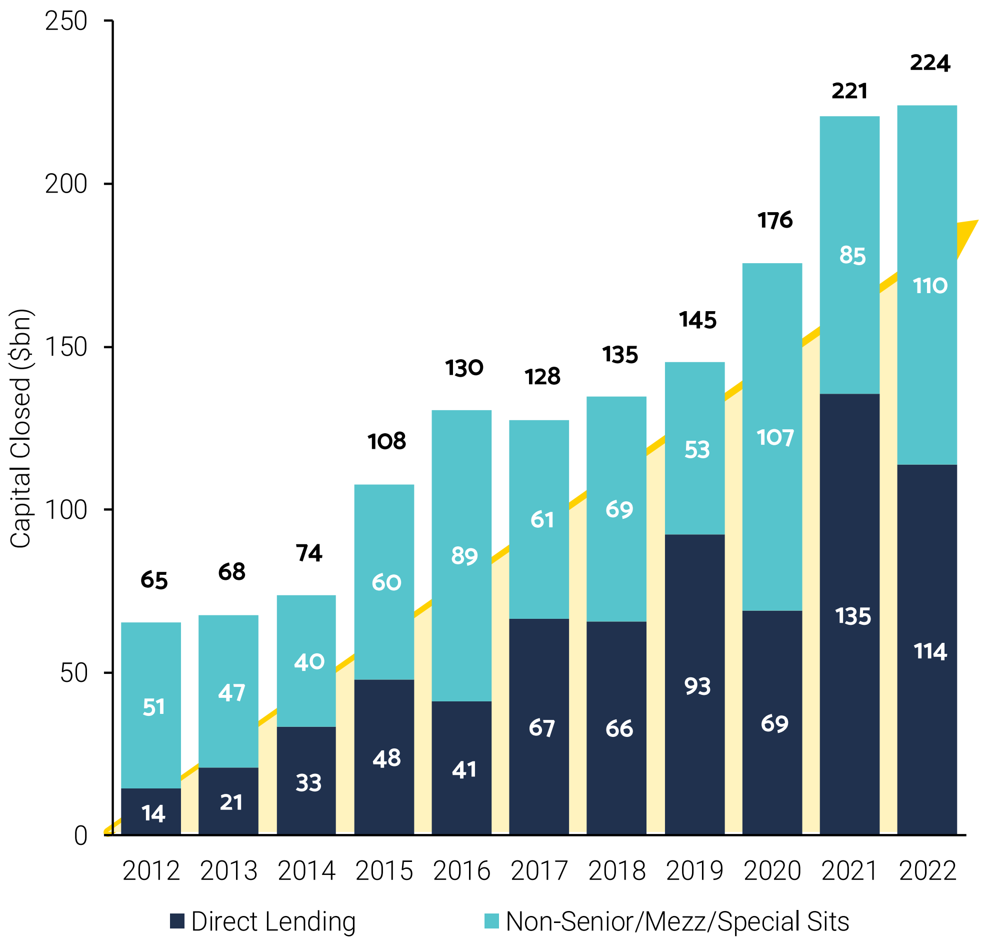
Broad acceptance
Increased LP/GP acceptance of private credit secondaries

Limited dry powder
Under supply of capital relative to opportunity set

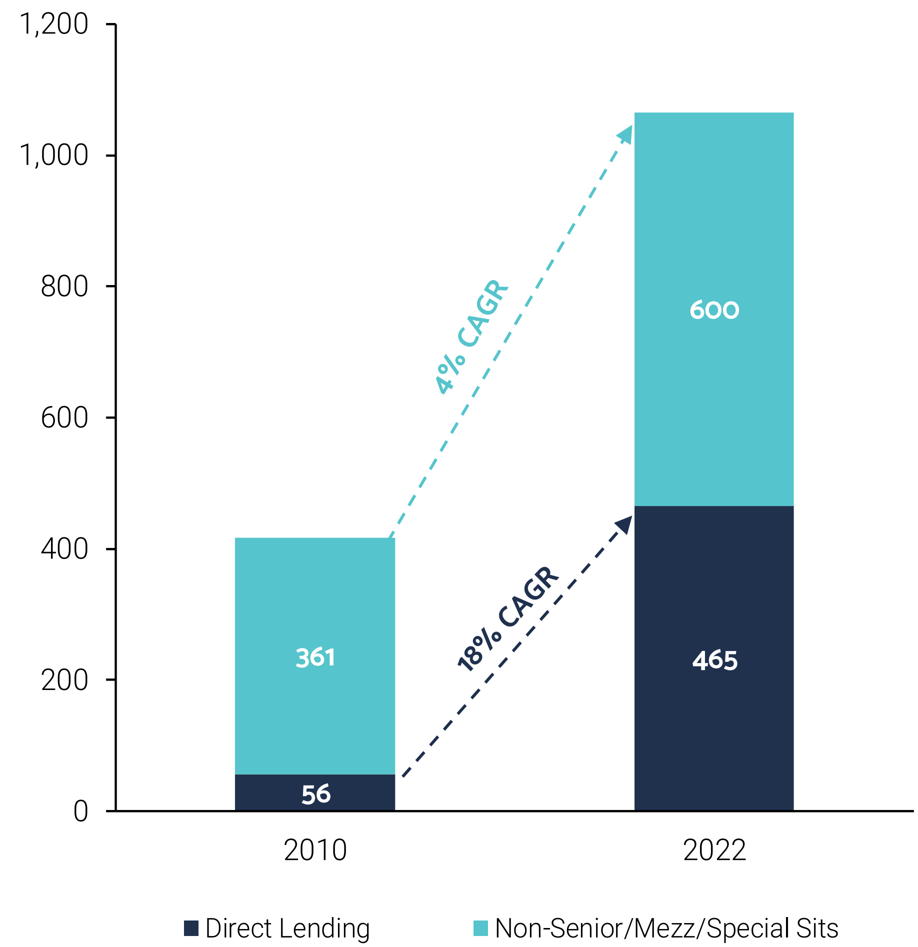
[1]Preqin, January 2023. [2]Pantheon opinion based on market data from intermediaries, GPs and LPs and internal deal flow.

Capital Formation and GP Universe Continues to Grow
Strategy commoditization & specialization

Private credit capital raised
2012 - 2022[1]



Growth in # of active private credit managers
2010 vs 2022 compounded annual growth rate[2]



[1]Preqin data, includes capital raised from January 1, 2012 to December 31, 2022. [2]Source: Preqin, March 2022. Pantheon opinion. Note: There is no guarantee that these trends will continue.

Disclosures

Disclosure 1 – case studies

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A list of all investments is available upon request.

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- Managers of funds investing in alternative assets typically take several years to invest a fund's capital. Investors will not realize the full potential benefits of the investment in the near term, and there will likely be little or no near-term cash flow distributed by the fund during the commitment period. Interests may not be transferred, assigned or otherwise disposed of without the prior written consent of the manager or general partner.
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  - Investors in funds investing in alternative assets are typically subject to periodic capital calls. Failure to make required capital contributions when due will cause severe consequences to the investor, including possible forfeiture of all investments in the fund made to date. A material number of investors failing to meet capital calls could also result in the fund failing to meet a capital call applicable to participating in an investment. Such a default by the fund could lead to the permanent loss of all or some of the applicable fund's investment, which would have a material adverse effect on the investment returns for non-defaulting investors participating in such investment.
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MSCI World Index is a free float-adjusted market capitalization weighted index that is designed to measure the equity market performance of developed markets. The MSCI World Index consists of the following 23 developed market country indexes: Australia, Austria, Belgium, Canada, Denmark, Finland, France, Germany, Hong Kong, Ireland, Israel, Italy, Japan, Netherlands, New Zealand, Norway, Portugal, Singapore, Spain, Sweden, Switzerland, the United Kingdom, and the United States.

S&P 500 Index is a widely recognized gauge of the U.S. equities market. This index is an unmanaged capitalization-weighted index consisting of 500 of the largest capitalization U.S. common stocks. The returns of the S&P 500 include the reinvestment of dividends.

Important Disclosure

MSCI Europe Index is a free float-adjusted market capitalization weighted index that is designed to measure the equity market performance of the developed markets in Europe. The MSCI Europe Index consists of the following 15 developed market country indexes: Austria, Belgium, Denmark, Finland, France, Germany, Ireland, Italy, the Netherlands, Norway, Portugal, Spain, Sweden, Switzerland, and the United Kingdom.

MSCI AC Asia Pacific Index captures large and mid-cap representation across 5 Developed Markets countries and 8 Emerging Markets countries in the Asia Pacific region. With over 1,500 constituents, the index covers approximately 85% of the free float-adjusted market capitalization in each country. Developed Markets countries in the index include: Australia, Hong Kong, Japan, New Zealand, and Singapore. Emerging Markets countries include: China, India, Indonesia, Korea, Malaysia, the Philippines, Taiwan, and Thailand.

MSCI Emerging Markets Index is a free float-adjusted market capitalization index that is designed to measure equity market performance of emerging markets. The MSCI Emerging Markets Index consists of the following 25 emerging market country indexes: Brazil, Chile, China, Colombia, Czech Republic, Egypt, Greece, Hungary, India, Indonesia, Korea, Kuwait, Malaysia, Mexico, Peru, Philippines, Poland, Qatar, Russia, Saudi Arabia, South Africa, Taiwan, Thailand, Turkey and United Arab Emirates.

FTSE Europe Index is one of a range of indices designed to help investors benchmark their European investments. The index comprises Large and Mid-cap stocks providing coverage of the Developed markets in Europe. The index is derived from the FTSE Global Equity Index Series (GEIS), which covers 98% of the world's investable market capitalization.

MSCI USA Index is designed to measure the performance of the large and mid-cap segments of the US market. With over 600 constituents, the index covers approximately 85% of the free float-adjusted market capitalization in the US.

FTSE Asia-Pacific Index is part of a range of indices designed to help Asia Pacific investors to benchmark their investments. The index comprises Large (40%) and Mid (60%) Cap stocks providing coverage of 14 markets. The index is derived from the FTSE Global Equity Index Series (GEIS), which covers 98% of the world's investable market capitalization.

FTSE All World Index is a market-capitalization weighted index representing the performance of the large and mid-cap stocks from the FTSE Global Equity Index Series and covers 90-95% of the investable market capitalization. The index covers Developed and Emerging markets and is suitable as the basis for investment products, such as funds, derivatives, and exchange-traded funds.

Cambridge Associates Private Investment Benchmarks are based on data compiled from over 8,000 global private market funds (including buyout, growth equity, private equity energy, subordinated capital funds and venture capital), including fully liquidated partnerships, formed between 1988 and 2022, including fully liquidated partnerships. The Cambridge Associates Private Investment Benchmarks have limitations (some of which are typical to other widely used indices) and cannot be used to predict performance of the Fund. These limitations include survivorship bias (the returns of the index may not be representative of all private market funds in the universe because of the tendency of lower performing funds to leave the index); heterogeneity (not all private market funds are alike or comparable to one another, and the index may not accurately reflect the performance of a described style); and limited data (many funds do not report to indices, and the index may omit funds, the inclusion of which might significantly affect the performance shown).

Cambridge Associates (Infrastructure) is comprised of data extracted in fund currency from Private Equity and Venture Capital index based on funds classified as Infrastructure by Cambridge Associates. Cambridge Associates defines Infrastructure as funds that primarily invest in companies and assets that provide an essential service that contributes to the economic or social productivity of an organization, community, or society at large, with real assets in the water, transportation, energy, communication, or social sector. Investments must also have one or more of the following structural features: a monopolistic or oligopolistic market position with high barriers to entry; a low elasticity of demand due to their essential functions; stable, predictable, and long-term revenue contracts; or inflation protection through inflation adjustment mechanisms in underlying contracts. These indexes have limitations (some of which are typical to other widely used indices) and cannot be used to predict performance of the fund. These limitations include survivorship bias (the returns of the index may not be representative of all private equity funds in the universe because of the tendency of lower performing funds to leave the index); heterogeneity (not all private equity are alike or comparable to one another, and the index may not accurately reflect the performance of a described style); and limited data (many funds do not report to indices, and the index may omit funds, the inclusion of which might significantly affect the performance shown).

Preqin's database includes performance information on over 7,000 active Private Equity funds.

Any reference to the title of "Partner" in these materials refers to such person's capacity as a partner of Pantheon Ventures (UK) LLP. In addition, any reference to the title of "Partner" for persons located in the United States refers to such person's capacity as a limited partner of Pantheon Ventures (US) LP.

VCERA
VENTURA COUNTY EMPLOYEES' RETIREMENT ASSOCIATION

March 27, 2023

Board of Retirement
Ventura County Employees' Retirement Association
1190 South Victoria Avenue, Suite 200
Ventura, CA 93003

SUBJECT: $75 Million Investment Commitment to LaSalle Value Partners US IX

Dear Board Members:

Attached is a joint recommendation from NEPC and me for a $75 million commitment to LaSalle Value Partners US IX.

Discussion

The Board adopted an 8% allocation targeted to real estate in April 2022. As noted in NEPC's joint recommendation memo, VCERA's current real estate actual allocation is below the 8% target, at approximately 7.5% of the total fund. LaSalle is an existing manager for VCERA. VCERA's investment in LaSalle's Fund VIII has produced strong early investment returns: a one-year time-weighted investment return of 23.6%; a net internal rate of return (net IRR) of 14.9%, and a Total Value to Paid-In Capital (TVPI) multiple of .97x as of month-end, February 2023. LaSalle's Value Fund IX has earned a #1 rating from NEPC's research team.

The headline management fee on the LaSalle follow-on Value Fund IX is 1.5% on committed capital. At a $75 million commitment level, the stated management fee drops to 1.4%. As a repeat investor, VCERA is entitled to an additional 10 basis points fee discount. Additional NEPC client aggregated asset discounts will be available upon qualification, which is likely.

This allocation would be funded from liquid assets, drawn down over the fund's investment period of 3 years from the final closing date.

As this fund is highly rated by NEPC; and would be a follow-on fund for VCERA, helping to mitigate manager proliferation, staff recommends that the Board approve this investment, as more fully described in the attached NEPC joint recommendation report and LaSalle's presentation deck.

THEREFORE, IT IS RECOMMENDED THAT THE BOARD:

1. **Approve a commitment of $75 million to LaSalle Value Partners US IX and,**

2. **Subject to legal review and negotiation, authorize the Board Chair or the Retirement Administrator or in the absence of both, the Chief Investment Officer, to approve and execute the required documentation.**

Respectfully submitted,

Daniel P. Gallagher

Dan Gallagher
Chief Investment Officer

To: Ventura County Employees' Retirement Association

From: NEPC Consulting Team

Date: March 27, 2023

Subject: Recommendation to Commit $75 Million to LaSalle Value Partners US IX

Recommendation

NEPC and VCERA staff recommend that the Board of the Ventura County Employees' Retirement Association ("VCERA" or the "Plan") approve a commitment of $75 million to LaSalle Value Partners US IX ("Fund IX" or the "Fund"). This is a continuation of the fund series previously branded as "Income & Growth." The Fund has been rated "1" by the NEPC Private Investment Committee, indicating high conviction in this product. NEPC and VCERA's CIO believe that the LaSalle Value Partners US IX fits well in the Plan's portfolio for the following reasons:

- The Manager (LaSalle Investment Management) pursues a conservative, value-add real estate strategy, and will seek diversification by both property type and geography within the United States. This level of diversification is attractive and in-line with the predecessor fund, LaSalle Income & Growth Fund VIII, in which VCERA previously invested.
- While the Fund will diversify its property type allocations, LaSalle is particularly focused on assets that are more linked to demographic trends as a return driver, rather than GDP growth. LaSalle looks to identify markets and subsectors where these demographic trends (such as population growth and/or migration) are driving tenant demand growth and where there is a shortage in supply.
- As part of its conservative investment philosophy, the Manager intends to place an emphasis on assets that have current income in place at acquisition. In the current market environment, the Manager will look to drive returns through the creation and growth of income streams, resulting in value appreciation at the asset level. Through this value-add execution, the Fund will create a high-quality cash-flowing asset.
- LaSalle has a strong organization and deep team; the management of the Fund will be led by led by Joseph Muñoz. Mr. Muñoz started his career at LaSalle in 2004 as a member of the US Acquisitions Team and has been dedicated to the LaSalle Value Partners US series (previously branded as "Income & Growth") since 2007. Mr. Munoz is supported by a deep platform of investment professionals and back-office resources.

Overview of Ventura Real Estate Program

As of February 28, 2023, the VCERA Real Estate sub-asset class comprises approximately $537 million, representing 7.5% of the Total Fund versus the 8% policy target. Exposure includes open-end core real estate funds via Prudential and UBS and private investments via LaSalle Income + Growth VIII Limited Partnership and Alterra IOS Venture II. Since its initial investment in February 2020, the Private Real Estate portfolio has earned an IRR of 13.2% and a TVPI multiple of 1.12x.

The approval of LaSalle Value Partners US IX would increase the total commitment of the Private Real Estate Program to $210 million.

Team Overview

The LaSalle Americas platform has a total of 383 employees, including seventeen that will be fully dedicated to the Fund across asset management, investments, and accounting. Joseph Muñoz will lead the management of the Fund. Three Managing Directors support Mr. Muñoz responsible for investments, asset management/dispositions, and financial planning, analysis, cash management and reporting ("FP&A"), respectively. Senior leadership is supported by thirteen other dedicated professionals responsible for asset and portfolio management and investments. The seventeen dedicated investment professionals are supported by LaSalle's broad US platform of employees across acquisitions, due diligence, research and client services as well as back-office staff.

Mr. Muñoz started his career at LaSalle in 2004 as a member of the U.S. Acquisitions Team and has been dedicated to the flagship value-add series since 2007. In February 2018, LaSalle announced his appointment to Chief Investment Officer of the flagship series which he will co-lead with Jim Hutchinson, founder, and incumbent leader of the strategy, after Mr. Hutchinson announced his planned retirement. Mr. Hutchinson took the role of Chairman of the fund series to ensure a smooth transition of leadership to Mr. Muñoz prior to his retirement, and starting with Fund VIII, Mr. Muñoz had primary responsibility for all aspects of the investment strategy. Over the past 10 years, the Value Partners US Fund Series (previously branded as "Income & Growth") has transacted on $5.9 billion of assets across eighty investments. Most of the Value Partners US Team is in Chicago, IL, with a few members in New York and one in San Francisco.

Fund Summary

The Fund's investment strategy is to create high-quality cash-flowing real estate assets that core real estate buyers find attractive. To execute on their business plan, LaSalle looks to identify and capitalize on sectors where growth is leading to tenant demand, and where supply of these properties is challenged in the market today. Fund IX will seek to acquire existing income-producing properties and make improvements through hands-on asset management and repositioning but can also invest in development projects. The Fund expects to generate most returns from creating new income streams, growing existing income streams, or increasing the valuation of income streams, thus resulting in valuation appreciation at the asset level. The income generated by the Fund during its life is expected to be a minority of the overall total return.

The Fund's strategy is based on LaSalle's view of current market conditions and the expected evolution of those market conditions over the Fund life. The Fund is designed to be able to pivot strategies in the case of changing market conditions. Considering the Firm's current outlook on real estate markets, the Team plans to invest Fund IX capital primarily on assets in the residential, industrial, and healthcare sectors, with a focus on 10-12 US metropolitan areas that share strong fundamentals and growth in population and jobs.

The Team plans to deploy a broad range of business plans at the asset level to create value, including (i) acquiring undervalued assets on an attractive entry basis; (ii) building portfolios of small transaction size assets to exit as large portfolios at premiums; (iii) risk-mitigated development to capture development cap rate spread while minimizing risk around entitlements and development costs; (iv) asset repositioning by investing in property improvements or making operational adjustments to increase rents and grow NOI; (v) investing in properties that generate current cash flow, which when applying leverage, generate attractive yields. Fund IX is limited to 25% of commitments to be invested in development projects and is capped at 15% of commitments to be invested in both office and retail assets combined.

Target Investment Types

The Fund will invest primarily in multifamily, industrial, and healthcare, while selectively allocating to office and retail properties across the US. The Manager will look to build a diversified portfolio within each target sector and market. Fund VIII will target existing properties with in-place cash flow that need improvement. The following is a breakdown of sub-property types that the Manager plans to target within each sector, with anticipated portfolio weightings in parentheses:

- Residential (30% - 50%)
    - Apartments, single-family rentals, active adult, manufactured housing
- Industrial (25% - 35%)
    - Bulk and mid-sized distribution, outdoor storage, small infill warehouses
- Healthcare (25% - 35%)
    - Life science / lab, medical offices
- Office (0% - 10%)
- Retail (0% - 5%)

Target Geographic Focus

The Fund will focus in primary and secondary markets across the United States.

Performance

As detailed below, except for Fund IV (Vintage 2005), all funds in the series have generated internal rate of returns more than 9% per annum

Fund Terms

Investment Vehicle	LaSalle Value Partners US IX
Investment Manager	LaSalle Investment Management
Target Size/Max Size	$1.25 billion / None stated
Target Final Close Date	Q2 2024
Investment Period	Three years from final closing
Fund Term	Five years after the expiration of the investment period, subject to a one-year extension at the GP's sole discretion.
Sponsor's Investment	2.5% of LP commitments, minimum of $20 million directly from the team and employees.
Assets Under Management	$78.4 billion (as of 12/31/2022)
Investment Focus	Diverse real estate repositioning
Geographic Focus	United States
Projected # of Investments	25 – 40 investments
Deal Size	$50 - $200 million gross deal sizes
Leverage	Sixty-five percent target investment-level leverage, 65% fund-level limit
Annual Management Fee	1.50%; potential fee breaks exist
Other Fees	None
Organizational Costs	Up to $2.5 million in organizational expenses (legal fees)
Carried Interest	20%
Preferred Return	9%
Distribution Waterfall	i. 100% to such Limited Partner until the cumulative distributions equal such Limited Partner's aggregate capital contributions, ii. 100% to such Limited Partner until the Limited Partner has received a 9% IRR in its invested capital, iii. Fifty percent to such Limited Partner and 50% to the General Partner until the General Partner has received, cumulative distributions with respect to such Partner equal to 20%, and iv. Eighty percent to such Limited Partner and 20% to the General Partner as carried interest thereafter.
ERISA Fiduciary	No
Fund Auditor	Deloitte
Fund Legal Counsel	Kirkland and Ellis, LLP
Website	www.lasalle.com

Track Record of Prior Funds

Fund-Level Returns									
Fund	Vintage Year	Capital Committed	Capital Funded	Reported Value	Amount Distributed	Total Value, Net of Carry	TVPI Multiple	DPI Multiple	Current Net IRR
LaSalle Income & Growth Fund I	1996	$109.2	$109.2	$0.0	$167.2	$167.2	1.5x	1.5x	11.0%
LaSalle Income & Growth Fund II	1999	$199.4	$199.4	$0.0	$366.7	$366.7	1.8x	1.8x	20.1%
LaSalle Income & Growth Fund III	2002	$168.0	$149.9	$0.0	$224.0	$224.0	1.5x	1.5x	9.2%
LaSalle Income & Growth Fund IV	2005	$508.6	$495.1	$0.0	$343.2	$343.2	0.7x	0.7x	(5.5%)
LaSalle Income & Growth Fund V	2008	$728.8	$676.7	$0.0	$1,133.1	$1,133.1	1.7x	1.7x	13.0%
LaSalle Income & Growth Fund VI	2012	$362.3	$345.0	$71.0	$407.6	$478.6	1.4x	1.2x	9.2%
LaSalle Income & Growth Fund VII	2015	$511	$491	$342	$367	$697	1.4x	0.7x	10.8%
LaSalle Income & Growth Fund VIII	2019	$832	$500	$407	$190	$573	1.1x	0.4x	21.0%

Note $ in millions. Data provided by Manager as of September 30, 2022.

NEPC Research Ratings Definitions

Rating	Description
1	A high conviction investment product. Product has a clear and economically-grounded investment thesis, and is managed by an investment team that is sufficiently resourced and incented to execute on the thesis.
2	NEPC has a positive view of the strategy. Strategy has a compelling and sound investment thesis. The manager is sufficiently resourced and incented to execute on the thesis. Strengths outweigh the weaknesses, but the strategy does not meet all requirements for a 1 rating.
3	A satisfactory investment product. The strategy lacks a compelling investment thesis, however there are no significant concerns around the manager's viability.
4	The strategy may have an unclear or ambiguous investment thesis or the manager may lack the ability to execute on the stated thesis. The strategy likely has strengths and weaknesses and the weaknesses may outweigh the strengths.
5	A strategy that lacks an investment thesis or NEPC has no confidence in the manager's ability to execute on the thesis, and/or the investment firm may not be viable. Serious issues have been identified with an investment manager or product. This rating aligns with a Due Diligence status of Terminate for client-owned products.
Not Rated	Due diligence has not been sufficiently completed on the product or manager.

NEPC's Disclosures

Disclaimers and Disclosures

- Past performance is no guarantee of future results.
- The opinions presented herein represent the good faith views of NEPC as of the date of this report and are subject to change at any time.
- Information used to prepare this report was obtained directly from the investment manager. While NEPC has exercised reasonable professional care in preparing this report, we cannot guarantee the accuracy of all source information contained within.
- NEPC may provide background information on fund structures or the impact of taxes, but you should contact your legal counsel or tax professional for specific advice on such matters.
- This report may contain confidential or proprietary information and may not be copied or redistributed to any party not legally entitled to receive it.

In addition, it is important that investors understand the following characteristics of non-traditional investment strategies including hedge funds, real estate, and private equity:

1. Performance can be volatile, and investors could lose all or a substantial portion of their investment
2. Leverage and other speculative practices may increase the risk of loss
3. Past performance may be revised due to the revaluation of investments
4. These investments can be illiquid, and investors may be subject to lock-ups or lengthy redemption terms
5. A secondary market may not be available for all funds, and any sales that occur may take place at a discount to value
6. These funds are not subject to the same regulatory requirements as registered investment vehicles
7. Managers may not be required to provide periodic pricing or valuation information to investors
8. These funds may have complex tax structures and delays in distributing important tax information
9. These funds often charge high fees
10. Investment agreements often give the manager authority to trade in securities, markets or currencies that are not within the manager's realm of expertise or contemplated investment strategy

LaSalle®

LaSalle Value Partners US IX

Presentation to Ventura County Employees' Retirement Association

March 27, 2023

FOR INTENDED RECIPIENTS ONLY & NOT FOR PUBLIC DISTRIBUTION

Notice to recipients in the EU: With effect from the fund being registered for "marketing" pursuant to the provisions of Directive 2011/61/EU of the European Parliament and of the Council of 8 June 2011 on Alternative Investment Fund Managers (as amended), this document constitutes a "marketing communication" for the purpose of the "Guidelines on marketing communications under the Regulation on cross-border distribution of funds" (effective 2 February 2022) as issued by the European Securities and Markets Authority pursuant to Article 4(6) of Regulation (EU) No 345/2019). Please refer to the offering memorandum of the LVP US IX Fund before making any final investment decision.

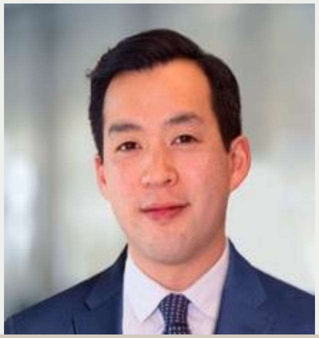
Today's Speakers

Matthew Walley

Senior Managing Director
Investor Relations

- Mr. Walley is a Senior Managing Director in the Investor Relations team. He is responsible for serving institutional clients in the Western US and brings over 20 years of marketing and client services experience to this position.

- Mr. Walley is based out of the San Francisco office and is a member of the Pension Real Estate Association, the State Association of County Retirement Systems (California) and the California Association of Public Retirement System.



Joseph Munoz

President of LVP US,
Americas Co-CIO

- Mr. Muñoz is responsible for the strategy, operations, investor relationships and investment activities of the LVP US Series. Since joining the firm, he has completed over $8B in transactions across property types and has also held roles where he was responsible for asset management, financings, dispositions and capital formation.

- Mr. Muñoz is based in Chicago. He also serves as the Co-CIO of the Americas and a member of LaSalle's Americas Investment Committee and Management Board.

LaSalle®

At LaSalle, we deliver investment performance for a better tomorrow for all our stakeholders.

14	**24**	**950+**	**$79B**
Countries	Offices	Employees across the globe	Global assets under management

Source: LaSalle Investment Management as of December 31, 2022.

Operationally independent subsidiary of Jones Lang LaSalle Inc.

One of the world's largest real estate services companies

Jones Lang LaSalle Incorporated

$19.4 billion in total revenue in 2021

Listed on the New York Stock Exchange (NYSE: JLL)

Fortune 500 company

LaSalle®

$78.5 billion in assets under management[1]

Wholly owned, operationally independent subsidiary of Jones Lang LaSalle Incorporated

Solely focused on real estate investment management

Direct and indirect private real estate equity, private real estate debt and public real estate securities

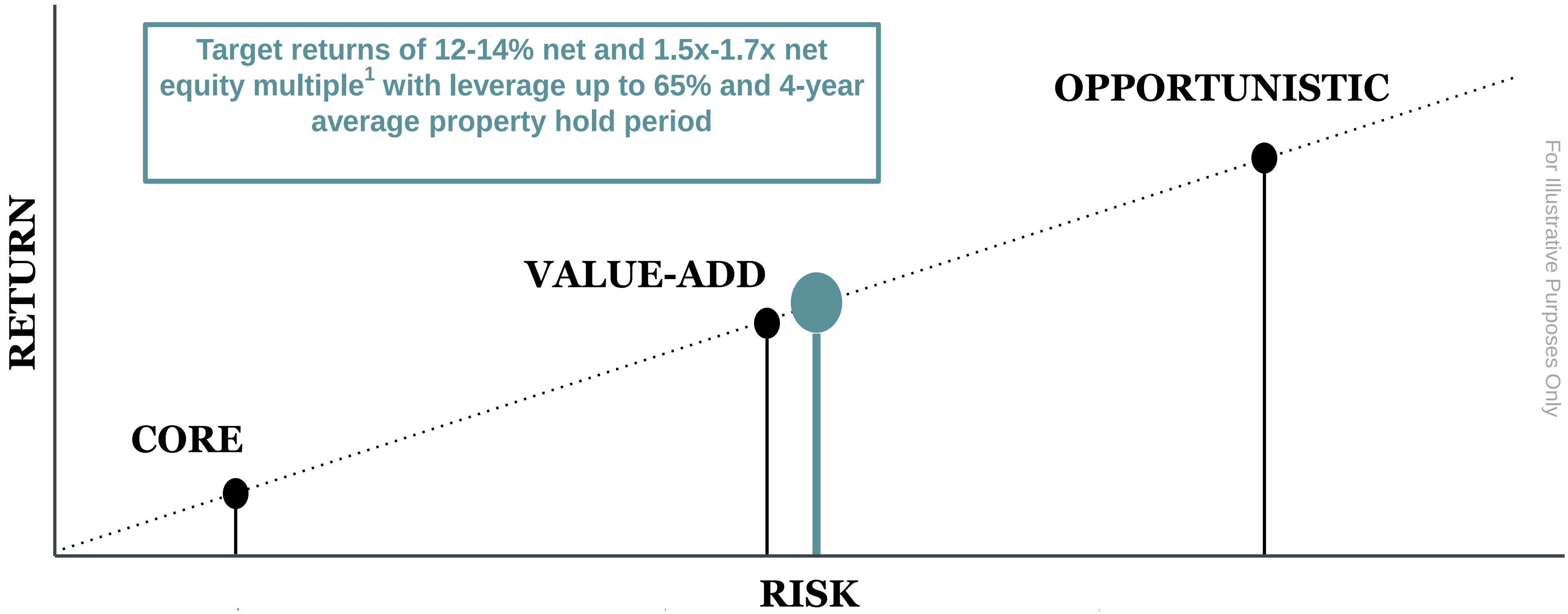
JLL®

90,000+ employees in 300 offices in over 80 countries

- Capital Markets
- Global Corporate Finance
- Tenant Representation
- Land Sale and Acquisitions
- Valuation and Appraisal
- Property Management
- Agency Leasing
- Facility Services
- Retail Services
- Project Management

As of December 31, 2022.
1 This number reflects the assets under management of all of LaSalle's investment advisory affiliates.

LaSalle Value Partners US IX Risk/Return Objective



Information provided above is as of September 30, 2022.

[1] **Target returns are aspirational and provided for illustrative purposes only to help explain how the General Partner intends to construct the Fund's investment portfolio. There can be no assurance that the Fund or any investment will achieve the comparable results.**

LaSalle Value Partners US IX

Multi-sector US real estate exposure	• **Residential Rental, Industrial and Healthcare sector focus** in **10-12 US metros** with strong fundamentals and growth in population and jobs • Flexible **investment strategy that pivots with market conditions** • **Target returns of 12-14% net** and **1.5x-1.7x net equity multiple**[1] with leverage up to 65% and 4-year average property hold period
Dedicated team, global platform with meaningful alignment	• **17 person dedicated team** that leverages the insights and resources of **LaSalle's global $79B AUM platform** and **JLL's 90,000+ professionals** • **2.5% co-investment** alongside fund LPs, with a minimum of **$20M directly from the team and employees**; $30M team and employee co-investment raised to-date
Advantaged investment sourcing & execution	• **Flagship US high return Fund with first look** at LaSalle's proprietary deal flow • Thesis and strategies shaped by **proprietary, data-driven in-house research team** • **Varied sourcing methods** including direct acquisition, joint ventures and exclusive arrangements with over **88% of transactions accessed on an off-market basis** in the prior fund • **Create value** through repositioning, risk-mitigated ground-up development, and portfolio aggregation strategies
Established track record	• **26 years of experience** in the LVP US Series across property sectors and US markets[2]

Past performance does not predict future returns.

NOTE: THE RETURNS ABOVE DO NOT REFLECT PERFORMANCE OF ANY INDIVIDUAL FUND VEHICLE. INDIVIDUAL FUND RETURNS ARE SET OUT IN THE APPENDIX. Please refer to "Important Notice and Disclaimer" at the end of this Presentation for more information. Information provided above is as of September 30, 2022.

[1] **Target returns are aspirational and provided for illustrative purposes only to help explain how the General Partner intends to construct the Fund's investment portfolio. There can be no assurance that the Fund or any investment will achieve the comparable results.**

[2] This is for informational purposes only. Prior funds refer to the LaSalle Income & Growth Fund Series (funds I to VIII). With immediate effect, the ninth fund in the LaSalle Income & Growth Fund Series is known as LaSalle Value Partners US IX ("LVP US IX").

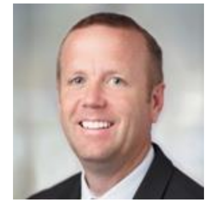
We have a dedicated fund[1] team

FUND TEAM SENIOR LEADERSHIP

Joe Muñoz
President of LVP US, Americas Co-CIO
20 / 19
Years of Experience in Real Estate / at LaSalle

Jeff Shuster
Head of Investments
18 / 3
Years of Experience in Real Estate / at LaSalle

Ty Spearing
Head of Asset Mgmt. & Dispositions
33 / 30
Years of Experience in Real Estate / at LaSalle



Brian Gorz
Chief Financial Officer
31 / 31
Years of Experience in Real Estate / at LaSalle

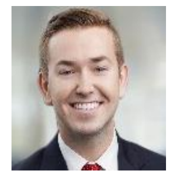
DEDICATED FUND TEAM

Amanda Hassan
Senior Vice President
Investments

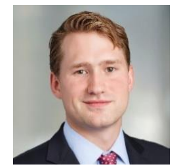
Michelle Gottlieb
Senior Vice President
Asset Management

Zac Bublitz
Vice President
Asset Management

Brian Wilkinson
Vice President
Asset Management

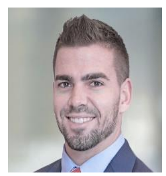


Tom Sullivan
Assoc. Vice President
Investments



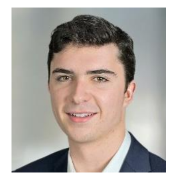
Tom Cox
Assoc. Vice President
Investments

Greg Pietrykowski
Analyst
Asset Management

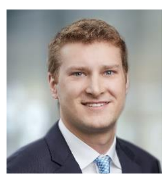


John Gallman
Analyst
Asset Management

Dan Nguyen
Analyst
Asset Management

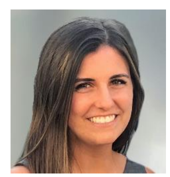


Owen Fried
Analyst
Asset Management



Joe Diamond
Portfolio Controller

Bradley Sheehan
Senior Accountant

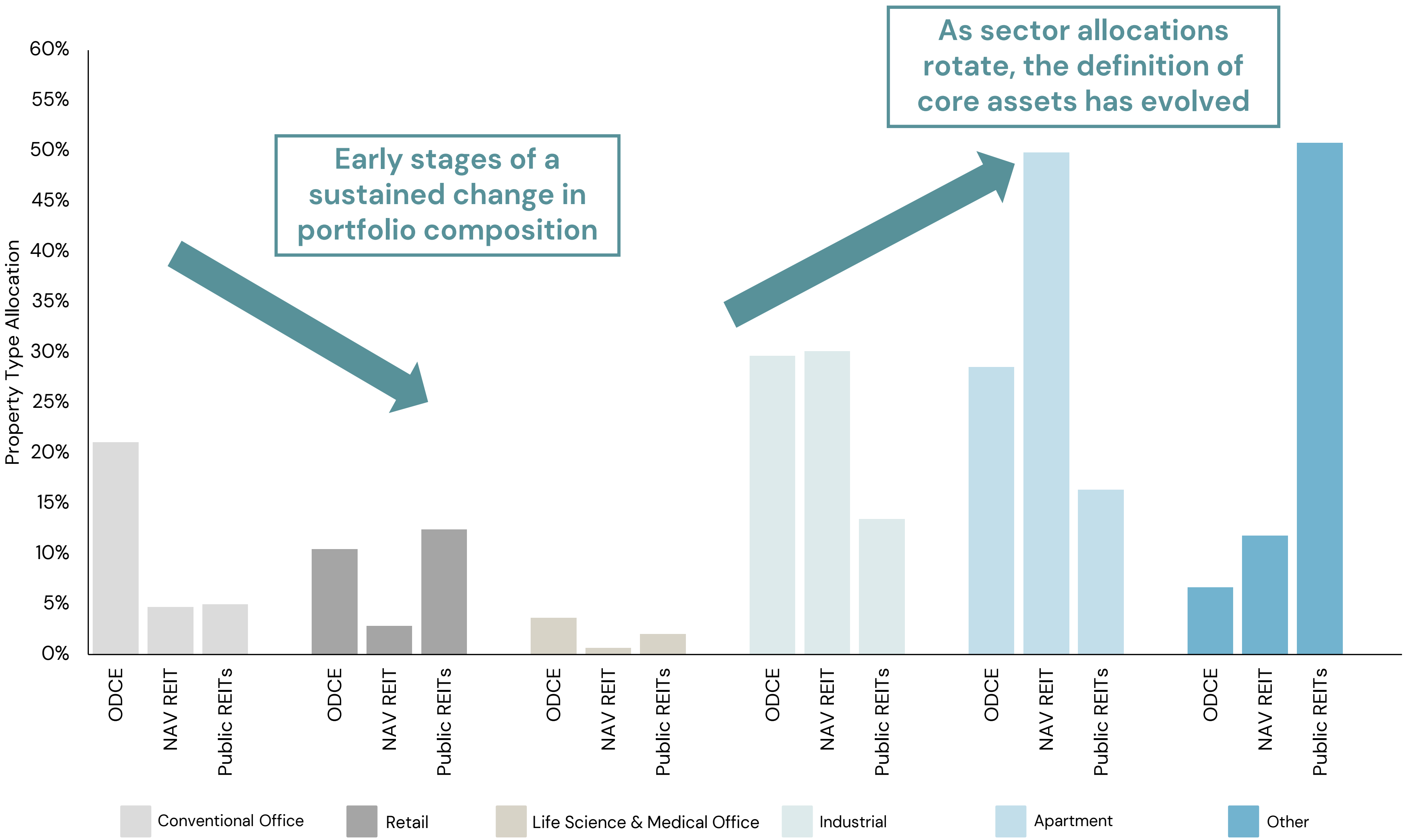


Jessica Catania
Staff Accountant

Over 370 LaSalle professionals in LaSalle North America Platform

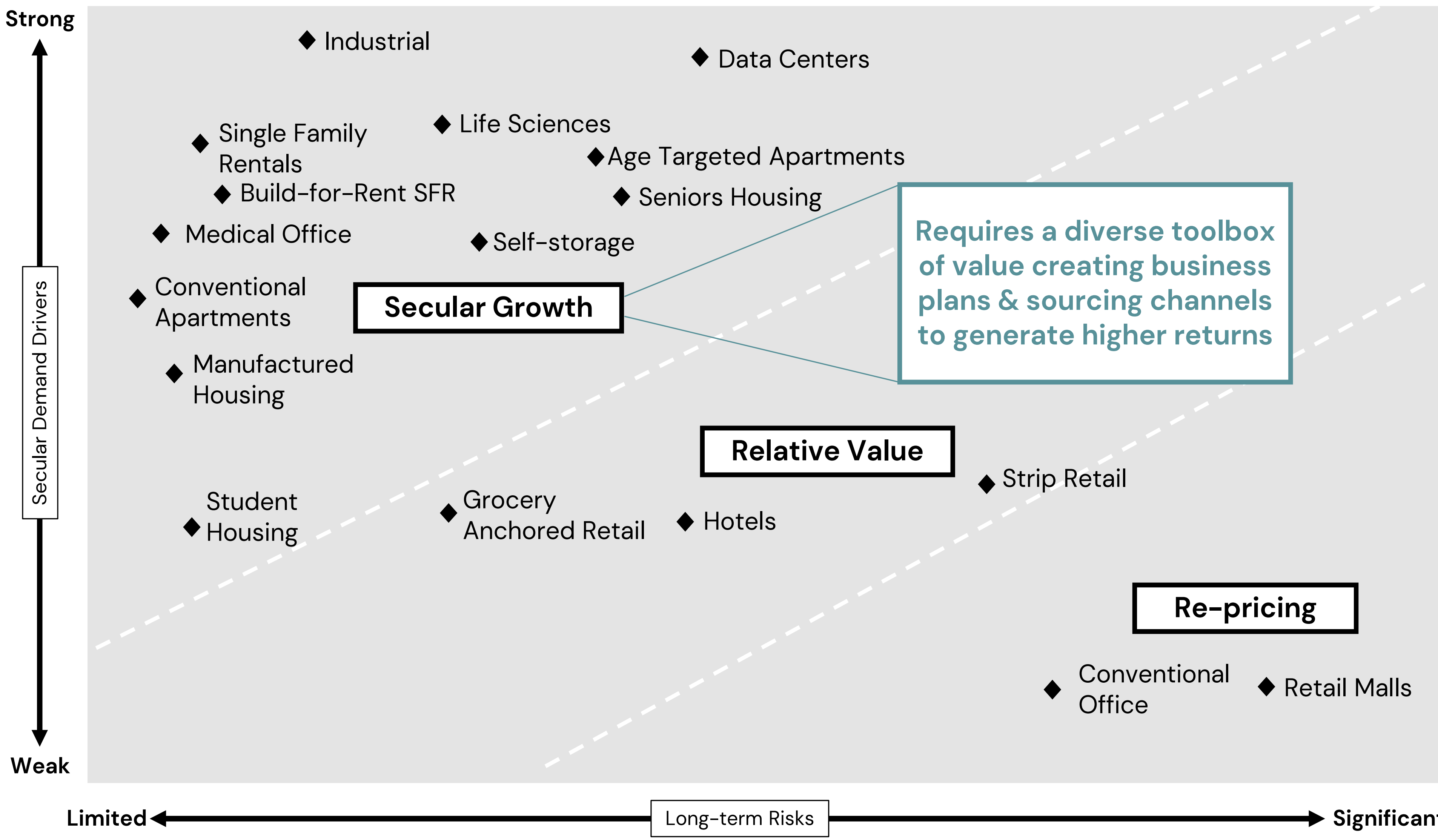
Source: LaSalle Investment Management as of September 30, 2022. The above may be subject to changes.
[1] This is for informational purposes only. Prior funds refer to the LaSalle Income & Growth Fund Series (funds I to VIII). With immediate effect, the ninth fund in the LaSalle Income & Growth Fund Series is known as LaSalle Value Partners US IX ("LVP US IX").

Core real estate: rotation of sector allocation



Source: NCREIF, Nareit All REITs Index, LaSalle Investment Management. NCREIF data as of Q1 2022, Nareit data as April 30, 2022. NTR Data is from Company Reports based on most recent available as of June 27, 2022 and is mostly as of March 31, 2022.
Note: There is no guarantee that any trends shown herein will continue or that any forecasts shown herein will materialize as expected.
Note: No assurances are given that these trends will continue or materialize as expected. Nothing herein constitutes a guarantee or prediction of future events or results and accordingly the information is subject to a high degree of uncertainty.

LVP US IX is focused on Secular Growth US Real Estate…



Source: LaSalle Investment Management. Updated May 2022.
As based on market assumptions, opinions and research by LaSalle's Research and Strategy group at the time of this presentation.
No assurances are given that these trends will continue or materialize as expected. Nothing herein constitutes a guarantee or prediction of future events or results and accordingly the information is subject to a high degree of uncertainty.

...Including traditional asset profiles and adjacencies

	Residential	Industrial	Healthcare	Office	Retail
Description	Apartment, Single family for rent, Age targeted, Manufactured housing	Bulk and mid-size distribution, Outdoor storage, Small infill warehouse	Life Sciences, Lab, cGMP, Medical office, Medical/Retail	Deep value/repricing on strong assets	Deep value/repricing on strong assets, Densification opportunities
Potential allocation	**30 – 50%**	**25 – 35%**	**25 – 35%**	**0 – 10%**	**0 – 5%**
Reposition	●	●	●	●	●
Aggregate	●	●	●		
Develop	●	●	●		

These allocations are meant for illustrative purposes only, are subject to change without notice and are not meant as a projection or estimate of the nature of investments to be made by LVP US IX. This information has been prepared by LaSalle in order to illustrate the type of strategies that LVP US IX might seek to implement. There can be no guarantee that LVP US IX will be able to execute on these strategies or that such allocation will be achieved. No investment strategy or methodology can reduce all risk. Please refer to the disclosure under "Important Notice and Disclaimer" at the end of this Presentation.

LaSalle platform provides valuable context for sourcing and execution

Context derived from real time operating data, along with early insights into occupier, capital markets, data and technology trends derived from parent company JLL

LVP US IX has first look at LaSalle's proprietary deal flow

- Transactions with over 200 counterparties[1]
- Over 100 property management firms[2]
  Over 100 leasing agents[2]
- Over 150 joint venture partnerships[1]
- Support from JLL balance sheet & network[3]
- Activity across core, core-plus, high return and debt
- Over 400 properties[2] owned across 195+ MSAs[2]

As of September 30, 2021. JLL is the parent company of LaSalle Investment Management and any transactions with JLL will be done on an arms-length basis.
The above investment summary is provided as an example of the type of actions being pursued by LaSalle to execute its strategy for the Fund, which is subject to change without notice. No investment strategy or methodology can reduce all risks of investing in the Fund and a loss of investor capital is possible.

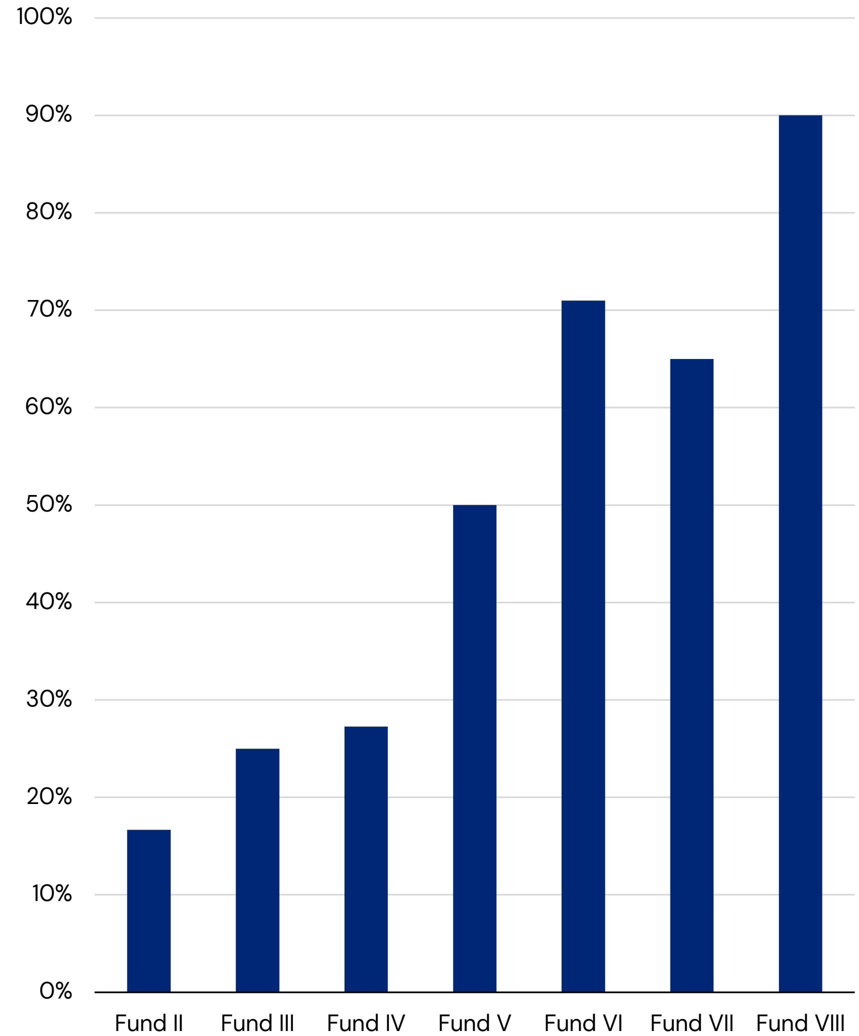
[1] Cumulative number from January 1, 2017 through February 15, 2022 for LaSalle Americas
[2] As of February 15, 2022.
[3] JLL balance sheet supports various business operations

Diverse methods to access investment opportunities

Direct	25+ person team focused on new acquisition activity
Joint Venture	Relationship based sourcing through a JV partner network fostered over the Series' 26-year operating history
Strategic Exclusivity	Co-GP programmatic JVs, operating platform & pursuit cost arrangements create first rights on investment pipeline (examples: BLVD SFR, Sterling Bay, etc.)

Persistent Access to Opportunity
Allows for more targeted acquisitions and limited competition situations

Off-Market & Negotiated Investments



The above investment summary is provided as an example of the type of actions being pursued by LaSalle to execute its strategy for the Fund, which is subject to change without notice. No investment strategy or methodology can reduce all risks of investing in the Fund and a loss of investor capital is possible.
This is for informational purposes only. Prior funds refer to the LaSalle Income & Growth Fund Series (funds I to VIII). With immediate effect, the ninth fund in the LaSalle Income & Growth Fund Series is known as LaSalle Value Partners US IX ("LVP US IX").

Disciplined investment process

Investment Objective

12-14%

Target Net IRR[1]

Invest in multiple **SECULAR GROWTH PROPERTY SECTORS** and **US MARKETS**

PIVOT when market conditions change

ADD VALUE through repositioning, aggregation and de-risked development

Prudent approach to **MANAGING LEVERAGE**[2]

CREATE CORE ASSETS to meet growing investor demand

REALIZE VALUE with short-hold periods, when possible

INVESTMENT RESTRICTIONS[3]			
65% cap on portfolio leverage	**25%** cap on development	**15%** limit on single investment	**15%** limit on Office & Retail Sectors

[1] **Target returns are aspirational and provided for illustrative purposes only to help explain how the General Partner intends to construct the Fund's investment portfolio. There can be no assurance that the Fund or any investment will achieve the comparable results.**

[2] Where leverage is used in connection with certain investments, the higher the leverage employed, the more likely a substantial loss or gain to the value of the investment, which may occur.

[3] The investment restrictions on this slide are intended to be informative and provide general guidelines for our strategy. LVP US IX may, from time to time, invest outside of these restrictions. Please also note that the above information constitutes forward looking information and accordingly the information is subject to a high degree of uncertainty. There is no guarantee that the investment strategy described herein will perform as expected and a loss of capital is possible. Information provided above is as of September 30, 2022. For a full description of the risks associated with investing in the Fund, please refer to the "Summary of Risks" slide at the end of the Presentation and the offering memorandum.

Summary of Key Terms

Fund Structure	Delaware Limited Partnerships and Luxembourg Special Limited Partnership[1] (managed by LaSalle AIFM Europe)
Target Size	$1.25 billion
Employee Co-Investment[2]	2.5% alongside fund LPs, with a minimum of $20m directly from the team and employees; $30M team and employee co-investment raised to-date
First Closing	February 2023; $370 million
Minimum Commitment	$10 million
Target Returns[3]	12-14% Net IRR, 14-17% Gross IRR
Leverage[4]	65% LTV at portfolio level; 75% at asset level, subject to carve outs for residential and refinancing
Investment Period	Three years from the Final Closing Date
Other Investment Restrictions	• No more than 15% in any single investment • No more than 15% in retail and conventional office sectors combined • No more than 25% in ground up development • No investments in the hospitality sector
Management Fees[5]	Commitment amount: <$75M: 1.50% $75M-150M: 1.40% >$150M: 1.25%
Closing Discounts	10 bps loyalty discount
Carried Interest[6]	20% over a 9% IRR, with 50/50 catch up

*Please refer to "Important Notice and Disclaimer" at the end of this Presentation for more information. This is for informational purposes only. Prior funds refer to the LaSalle Income & Growth Fund Series (funds I to VIII). With immediate effect, the ninth fund in the LaSalle Income & Growth Fund Series is known as LaSalle Value Partners US IX ("LVP US IX").

[1] The Delaware Limited Partnerships are managed by LaSalle Investment Management, Inc. Investors located in the EEA may invest in the Luxembourg Special Limited Partnership. The Luxembourg Special Limited Partnership is managed by LaSalle AIFM Europe S.à r.l. and has delegated portfolio management in respect of the Luxembourg Special Limited Partnership to LaSalle Investment Management, Inc. The information provided in this Presentation does not constitute any advice, offer, solicitation or recommendation to invest in specific investments. It is subject to change, is not legally binding and does not create contractual obligations. This document cannot be used as the sole basis for an investment decision or subscription in the fund presented or to which reference is made on an ancillary basis. Please refer to the Important Notice to Potential Investors Located in the European Economic Area at the end of this Presentation for more information.

[2] Comprising co-investments from LaSalle senior management team and LVP US team.

[3] **Target returns are aspirational and provided for illustrative purposes only to help explain how the General Partner intends to construct the Fund's investment portfolio. There can be no assurance that the Fund or any investment will achieve the comparable results.**

[4] Where leverage is used in connection with certain investments, the higher the leverage employed, the more likely a substantial loss or gain to the value of the investment, which may occur.

[5] $ refers to USD. Costs may increase or decrease as a result of exchange rate fluctuations.

[6] Once partners have received distributions sufficient to produce a 9% internal rate of return on their contributions taking into account all the previous distributions except distributions of interest received from investors accepted to LaSalle Value Partners US IX ("LVP US IX" or the "Fund") at subsequent closes (the "Hurdle Rate"), the Fund will pay LaSalle a performance fee equal to 50% of all distributions made by the Fund in excess of the Hurdle Rate until LaSalle has received 20% of all amounts distributed excluding return of contributions. All distributions thereafter shall be paid 20% to LaSalle and 80% to the limited partners.

LaSalle®

Fund VIII

Investing today. For tomorrow.

Investment Snapshot

VCERA	VCERA	VCERA
75% of Equity Commitments Called $75 of $100M	**89%** of Equity Capital Committed $89 of $100M	**$25.2M** Cumulative Distributions (as of Nov 2022)

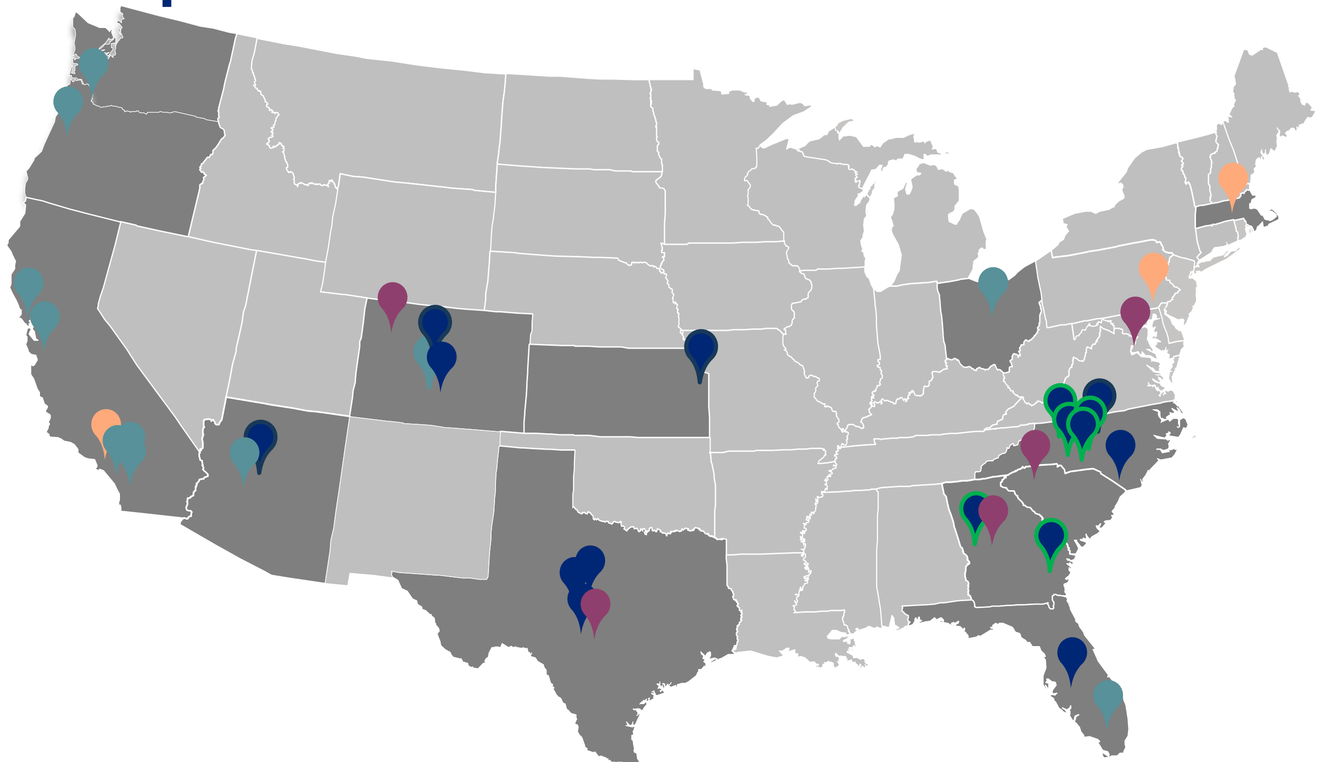
I&G VIII	I&G VIII	I&G VIII
49% Portfolio LTV as of Q3 2022	**90%** of Investment Period Elapsed 38 of 42 months	**12%+ | 1.5x** Target Net IRR | Equity Multiple

VCERA

Fund name:	Income & Growth Fund VIII	Distributions to date:	$25,162,914
Vintage year:	2020	Current value (as of 9/30/2022):	$48,891,867
Date of commitment:	1/29/2019	Net IRR (as of 9/30/2022):	21.0%
Commitment amount:	$100,000,000	DPI multiple:	0.34
Capital called to date:	$75,090,738	TVPI multiple (as of 9/30/2022):	1.20
Outstanding commitment:	$24,909,262		
Call ratio:	75%		

*As of March 17, 2023 unless otherwise noted. Past performance does not predict future returns.

Portfolio Map



Residential

Juncture
Alpharetta, GA
Acquired 10/19
Sold 12/21

Ardmore Apartments
Various Southeast
Acquired 2020
Sold 2022

Sage Plum Creek
Kyle, TX
Acquired 9/20

Sage Mesa
Phoenix, AZ
Acquired 12/20

Avenida Loveland
Loveland, CO
Acquired 4/21

BLVD SFR Venture
Various US
Acquired 2021/2022

1700 Place
Charlotte, NC
Acquired 5/21

Wolf Creek
Overland Park, KS
Acquired 12/21

Ansley Park Apartments
Wilmington, NC
Acquired 7/22

Deer Creek
Fort Worth, TX
Acquired 7/22

Crest Mobile Estates
Colorado Springs, CO
Acquired 8/22

Southward MHC
McKinney, TX
Acquired 8/22

Industrial

Parc Santa Fe
Denver, CO
Acquired 12/19

Lathrop Gateway Ph. III
Lathrop, CA
Acquired 6/20

Coffee Creek Industrial
Portland, OR
Acquired 12/20

Vancouver Logistics
Vancouver, WA
Acquired 1/21

Napa 55
Napa, CA
Acquired 8/21

Lathrop Gateway Ph. II
Lathrop, CA
Acquired 8/21

Groveport South Logistics
Groveport, OH
Acquired 9/21

Bickman Industrial
Glendale, AZ
Acquired 12/21

Ethanac Menifee
Menifee, CA
Acquired 12/21

Industrial Outdoor Storage Venture
Various
Acquired 2022/2023

Life Science & Office

4 Hutton Centre
Santa Ana, CA
Acquired 6/19

One Kenmore Square
Boston, MA
Acquired 5/21

3801 Chestnut
Philadelphia, PA
Acquired 1/22

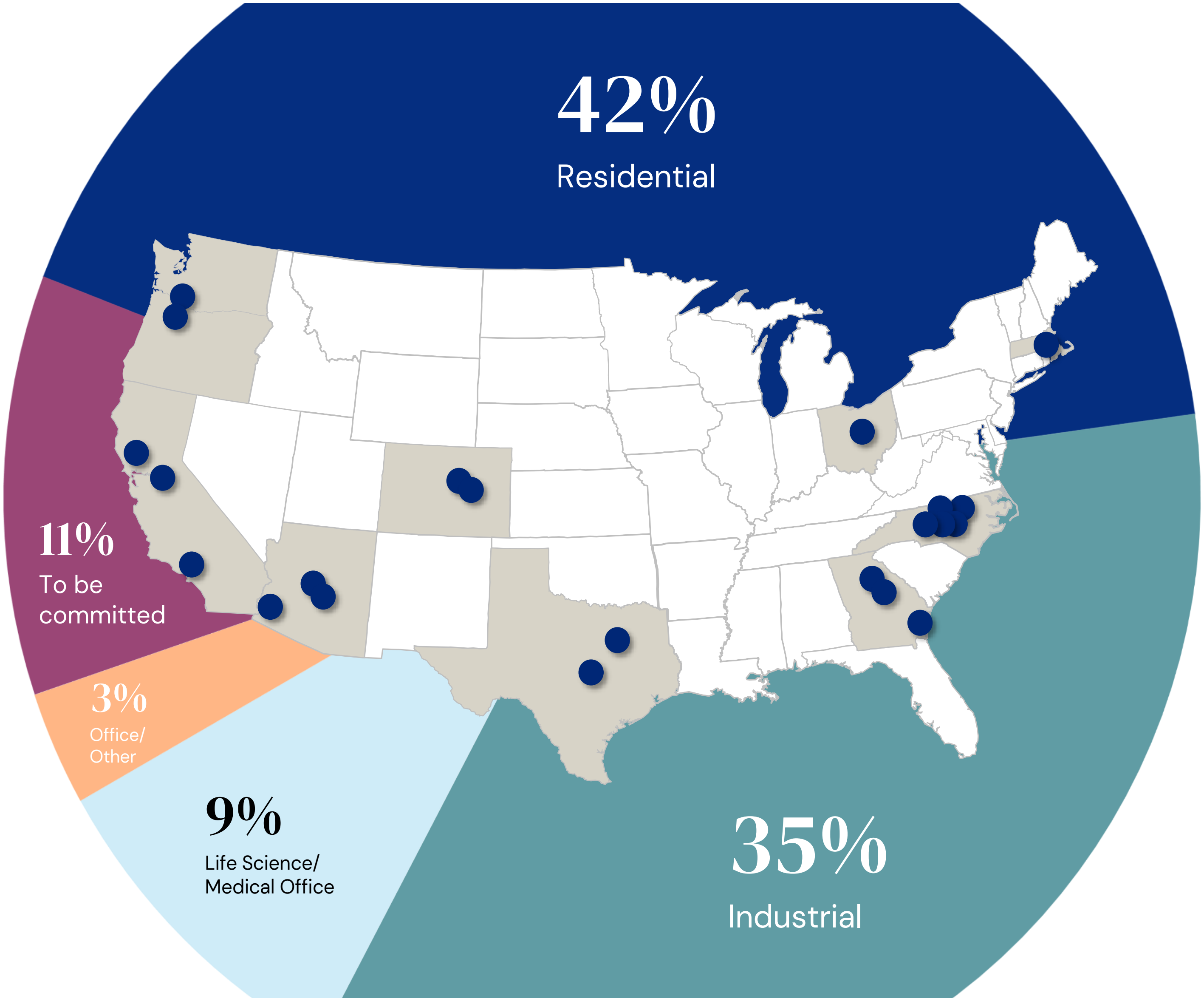
Pipeline

Industrial Outdoor Storage Venture
Various

Manufactured Housing Programmatic Venture
Various

Preferred Equity Modular Apartments
Greenville, SC

Fund VIII Portfolio Construction



Information as of September 30, 2022 based on total committed capital including approved deals by investment committee of the Fund. No assurances are given that these trends will continue or materialize as expected. Nothing herein constitutes a guarantee or prediction of future events or results and accordingly the information is subject to a high degree of uncertainty.

Appendix

Summary of Risks

In addition to the potential rewards of investing in the Fund, the following is a non-exhaustive list of anticipated potential risks which could be associated with investing in the Fund. Please refer to the offering memorandum for a full description of the risks of investing in the Fund.

- Risks associated with a financial investment: Risks may arise from instability in the financial markets and economic conditions generally (including a slowdown in economic growth and/or changes in interest rates or foreign exchange rates). Such situations could increase the risks inherent in the Fund's investments and could have an adverse impact on the performance and/or valuation of the Fund's investments.

- Risks associated with real estate: Real estate is a highly competitive industry and asset class and makes for a relatively illiquid asset. There are also significant costs and risks associated with acquiring, holding, developing, maintaining, leasing, sale and disposition of real estate assets. In addition, real estate is susceptible to changes in local and international regulations, as well as changes and uncertainty in the social, political, environmental and economic climate.

- Risks associated with investing in a fund with a particular strategy: A number of factors may impact the Fund's ability to execute its business plan and investment strategy. A lack of diversity in the Fund's investments could occur resulting in a concentrated investment portfolio. In addition, the real estate sectors included in the Fund's strategy and the Fund's ability to invest in distressed assets each represent individual and additional risks.

- Risks associated with the structuring of the Fund and the general operation of the partnership: There are certain risks inherent with the nature of a partnership, including the limited transferability of interests, limitation of liability and indemnification provisions, and risks associated with potential co-investment opportunities. In addition, financing at the fund level could present certain risks. There are also operational risks, such as, but not limited to, risks relating to litigation, insurance, employment law, cybersecurity and data protection.

- Risks associated with financing at Fund and portfolio level: Costs associated with hedging, Fund and asset level borrowing, and executing other financing options relevant to the Fund and its investments could fluctuate. In certain situations, there is the potential that creditors will take priority over investors. Additionally, the Fund may be required to disclose details of its investors to lenders.

- Risks associated with relying on certain parties to carry out the business of the Fund: The Fund is reliant on certain parties to conduct the business of the Fund. Reliance on these parties presents risks relating to the operation of Fund, the management of its investments and the Fund's potential returns. In certain situations, there may also be the risk of potential conflicts of interest.

- Risks associated with tax: Taxation is potentially applicable at all levels of the investment, applicable the Fund itself, the Fund's investments and any Fund investor. Prospective investors should fully understand the potential tax implications of investing in the Fund before committing.

- Risks from current regulatory regimes: Current regulatory regimes affecting the Fund and its investments could result in increased costs and expenses both at Fund and asset level. Regulatory requirements may also require that the Fund retains assets for certain periods of time and under certain conditions which could be unfavourable to Fund returns. Additionally, the global nature of the Fund's business results in additional costs and expenses required to meet complex global compliance obligations.

- Risks associated with governmental scrutiny and/or future regulatory and legislative changes: Ongoing scrutiny of the private investment industry could result in a potentially less favourable economic, political and regulatory environment for Fund and its investments to operate in, at all levels.

- Risks relating to global events: The Fund and its investments may be susceptible to certain global events that could result in market volatility and disruption. Such events could include pandemics, climate change, war/terrorism/unrest and natural disasters. Such situations could result in reductions in revenue and growth, unexpected operational losses and liabilities and reductions in the availability of capital.

In all situations, the risks associated with investment in the Fund could increase expenses, lower the income or rate of return of an investment, and adversely affect the value of any of the Fund's investments.

Prospective investors should undertake their own inquiries and investigation of the investment described herein and are encouraged to consult their own business, legal and tax advisors before committing to an investment in the Fund.

Important Notice and Disclaimers

This confidential document and the information set out herein (the "Presentation") is summary in nature and is qualified in its entirety by the information set out in the confidential private placement memoranda (together, the "Placement Memorandum") relating to LaSalle Value Partners US IX (the "Fund") as described herein. This Presentation has been provided to the recipient by LaSalle Investment Management, Inc. (an SEC registered investment adviser) ("LaSalle") in its capacity as sponsor of the Fund and is only to assist institutional or accredited investors (or any equivalent class of investor under applicable law, "Professional Investors") in deciding whether they wish to consider reviewing the Placement Memorandum. In respect of the Luxembourg Special Limited Partnership, this Presentation has been provided to the recipient by LaSalle AIFM Europe S.à r.l. ("LaSalle AIFM") (being authorized by the Commission de Surveillance du Secteur Financier in Luxembourg as an alternative investment fund manager ("AIFM") for the purposes of the European Union Alternative Investment Fund Managers Directive (Directive 2011/61/EU) ("AIFMD")), which has been appointed as AIFM of the Luxembourg Special Limited Partnership and is only to assist Professional Investors in deciding whether they wish to consider reviewing the Placement Memorandum. This Presentation is meant for use in one-on-one presentations with Professional Investors and does not constitute an offer to sell, or the solicitation of an offer to acquire any interests in the Fund, or for the advisory services of LaSalle or its affiliates (though, if this document is deemed by any law to constitute such an offer, then it is not being made available in any jurisdiction where it would be unlawful to make such an offer). Any such offer to invest in the Fund, if made, will only be made by means of a Placement Memorandum (and in the event of any inconsistency between this Presentation and the Placement Memorandum, the Placement Memorandum shall prevail). The Placement Memorandum will include information regarding investment risk and investors should have the financial ability and willingness to accept these risks. By accepting this Presentation, the recipient confirms that it is a Professional Investor.

Investments in private real estate funds are speculative and involve special risk and there can be no assurance that a fund's investment objectives will be realized or that suitable investments may be identified. An investor could lose all or a substantial portion of his or her investment. Private funds are generally not subject to the same regulatory oversight as registered funds. Investments may involve complex tax structures resulting in delays in distributing important tax information, may not be required to provide periodic pricing or valuation information, lack diversification, limited transparency, and may employ leverage and other speculative investment practices. A comprehensive list of potential risk factors is outlined in the Placement Memorandum.

The securities of issuers that are principally engaged in the real estate sector may be subject to risks similar to those associated with the direct ownership of real estate. These include declines in real estate values, defaults by mortgagors or other borrowers and tenants, increases in property taxes and operating expenses, overbuilding, fluctuations in rental income, changes in interest rates, possible lack of availability of mortgage funds or financing, extended vacancies of properties, changes in tax and regulatory requirements (including zoning laws and environmental restrictions), losses due to costs resulting from the clean-up of environmental problems, liability to third parties for damages resulting from environmental problems, and casualty or condemnation losses. In addition, the performance of the local economy in each of the regions in which the real estate owned by a portfolio company is located affects occupancy, market rental rates and expenses and, consequently, has an impact on the income from such properties and their underlying values. No investment strategy or risk management technique can guarantee return or eliminate risk in any market environment.

LaSalle makes no guarantee that the Fund will be able to achieve these targets in the long term. Targets are objectives and should not be construed as providing any assurance as to the results that may be realized in the future from investments in the strategy. Many factors affect strategy performance including changes in market conditions and interest rates and changes in response to other economic, political or financial developments. These targets are being shown for information purposes only and should not be relied upon to make predictions of actual future performances. The information underlying any targets or other forecasts has been obtained from or is based upon sources believed to be reliable, but LaSalle does not assume any responsibility for, or makes any representation or warranty, express or implied as to the adequacy, accuracy or completeness of, any such information.
By accepting delivery of this Presentation, the recipient accepts the terms of this notice and agrees, upon request, to return all materials received by the recipient from LaSalle or its affiliates, including this Presentation without retaining any copies thereof.

This communication may contain forward-looking statements with respect to LaSalle. Forward-looking statements are statements that are not descriptions of historical facts and include statements regarding management's intentions, beliefs, expectations, research, market analysis, plans or predictions of the future. Because such statements include risks, uncertainties and contingencies, actual results may differ materially from those expressed or implied by such forward-looking statements. Any opinions, forecasts, projections or other statements, other than of historical fact in this Presentation are forward-looking statements and can be identified by the use of forward looking terminology such as "may," "can", "will", "should", "would", "forecast", "expect," "anticipate," "project", "estimate," "seek", "continue", "intend," "target," "plan" or "believe" or the negatives thereof or other variations thereon or comparable terminology. Although LaSalle believes the expectations reflected in such forward-looking statements are reasonable, they involve a number of assumptions, risks and uncertainties. Accordingly, neither LaSalle nor any of its affiliates makes any express or implied representation or warranty, and no responsibility is accepted with respect to the adequacy, accuracy, completeness or reasonableness of forward-looking statements or other information herein or any further information, written or oral notice, or other document at any time supplied in connection with this Presentation, and nothing contained herein shall be relied upon as a promise or representation regarding any future events. All images in this Presentation are for illustrative purposes only.

You should not assume that investment decisions we make in the future will be profitable or will equal the investment performance of the past. No investment strategy or risk management technique can guarantee return or eliminate risk in any market environment. Returns forecasts are for illustrative purposes, are used to calculate hypothetical future returns, do not reflect actual investment results and are not guarantees of future results. Investors may lose investment capital. Projected returns are based on a number of assumptions, may not be realized and are subject to risk.

Changes in assumptions could produce materially different results. A complete explanation of our assumptions used as the basis for the analysis presented herein is available upon request. This Presentation is not intended to forecast or predict future events. No scenario can predict all potential changes in rates, investor behaviors or economic conditions, or how such changes might affect returns. Any such changes could significantly alter the potential returns discussed herein. Actual results experienced by clients may vary significantly from the hypothetical illustrations shown. Results from this analysis are estimates only and are not guaranteed. If the strategy uses leverage in connection with certain investments, the higher the leverage employed, the more likely a substantial loss or gain in the value of the investment will occur. The use of leverage will result in interest expenses and other costs when implementing the strategy that may not be covered by distributions received or appreciation of investments.

The transactions shown in this Presentation are meant for illustrative purposes only and are not meant as a projection or estimate of the nature of the Fund's investments or returns on any of the Fund's investments. This information has been prepared by LaSalle in order to illustrate the type of strategies that the Fund might seek to implement and the type of transactions the Fund Series (as defined in this Presentation) has completed in the past. Such investments should not be representative of the proposed investment portfolio of the Fund as a whole. Past performance does not predict future returns.

LaSalle Investment Management Distributors ("LaSalle Distributors"), a subsidiary of LaSalle Investment Management, Inc. ("LaSalle," the "Sponsor" or the "Adviser"), is registered as a broker-dealer with the Securities and Exchange Commission and a member of FINRA. LaSalle Distributors acts as the placement agent for LaSalle in connection with the offer and sale of securities of the Fund to current and prospective investors (the "Investors"). LaSalle Distributors will not receive cash compensation from the Adviser for its activities as placement agent.

Where returns of existing funds in the Fund Series (as defined in this Presentation) are presented, "Gross Returns" and "Gross Equity Multiples" are based on LaSalle's latest estimates of projected leveraged returns and cash flow, in USD, after local taxes, before fund level fees and expenses taking into account realized investments and unrealized investments. Returns will be reduced by advisory fees and other expenses incurred. "Net Returns" are after all fund level fees and expenses, including any advisory or performance fees paid to LaSalle or its affiliates. Realized returns are based on foreign exchange rates at the time of exit. Unrealized returns are based on LaSalle's estimates assuming current foreign exchange rates with approximate adjustments for hedges.

This Presentation is not to be construed as investment, legal or tax advice and does not consider the particular circumstances of any individual recipient and nor is LaSalle acting as a fiduciary of any recipient of this Presentation. Further, this Presentation is subject to correction and amendment without notice. LaSalle does not undertake and is under no obligation to update or keep current the information or content contained in this Presentation for future events. LaSalle does not accept any liability in negligence or otherwise for any loss or damage suffered by any party resulting from reliance on this Presentation. The views expressed in this Presentation represent the opinions of the persons responsible for it as at its date and should not be construed as guarantees of performance with respect to any investment. LaSalle has taken reasonable care to ensure that the information contained in this Presentation has been obtained from reliable sources but no representation or warranty, express or implied, is provided in relation to the accuracy, completeness or reliability of such information.

The Investments underlying this financial product do not take into account the EU criteria for environmentally sustainable economic activities.

Target Return

Target net returns presented herein are levered and presented after fees and carried interest payable to LaSalle and its affiliates, after all property level expenses and taxes, and after any Fund level expenses and taxes. In considering the target and projected performance information contained herein, investors should bear in mind that past or targeted performance is not a guarantee, projection or prediction and is not necessarily indicative of future results. There can be no assurance that the Fund or any investment will achieve comparable results, that targeted or projected returns will be met, or that the Fund will be able to implement its investment strategy and investment approach or achieve its investment objectives. Actual gross and net returns for the Fund and each investment may vary significantly from the targeted and projected returns set forth herein. The target and projected returns stated in this Presentation are based on LaSalle's belief about what returns may be achievable on investments that LaSalle intends to pursue in light of the investment team's experience with similar transactions. Further, the target and projected returns stated herein are based on an assumption that economic, market and other conditions will not deteriorate and, in some cases, improve. Target and projected returns are also based on models, estimates and assumptions about performance believed to be reasonable under the circumstances, but actual realized returns on the Fund's investments will depend on, among other factors, the ability to consummate attractive investments, future operating results, the value of the assets and market conditions at the time of disposition, any related transaction costs and the timing and manner of sale, all of which may differ from the assumptions and circumstances on which the targeted returns are based. Returns from the Fund may be further impacted by taxation that may be applicable to each investor's investments and which may change over time. Each investor is encouraged to obtain its own independent tax advice in respect of investment in the Fund LaSalle makes no guarantee that an investment in this Fund is suitable for each investor

Methodology for Calculating Net Returns Shown in Case Studies

The net IRR and EM returns presented for the individual case studies are calculated by applying to the gross property level returns for such assets the gross and net performance "spread" of the relevant Fund in which the asset is held regardless of when such "spread" was incurred by such investments or the relevant fund, using the ratio of the relevant current gross and net performance at the fund level and allocating such "spread" to such gross property level return; provided that the "spread" for assets held in Fund VIII is calculated using Fund VIII's hypothetical net performance (calculated assuming the highest fund fee) and hypothetical gross performance, both of which were modeled by LaSalle at the inception of Fund VIII prior to any acquisition of assets. The hypothetical model was prepared assuming quarterly drawdowns over a three-year investment period, assumes 60% leverage, an eight-year fund life, and an advisory fee of 1.50%. LaSalle believes that such hypothetical, fund-level performance is more apt with respect to reflecting Fund VIII net returns relative to the current returns for Fund VIII reflected on slide 30 because (i) the current returns for Fund VIII reflect an abbreviated fund life relative to the total expected fund life; and (ii) Fund VIII is incurring a commitment fee while still investing assets as it is in its "investment period" (commonly understood as the "J-Curve" effect). Net returns calculated using a "spread" illustrate the potentially substantial impact of fees, carried interest and expenses on the gross returns of investments, even though these amounts are charged or allocated at the fund level and do not represent actual performance experienced by investors.

Important Notice and Disclaimers

Important Notice to Potential Investors Located in the United States

Interests are being offered as a private placement to a limited number of investors and will not be registered under the U.S. Securities Act of 1933, as amended (the "**Securities Act**"), or the securities laws of any state or non-U.S. jurisdiction and may not be sold or transferred without compliance with all applicable U.S. Federal and state and non-U.S. securities laws. In addition, transfer or other disposition of the interests is restricted as provided in the limited partnership agreement of the Fund. The Fund will not be registered as an investment company under the U.S. Investment Company Act of 1940, as amended, and the rules and regulations promulgated thereunder (collectively, the "**Investment Company Act**"). Consequently, investors will not be afforded the protections of the Investment Company Act.

This Presentation does not constitute an offer to sell, or the solicitation of an offer to buy any interests in the Fund or for the advisory services of LaSalle Investment Management, Inc. or its affiliates. Any such offer to invest in the Fund, if made, will only be made by means of the delivery of the Fund's private placement memorandum, subscription agreement and limited partnership agreement (and in the event of any inconsistency between those documents and this Presentation, the subscription agreement and limited partnership agreement will prevail). Further, this Presentation is subject to correction, completion and amendment without notice. The information contained herein is qualified in its entirety by reference to the Fund's private placement memorandum, which will contain additional information about the investment objective, terms and conditions of the investment in question and will also contain tax information and risk disclosures that are important to the subject investment decision and the documentation related thereto. Further note, interest in the Fund will not be offered to any person (I) residing in any state or jurisdiction in which such an offer would be prohibited by law; (II) who is not an "accredited investor" as defined in the rules and regulations promulgated under the Securities Act; or (III) who is not a "qualified purchaser" as defined in the rules and regulations promulgated under the Investment Company Act.

Interests in the Fund will be offered to US investors through LaSalle Investment Management Distributors, LLC ("**LIMD**"), a registered broker-dealer with the U.S. Securities and Exchange Commission (the "**SEC**") and a member of the Financial Industry Regulatory Authority ("**FINRA**") and the Securities Investors Protection Corporation ("**SIPC**"). LIMD's status a registered broker-dealer and member of FINRA should not be construed to imply that either the SEC or FINRA has approved or endorsed LIMD's qualifications or the services it offers or that LIMD or its representatives possess a particular level of skill, expertise or training.

Important Notice to Potential Investors Located in Canada

This Presentation is not an offer to sell to any person, or a solicitation to any person (i) to buy interests in either Fund Partnership in any jurisdiction in which such an offer would be prohibited by law; (ii) who is not an "accredited investor" as defined in the rules and regulations promulgated under the Canadian applicable rules; or (iii) who is not a "qualified purchaser" as defined in those rules.

Securities will be offered to Canadian investors through LIMD, a registered broker-dealer with the SEC and a member of FINRA and a registered Exempt Market Deal ("EMD") in Canada. LIMD's status as an EMD and registered broker-dealer and member of FINRA should not be construed to imply that either the SEC or FINRA or any Canadian regulators have approved or endorsed LIMD's or LaSalle's qualifications or the services either offers or that LIMD or LaSalle or their representatives possess a particular level of skill, expertise or training.

Important Notice to Potential Investors Located in the European Economic Area ("EEA")

The Fund consists of a Luxembourg limited partnership (the "Luxembourg Special Limited Partnership"). Only interests in the Luxembourg Special Limited Partnership may be marketed to prospective investors which are domiciled or have a registered office in a member state of the European Economic Area (the "EEA"). The Luxembourg Partnership is managed by LaSalle AIFM Europe S.à r.l. (the "AIFM") and a list of the member states of the European Economic Area (the "EEA") in which marketing rights under article 31 or article 32 of the Alternative Investment Fund Managers Directive (2011/61/EU) ("AIFMD") have been exercised by the AIFM in respect of the Luxembourg Partnership is available on request from the AIFM.

This Presentation has not been approved by any supervisory authority and may not be used for and does not constitute an offer, or a solicitation of any offer, to sell, subscribe, purchase or make any commitments for any interests in the Luxembourg Special Partnership. For the avoidance of doubt, this document may not be distributed other than (i) in circumstances where the AIFM holds the applicable registrations, authorizations or licenses in respect of the Luxembourg Partnership pursuant to laws of any EEA Member State implementing AIFMD, or (ii) where the AIFM does not hold such authorizations, etc, in circumstances which either (A) do not require a registration, authorization, license or other form of authorization pursuant to the AIFMD or (B) at the unsolicited request of the recipient, in which case the recipient acknowledges and agrees that this document and any other materials relating to the Luxembourg Partnership are provided solely at the request of the recipient and not as a result of any unsolicited marketing by LaSalle, the AIFM or any of its affiliates. Under Regulation (EU) 2017/1129 (as amended (the "Prospectus Regulation"),, this Presentation does not, and shall not, constitute an offer to the public of any interests in the Fund nor an invitation to the public in connection with any offer. No action has been undertaken or will be undertaken to make an offer to the public of the interests requiring a publication of a prospectus in any Member State. As a result, the interests may only be offered in relevant Member States (A) to qualified investors; or (B) in any other circumstances not requiring publication of a prospectus pursuant to Article 3(2) of the Prospectus Regulation.

Important Notice to Potential Investors Located in the United Kingdom

The Fund will be an unregulated collective investment scheme whose promotion is restricted by the United Kingdom's Financial Services and Markets Act 2000. Accordingly, interests in the Fund shall only be addressed by LaSalle to persons (A) outside the UK receiving it non-electronically; or (B) falling within one or more categories of exempt persons under the Financial Services and Markets Act 2000 (Promotion of Collective Investment Schemes) (Exemption) Order 2001 (the "**CIS Promotion Order**"), including (i) professional investors in accordance with article 16(2) of the CIS Promotion Order, (ii) investment professionals (as defined in article 14 of the CIS Promotion Order, as applicable), (iii) high net worth entities (as defined in article 22 of the CIS Promotion Order, as applicable), and (iv) any other persons to whom it may be lawfully communicated (all such persons together being referred to as "**relevant persons**"). Persons who are not relevant persons must not act on or rely on this document or any of its contents. Interests in the Co-Investment Fund are only available to relevant persons.

Important Notice to Potential Investors Located in Switzerland

The offer and the marketing of the Fund in Switzerland will be exclusively made to, and directed at, qualified investors (the "Qualified Investors"), as defined in Article 10(3) and (3ter) of the Swiss Collective Investment Schemes Act ("CISA") and its implementing ordinance, at the exclusion of qualified investors with an opting-out pursuant to Art. 5(1) of the Swiss Federal Law on Financial Services ("FinSA") and without any portfolio management or advisory relationship with a financial intermediary pursuant to Article 10(3ter) CISA ("Excluded Qualified Investors"). Accordingly, the Fund has not been and will not be registered with the Swiss Financial Market Supervisory Authority ("FINMA") and no representative or paying agent have been or will be appointed in Switzerland. This document and/or any other offering or marketing materials relating to the Units of the Fund may be made available in Switzerland solely to Qualified Investors, at the exclusion of Excluded Qualified Investors. The legal documents of the Fund may be obtained free of charge from LaSalle Investment Management SAS – Zweigniederlassung Deutschland (having its seat in Munich, registered with the commercial register of the Local Court Munich under HRB 272627 and having its business address at Viktualienmarkt 8, 5th floor, 80331 Munich, Germany). This information provided herein does not constitute an offer of the Fund in Switzerland pursuant to the Swiss Federal Law on Financial Services ("FinSA") and its implementing ordinance. This is solely an advertisement pursuant to FinSA and its implementing ordinance for the Fund.

Important Notice to Potential Investors Located in Singapore

This information is intended for prospective accredited and institutional investors (as defined under the Securities and Futures Act, Chapter 289 of Singapore, (the "SFA")). By accepting this document, you represent, warrant and agree that you are an "accredited and institutional investor" as defined under the SFA. This document is distributed to you based on your status as an "accredited and institutional investor" and is not (whether in whole or in part) to be circulated or distributed to any other person without the prior written consent of LaSalle Investment Management Asia Pte Ltd.

The Fund has not and will not be registered as an authorized or recognized fund with the Monetary Authority of Singapore.

Important Notice to Potential Investors Located in Hong Kong

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Important Notice and Disclaimers

Important Notice to Potential Investors Located in Korea

If you are a prospective investor in Korea, you represent and warrant that you fall within the definition of "**Qualified Professional Investors**" (as defined in the Financial Investment Services and Capital Markets Act). The material is intended to provide information on potential investment opportunities that LaSalle Investment Management ("LaSalle") are contemplating and it does not constitute an offer to buy or sell or a solicitation of an offer to buy or sell any securities or any interests in investment funds and is subject to correction, completion and amendment without notice. Before the sales of the investment opportunity, LaSalle will first register the fund with the Financial Services Commission pursuant to the Financial Investment Services and Capital Markets Act of Korea and engage a locally licensed entity to further explain the details of the fund(s) and risks associated with investment therein so as to allow you to make your investment decision on a fully disclosed basis.

Important Notice to Potential Investors Located in the People's Republic of China

This material has not been submitted to the Chinese Securities and Regulatory Commission, nor may any offering material or information contained herein relating to any interests in the investment opportunity, be supplied to the public in China or used in connection with any offer for the subscription or sale of interest in the investment opportunity to the public in China. Interests may only be marketed, offered or sold to Chinese institutions which are authorized to engage in foreign exchange business and offshore investment from outside China. Chinese investors may be subject to foreign exchange control approval and filing requirements under the relevant Chinese foreign exchange regulations, as well as offshore investment approval requirements. Any offers or acceptances of such shall be made outside China.

By accepting this material you warrant and represent that you/your institution have obtained the relevant authorization to engage in foreign investments from your local regulatory authority, where applicable.

Important Notice to Potential Investors Located in Japan

LaSalle Investment Management K.K. ("**LaSalle K.K.**") is registered for Type II business and Investment Advisory business under the Financial Instruments Exchange Law ("**FIEL**") in Japan. If you are a prospective investor in Japan, you represent and warrant that you are (a) an institutional investor or (b) a qualified institutional investor as defined in Article 2(3)(i) of the FIEL.

Important Notice to Potential Investors Located in Australia

The document is designed for institutional and wholesale investors only. This document is not being (and should not be) distributed to any person in Australia who is not a 'wholesale client' as defined in section 761G of the Corporations Act. We believe you are an institutional investor, a non-private pension fund, a large corporation, an investment fund which has not been established solely for the purpose of investing in the investment opportunity, or that you are a professional investor. A product disclosure statement in respect of the investment opportunity will not be issued in Australia and will not be lodged or registered with ASIC or with any regulatory body in any other country.

INVESTORS IN AUSTRALIA MUST NOTE:

1. Lasalle is exempt from the requirement to hold an Australian financial services licence under the Corporations Act 2001 (Cth) in respect of the financial services; and
2. Lasalle is regulated by the US Securities and Exchange Commission under United States of America laws, which differ from Australian laws.

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The recipient acknowledges and agrees that this Presentation and any other materials relating to the Fund are provided solely at the request of such person and not as a result of any unsolicited marketing by the Fund, LaSalle or their affiliates in respect of the Fund. Further, any subsequent application to subscribe for interests in the Fund by such persons will be made at the initiative of such persons.

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lasalle.com

VCERA
VENTURA COUNTY EMPLOYEES' RETIREMENT ASSOCIATION

March 27, 2023

Board of Retirement
Ventura County Employees' Retirement Association
1190 South Victoria Avenue, Suite 200
Ventura, CA 93003

SUBJECT: Board Approval of the Proposed 2023 Private Credit Investments Pacing Plan

Dear Board Members:

Each year the Board reviews and approves annual pacing plans for continued build-out of its private investments programs. In conjunction with the Board's adopted Asset Allocation targets, ranges, and benchmarks, annual pacing plans provide a framework for the management and oversight of VCERA's private investments and commitments.

Note that pacing plans' annual commitment targets for all strategies are rough estimates, dependent on multiple variables such as partnerships available in the market to VCERA, partnerships' capacity constraints, negotiation of legal and business terms, etc.

The recommended commitment target for private credit funds has been reduced from $240 million in 2022 to $225 million in 2023.

RECOMMENDATION:

THAT THE BOARD ADOPT THE ATTACHED PROPOSED 2023 PRIVATE CREDIT INVESTMENTS PACING PLAN.

Respectfully submitted,

Daniel P. Gallagher

Dan Gallagher
Chief Investment Officer

2023 PRIVATE CREDIT PACING

VENTURA COUNTY EMPLOYEES RETIREMENT ASSOCIATION

DECEMBER 31, 2022

Allan Martin, Partner

OVERVIEW

- **Each year, NEPC will provide a review of the private markets allocations to determine the commitment budget for the upcoming year.**
  - We consider: existing manager commitments and anticipated calls/distributions, adjustments to the target allocation and the forecasted net growth rate.
  - An annual review provides an opportunity to make adjustments to any of the above factors and assess the program carefully so as to not over-allocate to illiquid investments.

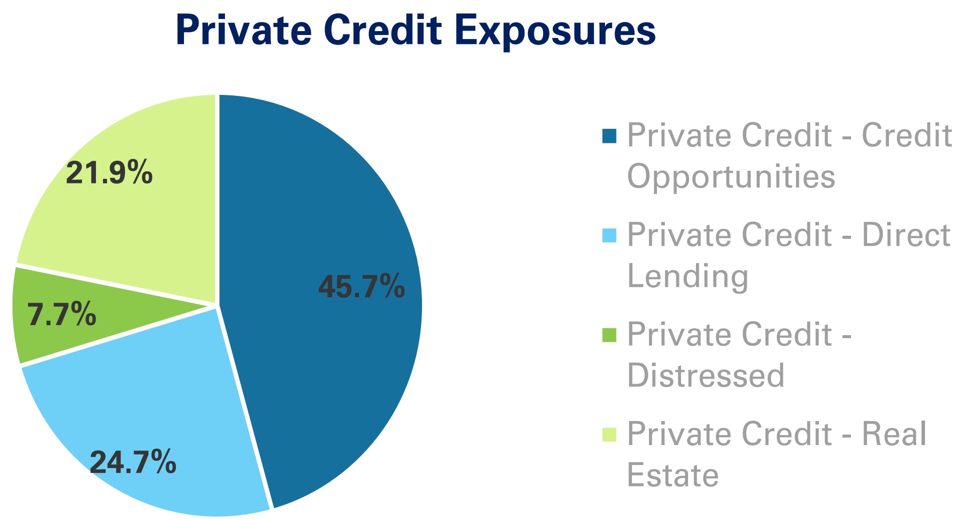
- **The strategy is to maintain an active commitment pace in each vintage year going forward, being mindful of the liquidity needs.**
  - Fund and manager recommendations are made in the context of the existing portfolio along with NEPC’s market views.
  - Our goal is to develop a program that will invest in various strategies and achieve returns in excess of public market returns.

PRIVATE MARKETS PACING PLAN

SUMMARY

Plan Summary

Total Portfolio Assets	$7,091.6
Current NAV %	5.2%
Current Total Exposure %	9.9%
Target Allocation %	8.0%
Ann. Expected Return %	7.15%
Ann. Payouts %	1.15%



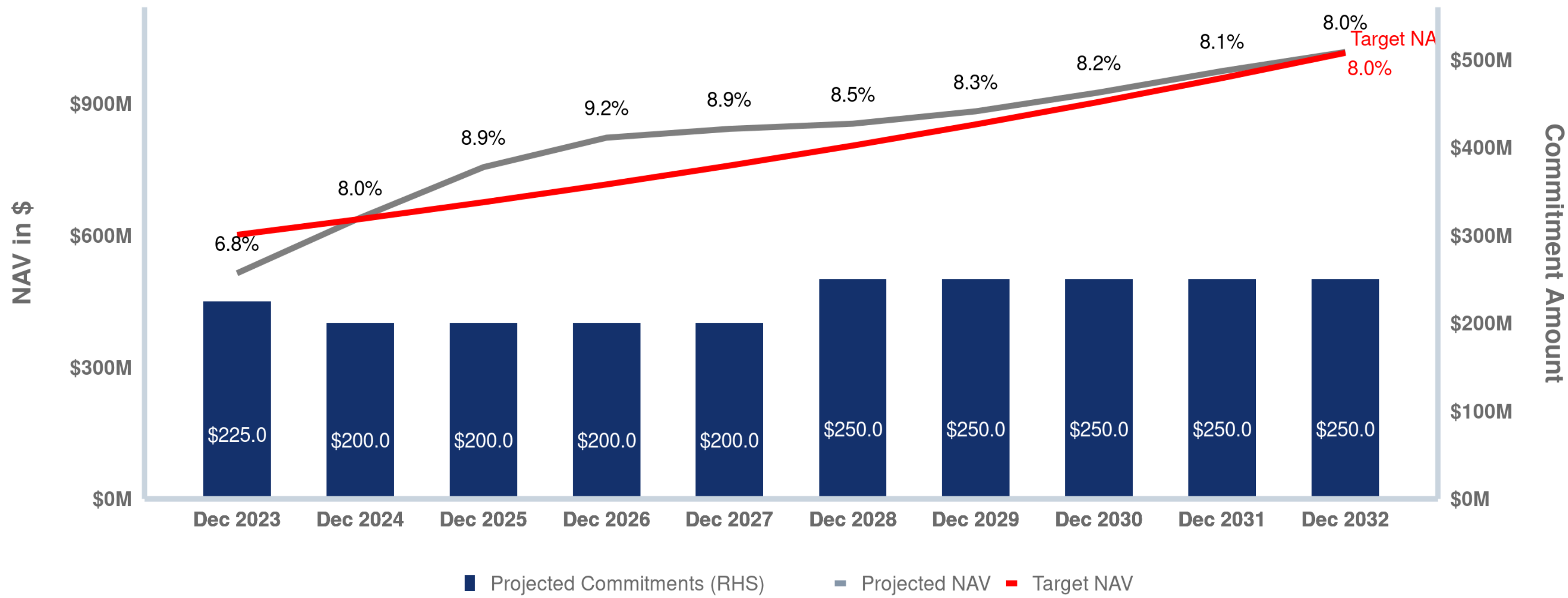
Current Allocations (in millions)

Asset Class	Investment Strategy	Commitment	Unfunded Commitment	NAV	Total Exposure
Private Credit	Private Credit - Credit Opportunities	$310.0	$159.2	$162.9	$322.1
	Private Credit - Direct Lending	$180.0	$79.5	$94.1	$173.6
	Private Credit - Distressed	$60.0	$6.7	$47.8	$54.5
	Private Credit - Real Estate	$165.0	$90.4	$63.5	$153.9
	Total	**$715.0**	**$335.7**	**$368.3**	**$704.0**
Grand Total		**$715.0**	**$335.7**	**$368.3**	**$704.0**

Note: Values are as of 12/31/2022.

COMMITMENTS & ALLOCATION PROJECTIONS

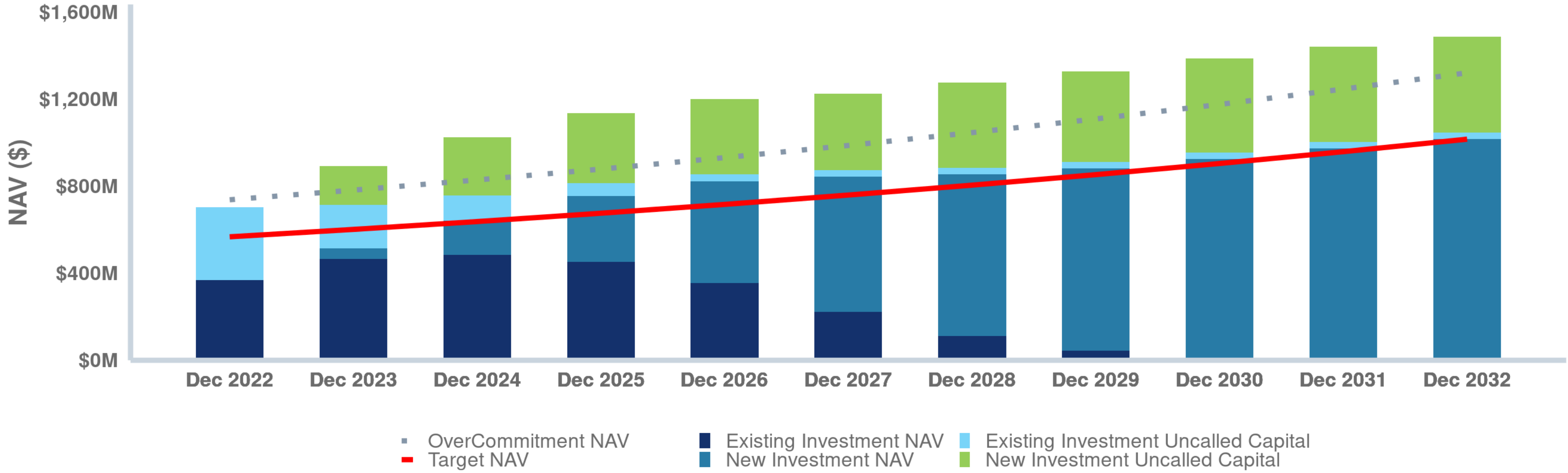
Private Credit Commitments by Vintage



	More Certain					Less Certain				
Description	**Dec 2023**	**Dec 2024**	**Dec 2025**	**Dec 2026**	**Dec 2027**	**Dec 2028**	**Dec 2029**	**Dec 2030**	**Dec 2031**	**Dec 2032**
Total Commitments ($M)	$225.0	$200.0	$200.0	$200.0	$200.0	$250.0	$250.0	$250.0	$250.0	$250.0
Target (%)	8.0%	8.0%	8.0%	8.0%	8.0%	8.0%	8.0%	8.0%	8.0%	8.0%
Projected NAV / Total Portfolio Assets	6.8%	8.0%	8.9%	9.2%	8.9%	8.5%	8.3%	8.2%	8.1%	8.0%

ASSET PROJECTIONS

Private Credit Portfolio Projections

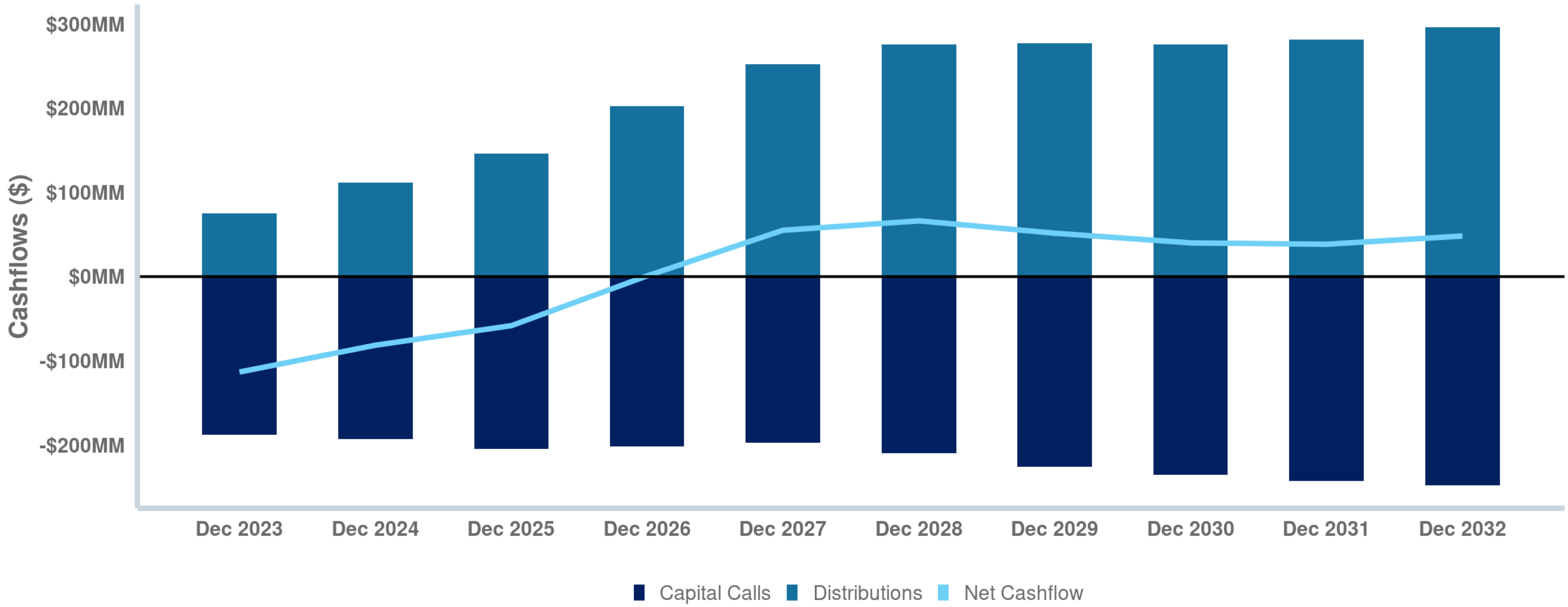


Projection Summary

Description	Dec 2022	Dec 2023	Dec 2024	Dec 2025	Dec 2026	Dec 2027	Dec 2028	Dec 2029	Dec 2030	Dec 2031	Dec 2032
Net Asset Value (NAV)	$368.3	$514.0	$640.5	$755.6	$822.7	$842.8	$854.6	$882.9	$925.8	$974.5	$1,018.0
Uncalled Capital	$335.7	$377.9	$384.6	$380.2	$378.3	$381.1	$421.2	$445.4	$459.8	$466.6	$468.6
NAV + Uncalled Capital	$704.0	$891.9	$1,025.1	$1,135.8	$1,201.1	$1,223.9	$1,275.8	$1,328.3	$1,385.6	$1,441.1	$1,486.5
Target NAV	$567.3	$601.4	$637.4	$675.7	$716.2	$759.2	$804.8	$853.1	$904.2	$958.5	$1,016.0
NAV (%)	5.2%	6.8%	8.0%	8.9%	9.2%	8.9%	8.5%	8.3%	8.2%	8.1%	8.0%
NAV + Uncalled Capital (%)	9.9%	11.9%	12.9%	13.4%	13.4%	12.9%	12.7%	12.5%	12.3%	12.0%	11.7%
Target Allocation (%)	8.0%	8.0%	8.0%	8.0%	8.0%	8.0%	8.0%	8.0%	8.0%	8.0%	8.0%

CASH FLOW PROJECTIONS

Private Credit Projected Capital Calls & Distributions



Projected Cashflows (in millions)

Description	Dec 2023	Dec 2024	Dec 2025	Dec 2026	Dec 2027	Dec 2028	Dec 2029	Dec 2030	Dec 2031	Dec 2032
Capital Calls	-$188.1	-$193.3	-$204.4	-$201.9	-$197.3	-$209.8	-$225.8	-$235.7	-$243.1	-$248.0
Distributions	$74.7	$111.8	$146.1	$202.7	$252.3	$276.1	$277.3	$275.7	$281.6	$296.3
Net Cash Flow	-$113.4	-$81.5	-$58.3	$0.8	$55.1	$66.2	$51.5	$40.0	$38.4	$48.2

APPENDIX

APPENDIX

Projection Summary

Description	Dec 2022	Dec 2023	Dec 2024	Dec 2025	Dec 2026	Dec 2027	Dec 2028	Dec 2029	Dec 2030	Dec 2031	Dec 2032
Net Asset Value (NAV)	$368.3	$514.0	$640.5	$755.6	$822.7	$842.8	$854.6	$882.9	$925.8	$974.5	$1,018.0
Uncalled Capital	$335.7	$377.9	$384.6	$380.2	$378.3	$381.1	$421.2	$445.4	$459.8	$466.6	$468.6
NAV + Uncalled Capital	$704.0	$891.9	$1,025.1	$1,135.8	$1,201.1	$1,223.9	$1,275.8	$1,328.3	$1,385.6	$1,441.1	$1,486.5
Target NAV	$567.3	$601.4	$637.4	$675.7	$716.2	$759.2	$804.8	$853.1	$904.2	$958.5	$1,016.0
OverCommitment Pace	1.3x	1.3x	1.3x	1.3x	1.3x	1.3x	1.3x	1.3x	1.3x	1.3x	1.3x
OverCommitment Target NAV	$737.5	$781.8	$828.7	$878.4	$931.1	$987.0	$1,046.2	$1,109.0	$1,175.5	$1,246.0	$1,320.8
NAV (%)	5.2%	6.8%	8.0%	8.9%	9.2%	8.9%	8.5%	8.3%	8.2%	8.1%	8.0%
Uncalled Capital (%)	4.7%	5.0%	4.8%	4.5%	4.2%	4.0%	4.2%	4.2%	4.1%	3.9%	3.7%
NAV + Uncalled Capital (%)	9.9%	11.9%	12.9%	13.4%	13.4%	12.9%	12.7%	12.5%	12.3%	12.0%	11.7%
Target Allocation (%)	8.0%	8.0%	8.0%	8.0%	8.0%	8.0%	8.0%	8.0%	8.0%	8.0%	8.0%
Plan NAV	$7,091.6	$7,517.1	$7,968.1	$8,446.2	$8,953.0	$9,490.2	$10,059.6	$10,663.1	$11,302.9	$11,981.1	$12,700.0

Existing and New Funds included in this Pacing Study

Asset Class	Risk Proxy	Account Name	Vintage Year	Commitment Amount	Paid in Capital	Unfunded Commitment	Cumulative Distribution	Current NAV
Private Credit	Private Credit - Credit Opportunities	Arbour Lane Credit Opportunity Fund III	2021	30,000,000	12,622,011	17,377,989	0	11,482,304
Private Credit	Private Credit - Credit Opportunities	Bain Capital Special Situations Asia Fund II	2021	25,000,000	2,529,966	22,470,034	0	2,769,804
Private Credit	Private Credit - Credit Opportunities	Crayhill Principal Strategies Fund II	2021	25,000,000	19,274,476	5,725,524	7,518,297	12,149,719
Private Credit	Private Credit - Credit Opportunities	Cross Ocean USD ESS Fund IV	2021	25,000,000	16,423,006	8,576,994	1,742,488	15,358,332

APPENDIX

Existing and New Funds included in this Pacing Study

Asset Class	Risk Proxy	Account Name	Vintage Year	Commitment Amount	Paid in Capital	Unfunded Commitment	Cumulative Distribution	Current NAV
Private Credit	Private Credit - Credit Opportunities	PIMCO Corporate Opportunity Fund IV	2022	100,000,000	0	100,000,000	0	0
Private Credit	Private Credit - Credit Opportunities	PIMCO Corps Opps Fund III	2020	50,000,000	45,000,000	5,000,000	126,147	50,042,692
Private Credit	Private Credit - Credit Opportunities	PIMCO Private Income Fund	2019	55,000,000	55,000,000	0	22,651	71,099,567
Private Credit	Private Credit - Direct Lending	Bluebay Direct Lending Fund III (Arcmont)	2018	25,000,000	16,105,933	8,894,067	3,075,371	16,978,894
Private Credit	Private Credit - Direct Lending	Crescent Cove Opportunity Fund LP	2022	25,000,000	12,500,000	12,500,000	41,250	12,323,946
Private Credit	Private Credit - Direct Lending	Harbourvest Direct Lending Fund	2021	25,000,000	18,974,922	6,025,078	641,299	18,144,633
Private Credit	Private Credit - Direct Lending	Monroe Capital Private Credit Fund III	2017	25,000,000	21,253,151	3,746,849	7,819,655	21,522,017
Private Credit	Private Credit - Direct Lending	Monroe Capital Private Credit Fund IV	2021	30,000,000	31,672,755	-1,672,755	7,525,319	25,153,684
Private Credit	Private Credit - Direct Lending	Pantheon Credit Opportunity II	2022	50,000,000	0	50,000,000	0	0
Private Credit	Private Credit - Distressed	CVI Credit Value Fund A V	2021	30,000,000	19,674,333	10,325,667	1,618	20,134,139
Private Credit	Private Credit - Distressed	CVI Credit Value Fund IV	2017	30,000,000	33,600,000	-3,600,000	14,889,655	27,635,007
Private Credit	Private Credit - Real Estate	Bridge Debt Strategies Fund IV LP	2021	25,000,000	21,877,399	3,122,601	3,379,815	19,617,349
Private Credit	Private Credit - Real Estate	Bridge Debt Strategies III Limited Partner	2019	25,000,000	24,072,665	927,335	9,437,807	16,530,145
Private Credit	Private Credit - Real Estate	Torchlight Debt Fund VII, L.P.	2020	25,000,000	13,765,285	11,234,715	1,265,285	13,149,725
Private Credit	Private Credit - Real Estate	Torchlight RE Debt Opportunity Fund VIII	2022	40,000,000	2,000,000	38,000,000	0	2,000,000
Private Credit	Private Credit - Real Estate	VWH Fund III	2022	50,000,000	12,916,252	37,083,748	0	12,196,252

APPENDIX

Existing and New Funds included in this Pacing Study

Asset Class	Risk Proxy	Account Name	Vintage Year	Commitment Amount	Paid in Capital	Unfunded Commitment	Cumulative Distribution	Current NAV
Private Credit	Private Credit	0	2023	225,000,000	0	225,000,000	0	0
Private Credit	Private Credit	0	2024	200,000,000	0	200,000,000	0	0
Private Credit	Private Credit	0	2025	200,000,000	0	200,000,000	0	0
Private Credit	Private Credit	0	2026	200,000,000	0	200,000,000	0	0
Private Credit	Private Credit	0	2027	200,000,000	0	200,000,000	0	0
Private Credit	Private Credit	0	2028	250,000,000	0	250,000,000	0	0
Private Credit	Private Credit	0	2029	250,000,000	0	250,000,000	0	0
Private Credit	Private Credit	0	2030	250,000,000	0	250,000,000	0	0
Private Credit	Private Credit	0	2031	250,000,000	0	250,000,000	0	0
Private Credit	Private Credit	0	2032	250,000,000	0	250,000,000	0	0

PRIVATE CREDIT GENERAL TERMS

- **Carried Interest -** The share of profits that the fund manager is due once it has returned the cost of investment to investors
- **Commitment -** Every investor in a private equity fund commits to investing a specified sum of money in the fund partnership over a specified period of time. The fund records this as the limited partnership's capital commitment. The sum of capital commitments is equal to the size of the fund
- **DPI –** A ratio of the amount of capital distributed (D) to investors over the amount of capital called from (or Paid In by) investors
- **EBITDA –** Earnings Before Interest, Taxes, Depreciation and Amortization. Commonly used as a proxy for annual cash flow and often used as the denominator in a ratio to express the valuation of a company (TEV/EBITDA)
- **IRR –** Internal Rate of Return. A time-weighted return expressed as a percentage. IRR uses the present sum of cash drawdowns (money invested), the present value of distributions (money returned from investments) and the current value of unrealized investments
- **Management fee –** This is the annual fee paid to the general partner. It is typically a percentage of limited partner commitments to the fund and is meant to cover the basic costs of running and administering a fund.
- **Preferred return –** Minimum returned distributed to the limited partners until the time when the general partner is eligible to deduct carried interest. The preferred return ensures that the general partner shares in the profits of the partnership only after investments have performed well
- **TVPI -** A ratio of the Total Value (TV) of all distributions and current net asset value over the amount of capital called from (or Paid In by) investors
- **TEV/EBITDA –** common valuation metric for companies, expressed as a ratio of the Total Enterprise Value over an annual EBITDA amount

SPECTRUM OF PRIVATE CREDIT STRATEGIES

Private Credit Investment Style / Overview	Investment Strategy	Sector Exposure	Considerations
Mezzanine • Return driver: current income and appreciation • Expected IRR: 14%-16% • Expected TVPI Multiple: 1.6x-1.7x • Time Horizon: 5-7 years	Primarily fixed rate subordinated (the level of financing senior to equity and below senior debt) debt obligations made to non-investment grade borrowers to effect buyout, M&A or other growth strategies	Companies in a variety of industries that are backed by Private Equity Managers (Sponsored) or not backed by a Private Equity Manager (Sponsor-less)	• Fund economics play a role in returns • Manager has limited recourse due to subordinated position in capital structure
Opportunistic Credit • Return driver: current income and appreciation • Expected IRR: 13%-17% • Expected TVPI Multiple: 1.3x-1.8x • Time Horizon: 1-4 years	Investment strategy involving various credit-linked opportunities such as distressed debt, performing and non-performing loans, structured products (CLOs, CDOs), hard assets	Diversified exposure through various access points. Instruments include publicly traded debt securities, private debt, trade claims, mortgage debt, common and preferred stock and commercial paper	• Thematic • Esoteric investments
Distressed (Control) • Return driver: appreciation and income • Expected IRR: 15%-17% • Expected TVPI: 1.3x-1.8x • Time Horizon: 3-6 years	Debt investments with the intent to take equity control of companies that have typically defaulted on debt obligations and are in need of financial and operational restructuring.	Diversified	• Window of opportunity tends to be short lived
Distressed Debt (non-control) • Return driver: appreciation • Expected IRR: 13%-17% • Expected TVPI Multiple: 1.3x-1.8x • Time Horizon: 1-4 years	Debt investments in companies that have typically defaulted on debt obligations and are in need of financial and operational restructuring.	Diversified exposure through various access points. Securities can include common and preferred shares, bank debt, trade claims (goods owed) and corporate bonds	• Vintage year is important • Window of opportunity tends to be short lived
Direct Lending • Return driver: income • Expected IRR: 8%-12% • Expected TVPI Multiple: 1.3x-1.5x • Time Horizon: 2-4 years	Primarily floating rate senior and/or unitranche (senior and subordinated debt in one instrument) debt capital used for various situations: facilitating changes in ownership through leveraged buyouts or recapitalizations, financing acquisitions, or enabling growth	Companies in a variety of industries that are backed by Private Equity Managers (Sponsored) or not backed by a Private Equity Manager (Sponsor-less)	• Fund economics play a role in returns • Vintage year is important • Floating rates, shorter holding periods

PACING PLAN DISCLAIMERS

- NEPC's private markets pacing analysis projects a potential level of future assets and cash flows for a single scenario based on a series of assumptions. This analysis is intended to help estimate future exposure levels. It is not a guarantee of future cash flows, appreciation or returns.

- The timing and amounts of projected future cash flows and market values of investments could vary significantly from the amounts projected in this pacing analysis due to manager-specific and industry-wide macroeconomic factors.

- Estimates of projected cash flows and market values for existing private markets commitments were made at the Fund level and do not incorporate any underlying portfolio company projections or analysis.

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ALTERNATIVE INVESTMENT DISCLOSURES

It is important that investors understand the following characteristics of non-traditional investment strategies including hedge funds and private equity:

1. **Performance can be volatile and investors could lose all or a substantial portion of their investment**
2. **Leverage and other speculative practices may increase the risk of loss**
3. **Past performance may be revised due to the revaluation of investments**
4. **These investments can be illiquid, and investors may be subject to lock-ups or lengthy redemption terms**
5. **A secondary market may not be available for all funds, and any sales that occur may take place at a discount to value**
6. **These funds are not subject to the same regulatory requirements as registered investment vehicles**
7. **Managers may not be required to provide periodic pricing or valuation information to investors**
8. **These funds may have complex tax structures and delays in distributing important tax information**
9. **These funds often charge high fees**
10. **Investment agreements often give the manager authority to trade in securities, markets or currencies that are not within the manager's realm of expertise or contemplated investment strategy**

MONTHLY PERFORMANCE REPORT

VENTURA COUNTY EMPLOYEES' RETIREMENT ASSOCIATION

FEBRUARY 28, 2023

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TOTAL FUND PERFORMANCE DETAIL

	Allocation			Performance (%)								
	Market Value ($)	% of Portfolio	Policy (%)	1 Mo (%)	YTD (%)	FYTD (%)	1 Yr (%)	3 Yrs (%)	5 Yrs (%)	10 Yrs (%)	Inception (%)	Inception Date
Total Fund	**7,212,485,124**	**100.0**	**100.0**	**-2.0**	**2.3**	**2.9**	**-5.3**	**8.6**	**6.9**	**7.8**	**7.9**	**Apr-94**
Policy Index				-2.0	3.4	5.3	-4.8	7.9	6.7	7.7	7.9	
Over/Under				0.0	-1.1	-2.4	-0.5	0.7	0.2	0.1	0.0	
60% MSCI ACWI (Net)/ 40% Bloomberg Global Agg				-3.0	2.4	2.8	-10.2	3.3	3.0	4.8	-	
Over/Under				1.0	-0.1	0.1	4.9	5.3	3.9	3.0	-	
60% S&P 500 / 40% Bloomberg Aggregate				-2.5	2.4	2.8	-8.2	5.9	6.4	7.9	8.0	
Over/Under				0.5	-0.1	0.1	2.9	2.7	0.5	-0.1	-0.1	
Total Fund ex Parametric	**7,124,351,609**	**98.8**	**100.0**	**-1.9**	**2.2**	**2.5**	**-5.7**	**8.6**	**6.8**	**-**	**7.2**	**Nov-13**
Total Fund ex Private Equity	**5,895,140,040**	**81.7**	**82.0**	**-2.2**	**3.2**	**4.7**	**-6.2**	**6.6**	**5.4**	**6.8**	**7.6**	**Jan-12**
Policy Index				-2.0	3.4	5.3	-4.8	7.9	6.7	7.7	8.4	
Over/Under				-0.2	-0.2	-0.6	-1.4	-1.3	-1.3	-0.9	-0.8	
Total US Equity	**1,862,618,931**	**25.8**	**26.0**	**-2.4**	**4.4**	**6.9**	**-8.2**	**11.8**	**9.6**	**12.0**	**9.4**	**Jan-94**
Russell 3000				-2.3	4.4	6.9	-8.1	11.8	9.4	11.6	9.6	
Over/Under				-0.1	0.0	0.0	-0.1	0.0	0.2	0.4	-0.2	
Western U.S. Index Plus	165,325,848	2.3		-2.4	4.8	7.3	-8.5	11.2	9.3	12.3	7.0	Jun-07
S&P 500 Index				-2.4	3.7	6.1	-7.7	12.1	9.8	12.3	8.4	
Over/Under				0.0	1.1	1.2	-0.8	-0.9	-0.5	0.0	-1.4	
Blackrock Russell 1000 Index	1,609,315,385	22.3		-2.4	4.2	6.6	-8.3	11.9	9.7	-	11.0	May-17
Russell 1000 Index				-2.4	4.2	6.6	-8.2	11.9	9.7	-	10.9	
Over/Under				0.0	0.0	0.0	-0.1	0.0	0.0	-	0.1	
Blackrock Russell 2500 Index	87,977,698	1.2		-2.3	7.5	12.2	-5.3	11.5	7.7	-	8.4	May-17
Russell 2500 Index				-2.3	7.4	12.1	-5.4	11.5	7.7	-	8.4	
Over/Under				0.0	0.1	0.1	0.1	0.0	0.0	-	0.0	

TOTAL FUND PERFORMANCE DETAIL

	Allocation			Performance (%)								
	Market Value ($)	% of Portfolio	Policy (%)	1 Mo (%)	YTD (%)	FYTD (%)	1 Yr (%)	3 Yrs (%)	5 Yrs (%)	10 Yrs (%)	Inception (%)	Inception Date
Total Non-US Equity	**1,048,096,242**	**14.5**	**15.0**	**-3.1**	**5.0**	**9.2**	**-6.1**	**5.3**	**1.8**	**4.3**	**5.9**	**Mar-94**
MSCI ACWI ex USA				-3.5	4.3	7.4	-7.2	5.3	1.6	3.9	4.9	
Over/Under				0.4	0.7	1.8	1.1	0.0	0.2	0.4	1.0	
MSCI AC World x USA in LC (Net)				-1.1	5.3	8.0	0.0	7.5	4.5	6.7	-	
Over/Under				-2.0	-0.3	1.2	-6.1	-2.2	-2.7	-2.4	-	
BlackRock ACWI ex-U.S. Index	540,229,278	7.5		-3.4	4.3	7.6	-7.1	5.7	1.8	4.3	2.8	Apr-07
MSCI AC World ex USA IMI (Net)				-3.4	4.3	7.6	-7.5	5.5	1.6	4.1	2.6	
Over/Under				0.0	0.0	0.0	0.4	0.2	0.2	0.2	0.2	
Sprucegrove	253,303,584	3.5		-2.3	6.3	12.6	-3.2	6.4	0.9	4.2	6.4	Apr-02
MSCI EAFE (Net)				-2.1	5.8	12.6	-3.1	6.8	2.6	4.8	5.5	
Over/Under				-0.2	0.5	0.0	-0.1	-0.4	-1.7	-0.6	0.9	
MSCI EAFE Value Index (Net)				-1.4	6.2	14.1	0.6	7.5	1.3	3.8	5.1	
Over/Under				-0.9	0.1	-1.5	-3.8	-1.1	-0.4	0.4	1.3	
Walter Scott	254,563,380	3.5		-3.1	5.3	9.4	-6.7	5.8	5.5	6.1	6.0	Jan-11
MSCI EAFE (Net)				-2.1	5.8	12.6	-3.1	6.8	2.6	4.8	4.6	
Over/Under				-1.0	-0.5	-3.2	-3.6	-1.0	2.9	1.3	1.4	
Total Global Equity	**715,870,450**	**9.9**	**9.0**	**-2.8**	**4.1**	**6.7**	**-7.9**	**9.2**	**6.2**	**7.9**	**6.4**	**May-05**
MSCI AC World Index (Net)				-2.9	4.1	6.5	-8.3	8.8	5.8	7.9	6.9	
Over/Under				0.1	0.0	0.2	0.4	0.4	0.4	0.0	-0.5	
BlackRock MSCI ACWI Equity Index	715,870,450	9.9		-2.8	4.1	6.7	-7.9	9.2	6.2	8.3	9.2	Aug-12
MSCI AC World Index (Net)				-2.9	4.1	6.5	-8.3	8.8	5.8	7.9	8.8	
Over/Under				0.1	0.0	0.2	0.4	0.4	0.4	0.4	0.4	
Total Private Equity	**1,317,345,085**	**18.3**	**18.0**	**-0.8**	**-1.4**	**-5.1**	**-0.1**	**23.3**	**19.5**	**16.9**	**16.6**	**Jan-12**
Private Equity Benchmark				-2.2	4.7	8.3	-6.2	14.5	12.3	15.0	15.9	
Over/Under				1.4	-6.1	-13.4	6.1	8.8	7.2	1.9	0.7	

TOTAL FUND PERFORMANCE DETAIL

	Allocation			Performance (%)								
	Market Value ($)	% of Portfolio	Policy (%)	1 Mo (%)	YTD (%)	FYTD (%)	1 Yr (%)	3 Yrs (%)	5 Yrs (%)	10 Yrs (%)	Inception (%)	Inception Date
US Fixed Income	**740,754,616**	**10.3**	**8.0**	**-2.3**	**0.9**	**0.2**	**-7.1**	**-0.9**	**1.9**	**2.0**	**5.1**	**Mar-94**
Blmbg. U.S. Aggregate Index				-2.6	0.4	-2.6	-9.7	-3.8	0.5	1.1	4.4	
Over/Under				0.3	0.5	2.8	2.6	2.9	1.4	0.9	0.7	
BlackRock U.S. Debt Fund	154,496,898	2.1		-2.6	0.6	-2.6	-9.7	-3.7	0.6	1.2	4.2	Dec-95
Blmbg. U.S. Aggregate Index				-2.6	0.4	-2.6	-9.7	-3.8	0.5	1.1	4.2	
Over/Under				0.0	0.2	0.0	0.0	0.1	0.1	0.1	0.0	
Western	186,057,119	2.6		-2.8	1.1	-2.2	-11.6	-3.6	0.9	1.8	5.0	Jan-97
Blmbg. U.S. Aggregate Index				-2.6	0.4	-2.6	-9.7	-3.8	0.5	1.1	4.2	
Over/Under				-0.2	0.7	0.4	-1.9	0.2	0.4	0.7	0.8	
Reams	270,888,768	3.8		-2.0	0.8	2.8	-2.4	2.2	3.0	2.2	4.7	Oct-01
Blmbg. U.S. Aggregate Index				-2.6	0.4	-2.6	-9.7	-3.8	0.5	1.1	3.4	
Over/Under				0.6	0.4	5.4	7.3	6.0	2.5	1.1	1.3	
Reams Custom Index				0.3	0.7	1.9	1.9	0.9	1.5	1.0	3.3	
Over/Under				-2.3	0.1	0.9	-4.3	1.3	1.5	1.2	1.4	
Loomis Strategic Alpha	46,387,673	0.6		-1.0	1.6	3.2	-3.5	1.5	1.9	-	2.3	Aug-13
Blmbg. U.S. Aggregate Index				-2.6	0.4	-2.6	-9.7	-3.8	0.5	-	1.4	
Over/Under				1.6	1.2	5.8	6.2	5.3	1.4	-	0.9	
Loomis Sayles Multi Strategy	82,924,158	1.1		-2.4	0.9	0.7	-7.5	0.1	2.2	3.0	5.2	Aug-05
5% Bmbg. U.S. Int Agg / 65% Blmbg. U.S. Agg / 30% FTSE HY				-2.2	1.0	0.0	-8.2	-2.1	1.3	2.0	3.9	
Over/Under				-0.2	-0.1	0.7	0.7	2.2	0.9	1.0	1.3	
Treasuries	**74,292,313**	**1.0**	**2.0**	**-2.7**	**0.0**	**-5.8**	**-14.3**	**-6.1**	**-**	**-**	**-1.5**	**Apr-19**
Blmbg. U.S. Treasury: 7-10 Year				-3.2	-0.1	-4.7	-12.7	-5.2	-	-	-1.2	
Over/Under				0.5	0.1	-1.1	-1.6	-0.9	-	-	-0.3	
Reams 10-Year Treasuries	74,292,313	1.0		-2.7	0.0	-5.8	-14.3	-6.1	-	-	-1.5	Apr-19
Blmbg. U.S. Treasury: 7-10 Year				-3.2	-0.1	-4.7	-12.7	-5.2	-	-	-1.2	
Over/Under				0.5	0.1	-1.1	-1.6	-0.9	-	-	-0.3	
Private Credit	**375,151,083**	**5.2**	**8.0**	**-0.4**	**-0.3**	**0.3**	**0.1**	**8.4**	**7.7**	**-**	**7.5**	**Jan-18**
50% CS Leveraged Loan / 50% ICE BofA US HY BB-B Rated Constrained Index				-0.4	2.7	6.3	-1.4	3.1	4.3	-	4.3	
Over/Under				0.0	-3.0	-6.0	1.5	5.3	3.4	-	3.2	

Ventura County Employees' Retirement Association

February 28, 2023

TOTAL FUND PERFORMANCE DETAIL

	Allocation			Performance (%)								
	Market Value ($)	% of Portfolio	Policy (%)	1 Mo (%)	YTD (%)	FYTD (%)	1 Yr (%)	3 Yrs (%)	5 Yrs (%)	10 Yrs (%)	Inception (%)	Inception Date
Total Real Estate	**537,379,573**	**7.5**	**8.0**	**0.0**	**0.0**	**-4.8**	**3.6**	**6.2**	**5.2**	**7.3**	**7.3**	**Apr-94**
NCREIF ODCE Net				0.0	0.0	-4.9	6.5	9.0	7.7	9.1	8.0	
Over/Under				0.0	0.0	0.1	-2.9	-2.8	-2.5	-1.8	-0.7	
Prudential Real Estate	216,785,651	3.0		0.0	0.0	-5.6	5.9	9.4	8.4	9.8	6.7	Jul-04
NCREIF ODCE Net				0.0	0.0	-4.9	6.5	9.0	7.7	9.1	7.2	
Over/Under				0.0	0.0	-0.7	-0.6	0.4	0.7	0.7	-0.5	
UBS Real Estate	252,295,916	3.5		0.0	0.0	-5.5	5.3	5.1	3.7	6.1	6.4	Apr-03
NCREIF ODCE Net				0.0	0.0	-4.9	6.5	9.0	7.7	9.1	7.3	
Over/Under				0.0	0.0	-0.6	-1.2	-3.9	-4.0	-3.0	-0.9	
LaSalle Income + Growth VIII Limited Partnership	46,409,528	0.6		0.0	0.0	2.1	23.6	13.1	-	-	13.1	Mar-20
NCREIF ODCE Net				0.0	0.0	-4.9	6.5	9.0	-	-	9.0	
Over/Under				0.0	0.0	7.0	17.1	4.1	-	-	4.1	
Alterra IOS Venture II	21,888,479	0.3		0.0	0.0	-5.3	-	-	-	-	-5.3	May-22
NCREIF ODCE Net				0.0	0.0	-4.9	-	-	-	-	-0.6	
Over/Under				0.0	0.0	-0.4	-	-	-	-	-4.7	
Total Real Assets	**357,403,043**	**5.0**	**6.0**	**-1.8**	**2.3**	**4.1**	**-8.4**	**3.8**	**3.2**	**-**	**3.8**	**May-13**
Real Assets Index				0.7	1.7	2.9	8.2	7.3	6.5	-	6.4	
Over/Under				-2.5	0.6	1.2	-16.6	-3.5	-3.3	-	-2.6	
Bridgewater All Weather Fund	129,700,073	1.8		-5.1	1.6	-2.6	-18.5	-0.9	1.8	-	3.4	Sep-13
CPI + 5% (Unadjusted)				1.0	2.2	4.9	11.3	10.4	9.0	-	7.8	
Over/Under				-6.1	-0.6	-7.5	-29.8	-11.3	-7.2	-	-4.4	
Tortoise Energy Infrastructure	112,808,237	1.6		-1.3	3.6	20.9	14.8	17.0	5.9	-	3.0	May-13
Tortoise MLP Index				-2.0	3.4	22.6	12.9	18.4	6.2	-	1.1	
Over/Under				0.7	0.2	-1.7	1.9	-1.4	-0.3	-	1.9	
Brookfield Infra Fund IV B LP	50,080,320	0.7		4.1	4.1	2.6	8.1	-	-	-	9.5	Apr-20
CPI + 2% (Unadjusted)				0.7	1.7	2.9	8.2	-	-	-	7.5	
Over/Under				3.4	2.4	-0.3	-0.1	-	-	-	2.0	
Harbourvest Real Assets Fund IV L.P.	64,814,414	0.9		0.0	0.0	26.4	26.4	-	-	-	37.0	Apr-21
CPI + 2% (Unadjusted)				0.7	1.7	2.9	8.2	-	-	-	9.0	
Over/Under				-0.7	-1.7	23.5	18.2	-	-	-	28.0	
Overlay	**183,573,789**	**2.5**	**0.0**									
Parametric	88,133,515	1.2										
Abbott Capital Cash	95,440,274	1.3										

TOTAL FUND PERFORMANCE DETAIL

	Allocation			Performance (%)								
	Market Value ($)	% of Portfolio	Policy (%)	1 Mo (%)	YTD (%)	FYTD (%)	1 Yr (%)	3 Yrs (%)	5 Yrs (%)	10 Yrs (%)	Inception (%)	Inception Date
Total Private Equity	**1,317,345,085**	**18.3**	**18.0**	**-0.8**	**-1.4**	**-5.1**	**-0.1**	**23.3**	**19.5**	**16.9**	**16.6**	**Jan-12**
Private Equity Benchmark				-2.2	4.7	8.3	-6.2	14.5	12.3	15.0	15.9	
Over/Under				1.4	-6.1	-13.4	6.1	8.8	7.2	1.9	0.7	
Adams Street Global Fund Series	248,067,215	3.4		-1.9	-4.6	-11.9	-11.3	21.5	18.7	15.6	15.2	Jan-12
Russell 3000 + 2%				-2.2	4.7	8.3	-6.2	14.0	11.6	14.1	15.0	
Over/Under				0.3	-9.3	-20.2	-5.1	7.5	7.1	1.5	0.2	
Harbourvest	106,942,066	1.5		-0.7	-0.7	-4.3	-3.7	14.2	15.0	-	17.5	Aug-13
Russell 3000 + 2%				-2.2	4.7	8.3	-6.2	14.0	11.6	-	13.3	
Over/Under				1.5	-5.4	-12.6	2.5	0.2	3.4	-	4.2	
Pantheon Global Secondary Funds	90,709,538	1.3		0.0	-2.0	6.5	1.2	15.2	12.0	12.7	12.3	Jan-12
Russell 3000 + 2%				-2.2	4.7	8.3	-6.2	14.0	11.6	14.1	15.0	
Over/Under				2.2	-6.7	-1.8	7.4	1.2	0.4	-1.4	-2.7	
Drive Capital Fund II	29,760,745	0.4		0.0	0.0	1.8	-9.0	19.8	20.8	-	2.9	Sep-16
Russell 3000 + 2%				-2.2	4.7	8.3	-6.2	14.0	11.6	-	13.6	
Over/Under				2.2	-4.7	-6.5	-2.8	5.8	9.2	-	-10.7	
Abbott Secondary Opportunities	10,834,528	0.2		0.0	2.1	-3.4	-8.7	24.0	23.0	-	22.2	Jan-18
Russell 3000 + 2%				-2.2	4.7	8.3	-6.2	14.0	11.6	-	11.6	
Over/Under				2.2	-2.6	-11.7	-2.5	10.0	11.4	-	10.6	
Clearlake Capital Partners V	12,541,051	0.2		0.0	0.0	-12.0	-2.9	19.0	25.6	-	25.6	Mar-18
Russell 3000 + 2%				-2.2	4.7	8.3	-6.2	14.0	11.6	-	11.6	
Over/Under				2.2	-4.7	-20.3	3.3	5.0	14.0	-	14.0	
Battery Ventures XII	29,556,064	0.4		0.0	0.0	-12.4	4.4	45.9	-	-	25.1	Apr-18
Russell 3000 + 2%				-2.2	4.7	8.3	-6.2	14.0	-	-	12.2	
Over/Under				2.2	-4.7	-20.7	10.6	31.9	-	-	12.9	
Insight Venture Partners X	49,505,583	0.7		-3.8	-3.8	-23.0	-22.2	29.9	-	-	20.4	May-18
Russell 3000 + 2%				-2.2	4.7	8.3	-6.2	14.0	-	-	12.3	
Over/Under				-1.6	-8.5	-31.3	-16.0	15.9	-	-	8.1	
GTCR Fund XII	32,264,261	0.4		0.0	0.0	-3.6	6.0	34.4	-	-	2.8	Jun-18
Russell 3000 + 2%				-2.2	4.7	8.3	-6.2	14.0	-	-	11.9	
Over/Under				2.2	-4.7	-11.9	12.2	20.4	-	-	-9.1	
Buenaventure One, LLC	201,286,742	2.8		0.0	1.2	0.0	12.4	24.5	-	-	16.7	Jul-18
Russell 3000 + 2%				-2.2	4.7	8.3	-6.2	14.0	-	-	11.9	
Over/Under				2.2	-3.5	-8.3	18.6	10.5	-	-	4.8	
ECI 11	8,549,716	0.1		-1.7	3.4	-5.3	-19.4	21.0	-	-	23.1	Jan-19
Russell 3000 + 2%				-2.2	4.7	8.3	-6.2	14.0	-	-	15.5	
Over/Under				0.5	-1.3	-13.6	-13.2	7.0	-	-	7.6	

TOTAL FUND PERFORMANCE DETAIL

	Allocation			Performance (%)								
	Market Value ($)	% of Portfolio	Policy (%)	1 Mo (%)	YTD (%)	FYTD (%)	1 Yr (%)	3 Yrs (%)	5 Yrs (%)	10 Yrs (%)	Inception (%)	Inception Date
Buenaventure Two, LLC	2,033,199	0.0		0.0	1.2	1.3	10.6	21.5	-	-	34.4	Dec-18
Russell 3000 + 2%				-2.2	4.7	8.3	-6.2	14.0	-	-	12.6	
Over/Under				2.2	-3.5	-7.0	16.8	7.5	-	-	21.8	
The Resolute Fund IV L.P	30,143,087	0.4		0.0	-1.1	10.3	32.0	38.7	-	-	41.8	Jan-19
Russell 3000 + 2%				-2.2	4.7	8.3	-6.2	14.0	-	-	15.5	
Over/Under				2.2	-5.8	2.0	38.2	24.7	-	-	26.3	
GGV Capital VII L.P.	13,847,882	0.2		0.0	0.0	-5.3	-1.5	17.0	-	-	5.7	Feb-19
Russell 3000 + 2%				-2.2	4.7	8.3	-6.2	14.0	-	-	13.5	
Over/Under				2.2	-4.7	-13.6	4.7	3.0	-	-	-7.8	
GGV Discovery II, L.P.	3,921,640	0.1		0.0	0.0	-1.2	21.4	31.2	-	-	21.3	Feb-19
Russell 3000 + 2%				-2.2	4.7	8.3	-6.2	14.0	-	-	13.5	
Over/Under				2.2	-4.7	-9.5	27.6	17.2	-	-	7.8	
Drive Capital Overdrive Fund I	13,946,430	0.2		0.0	-0.2	-1.3	1.3	34.0	-	-	24.5	May-19
Russell 3000 + 2%				-2.2	4.7	8.3	-6.2	14.0	-	-	11.7	
Over/Under				2.2	-4.9	-9.6	7.5	20.0	-	-	12.8	
Riverside Micro Cap Fund V, LP	11,731,408	0.2		0.0	0.0	4.6	21.8	21.6	-	-	6.8	May-19
Russell 3000 + 2%				-2.2	4.7	8.3	-6.2	14.0	-	-	11.7	
Over/Under				2.2	-4.7	-3.7	28.0	7.6	-	-	-4.9	
GGV Capital VII Plus, LP	3,080,682	0.0		0.0	0.0	-7.3	-6.2	10.1	-	-	8.0	Jun-19
Russell 3000 + 2%				-2.2	4.7	8.3	-6.2	14.0	-	-	13.9	
Over/Under				2.2	-4.7	-15.6	0.0	-3.9	-	-	-5.9	
Astorg VII L.P.	10,520,395	0.1		-2.4	-0.6	-16.9	-1.8	19.5	-	-	-0.6	Jul-19
Russell 3000 + 2%				-2.2	4.7	8.3	-6.2	14.0	-	-	12.1	
Over/Under				-0.2	-5.3	-25.2	4.4	5.5	-	-	-12.7	
M/C Partners Fund VIII LP. Limited Partnership	8,260,387	0.1		0.0	0.0	1.7	20.8	0.6	-	-	-7.6	Jul-19
Russell 3000 + 2%				-2.2	4.7	8.3	-6.2	14.0	-	-	12.1	
Over/Under				2.2	-4.7	-6.6	27.0	-13.4	-	-	-19.7	
Genstar Capital Partners IX	9,718,315	0.1		0.0	0.0	20.6	31.8	34.4	-	-	-192.5	Aug-19
Russell 3000 + 2%				-2.2	4.7	8.3	-6.2	14.0	-	-	11.9	
Over/Under				2.2	-4.7	12.3	38.0	20.4	-	-	-204.4	
Genstar IX Opportunities Fund I	2,930,139	0.0		0.0	0.0	22.2	32.4	26.4	-	-	21.5	Aug-19
Russell 3000 + 2%				-2.2	4.7	8.3	-6.2	14.0	-	-	11.9	
Over/Under				2.2	-4.7	13.9	38.6	12.4	-	-	9.6	

Ventura County Employees' Retirement Association

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TOTAL FUND PERFORMANCE DETAIL

	Allocation			Performance (%)								
	Market Value ($)	% of Portfolio	Policy (%)	1 Mo (%)	YTD (%)	FYTD (%)	1 Yr (%)	3 Yrs (%)	5 Yrs (%)	10 Yrs (%)	Inception (%)	Inception Date
ABRY Partners IX, LP	12,021,764	0.2		0.0	0.0	12.9	22.7	11.5	-	-	4.9	Sep-19
Russell 3000 + 2%				-2.2	4.7	8.3	-6.2	14.0	-	-	12.8	
Over/Under				2.2	-4.7	4.6	28.9	-2.5	-	-	-7.9	
Advent International GPE IX LP	12,278,280	0.2		-2.8	-2.8	-19.8	-35.7	36.9	-	-	29.1	Nov-19
Russell 3000 + 2%				-2.2	4.7	8.3	-6.2	14.0	-	-	12.1	
Over/Under				-0.6	-7.5	-28.1	-29.5	22.9	-	-	17.0	
Drive Capital Fund III LP	7,966,593	0.1		0.0	0.0	10.2	16.0	8.5	-	-	7.8	Dec-19
Russell 3000 + 2%				-2.2	4.7	8.3	-6.2	14.0	-	-	11.0	
Over/Under				2.2	-4.7	1.9	22.2	-5.5	-	-	-3.2	
Oak HC/FT Partners III LP	23,765,261	0.3		0.0	0.0	-29.6	-6.6	25.3	-	-	21.2	Dec-19
Russell 3000 + 2%				-2.2	4.7	8.3	-6.2	14.0	-	-	11.0	
Over/Under				2.2	-4.7	-37.9	-0.4	11.3	-	-	10.2	
TA XIII A LP	12,457,434	0.2		0.7	0.7	3.7	13.6	30.2	-	-	24.8	Jan-20
Russell 3000 + 2%				-2.2	4.7	8.3	-6.2	14.0	-	-	10.3	
Over/Under				2.9	-4.0	-4.6	19.8	16.2	-	-	14.5	
Dover Street X, LP	29,797,484	0.4		0.0	0.0	3.6	15.1	36.6	-	-	35.2	Feb-20
Russell 3000 + 2%				-2.2	4.7	8.3	-6.2	14.0	-	-	10.6	
Over/Under				2.2	-4.7	-4.7	21.3	22.6	-	-	24.6	
Hellman & Friedman CP IX	22,793,056	0.3		0.0	0.0	-8.2	-6.3	-	-	-	6.1	Apr-20
Russell 3000 + 2%				-2.2	4.7	8.3	-6.2	-	-	-	20.3	
Over/Under				2.2	-4.7	-16.5	-0.1	-	-	-	-14.2	
Clearlake Capital Partners VI	26,297,210	0.4		0.0	0.0	-4.8	2.9	-	-	-	26.9	Jun-20
Russell 3000 + 2%				-2.2	4.7	8.3	-6.2	-	-	-	14.0	
Over/Under				2.2	-4.7	-13.1	9.1	-	-	-	12.9	
Flexpoint Fund IV	6,951,836	0.1		0.4	-30.4	-18.3	-4.5	-	-	-	13.5	Jun-20
Russell 3000 + 2%				-2.2	4.7	8.3	-6.2	-	-	-	14.0	
Over/Under				2.6	-35.1	-26.6	1.7	-	-	-	-0.5	
Battery Ventures XIII	16,960,653	0.2		0.0	0.0	-2.7	19.4	-	-	-	17.0	Jun-20
Russell 3000 + 2%				-2.2	4.7	8.3	-6.2	-	-	-	14.0	
Over/Under				2.2	-4.7	-11.0	25.6	-	-	-	3.0	
Green Equity Investors VIII, L.P.	14,234,485	0.2		2.3	3.4	3.2	6.5	-	-	-	3.7	Nov-20
Russell 3000 + 2%				-2.2	4.7	8.3	-6.2	-	-	-	11.9	
Over/Under				4.5	-1.3	-5.1	12.7	-	-	-	-8.2	
CapVest Private Equity Partners IV, SCSp	9,792,754	0.1		-2.4	-0.6	8.4	22.2	-	-	-	43.6	Dec-20
Russell 3000 + 2%				-2.2	4.7	8.3	-6.2	-	-	-	6.7	
Over/Under				-0.2	-5.3	0.1	28.4	-	-	-	36.9	

TOTAL FUND PERFORMANCE DETAIL

	Allocation			Performance (%)								
	Market Value ($)	% of Portfolio	Policy (%)	1 Mo (%)	YTD (%)	FYTD (%)	1 Yr (%)	3 Yrs (%)	5 Yrs (%)	10 Yrs (%)	Inception (%)	Inception Date
Drive Capital Fund IV LP	3,628,598	0.1		0.0	0.0	-2.9	-5.4	-	-	-	-4.7	Jan-22
Russell 3000 + 2%				-2.2	4.7	8.3	-6.2	-	-	-	-11.9	
Over/Under				2.2	-4.7	-11.2	0.8	-	-	-	7.2	
Great Hill Equity Partners VII	7,220,736	0.1		0.0	0.0	-2.8	-11.3	-	-	-	93.0	Jan-21
Russell 3000 + 2%				-2.2	4.7	8.3	-6.2	-	-	-	4.8	
Over/Under				2.2	-4.7	-11.1	-5.1	-	-	-	88.2	
Great Hill Equity Partners VIII	1,288,109	0.0		0.0	0.0	-	-	-	-	-	0.0	Dec-22
Russell 3000 + 2%				-2.2	4.7	-	-	-	-	-	-1.2	
Over/Under				2.2	-4.7	-	-	-	-	-	1.2	
Vitruvian Investment Partners IV	15,324,873	0.2		-2.4	0.2	8.8	28.0	-	-	-	-100.0	Jan-21
Russell 3000 + 2%				-2.2	4.7	8.3	-6.2	-	-	-	4.8	
Over/Under				-0.2	-4.5	0.5	34.2	-	-	-	-104.8	
CRV XVIII, L.P.	14,239,178	0.2		-6.8	-6.8	-7.6	5.4	-	-	-	3.2	Mar-21
Russell 3000 + 2%				-2.2	4.7	8.3	-6.2	-	-	-	3.6	
Over/Under				-4.6	-11.5	-15.9	11.6	-	-	-	-0.4	
GGV Capital VIII, L.P.	5,685,365	0.1		0.0	0.0	1.3	8.8	-	-	-	11.9	May-21
Russell 3000 + 2%				-2.2	4.7	8.3	-6.2	-	-	-	-0.9	
Over/Under				2.2	-4.7	-7.0	15.0	-	-	-	12.8	
GGV Discovery III, L.P.	2,544,970	0.0		0.0	0.0	14.7	29.0	-	-	-	29.5	May-21
Russell 3000 + 2%				-2.2	4.7	8.3	-6.2	-	-	-	-0.9	
Over/Under				2.2	-4.7	6.4	35.2	-	-	-	30.4	
Oak HC/FT Partners IV, L.P.	8,587,276	0.1		0.0	0.0	5.6	22.9	-	-	-	8.9	May-21
Russell 3000 + 2%				-2.2	4.7	8.3	-6.2	-	-	-	-0.9	
Over/Under				2.2	-4.7	-2.7	29.1	-	-	-	9.8	
Prairie Capital VII, LP	4,032,289	0.1		0.0	0.0	-0.5	16.8	-	-	-	2.7	Jun-21
Russell 3000 + 2%				-2.2	4.7	8.3	-6.2	-	-	-	-1.3	
Over/Under				2.2	-4.7	-8.8	23.0	-	-	-	4.0	
GGV Capital VIII Plus, L.P.	1,111,244	0.0		0.0	0.0	1.6	5.8	-	-	-	3.5	Jul-21
Russell 3000 + 2%				-2.2	4.7	8.3	-6.2	-	-	-	-2.9	
Over/Under				2.2	-4.7	-6.7	12.0	-	-	-	6.4	
Flexpoint Overage Fund IV A, L.P.	2,548,298	0.0		0.7	0.7	0.4	12.4	-	-	-	7.1	Jul-21
Russell 3000 + 2%				-2.2	4.7	8.3	-6.2	-	-	-	-2.9	
Over/Under				2.9	-4.0	-7.9	18.6	-	-	-	10.0	
Abbott Secondary Opportunities II, L.P.	15,881,796	0.2		0.0	-0.5	30.3	28.8	-	-	-	70.3	Jul-21
Russell 3000 + 2%				-2.2	4.7	8.3	-6.2	-	-	-	-2.9	
Over/Under				2.2	-5.2	22.0	35.0	-	-	-	73.2	

Ventura County Employees' Retirement Association

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TOTAL FUND PERFORMANCE DETAIL

	Allocation			Performance (%)								
	Market Value ($)	% of Portfolio	Policy (%)	1 Mo (%)	YTD (%)	FYTD (%)	1 Yr (%)	3 Yrs (%)	5 Yrs (%)	10 Yrs (%)	Inception (%)	Inception Date
Genstar X Opportunities Fund I, LP	3,051,286	0.0		0.0	0.0	-0.7	10.0	-	-	-	6.3	Sep-21
Russell 3000 + 2%				-2.2	4.7	8.3	-6.2	-	-	-	-6.3	
Over/Under				2.2	-4.7	-9.0	16.2	-	-	-	12.6	
Charlesbank Overage Fund X	4,647,139	0.1		0.0	0.0	5.2	10.9	-	-	-	8.4	Sep-21
Russell 3000 + 2%				-2.2	4.7	8.3	-6.2	-	-	-	-6.3	
Over/Under				2.2	-4.7	-3.1	17.1	-	-	-	14.7	
Charlesbank Equity Fund X	10,472,111	0.1		0.0	0.0	3.4	7.3	-	-	-	4.3	Sep-21
Russell 3000 + 2%				-2.2	4.7	8.3	-6.2	-	-	-	-6.3	
Over/Under				2.2	-4.7	-4.9	13.5	-	-	-	10.6	
GTCR Fund XIII	15,196,449	0.2		0.0	0.0	0.6	27.8	-	-	-	42.9	Sep-21
Russell 3000 + 2%				-2.2	4.7	8.3	-6.2	-	-	-	-6.3	
Over/Under				2.2	-4.7	-7.7	34.0	-	-	-	49.2	
Hellman & Friedman CP X	13,302,445	0.2		0.0	0.0	-8.6	-10.0	-	-	-	-7.6	Nov-21
Russell 3000 + 2%				-2.2	4.7	8.3	-6.2	-	-	-	-8.7	
Over/Under				2.2	-4.7	-16.9	-3.8	-	-	-	1.1	
Genstar Capital Partners X LP	8,619,630	0.1		0.0	0.0	0.0	12.6	-	-	-	11.0	Dec-21
Russell 3000 + 2%				-2.2	4.7	8.3	-6.2	-	-	-	-8.2	
Over/Under				2.2	-4.7	-8.3	18.8	-	-	-	19.2	
TA XIV A LP	5,260,298	0.1		0.0	-1.8	-13.2	-13.2	-	-	-	-10.7	Dec-21
Russell 3000 + 2%				-2.2	4.7	8.3	-6.2	-	-	-	-8.2	
Over/Under				2.2	-6.5	-21.5	-7.0	-	-	-	-2.5	
CVC Capital Partners VIII A LP	11,899,141	0.2		-6.6	-5.0	12.1	12.1	-	-	-	20.2	Dec-21
Russell 3000 + 2%				-2.2	4.7	8.3	-6.2	-	-	-	-8.2	
Over/Under				-4.4	-9.7	3.8	18.3	-	-	-	28.4	
Drive Capital Overdrive	4,054,912	0.1		0.0	0.8	-3.0	-5.5	-	-	-	-4.8	Jan-22
Russell 3000 + 2%				-2.2	4.7	8.3	-6.2	-	-	-	-11.9	
Over/Under				2.2	-3.9	-11.3	0.7	-	-	-	7.1	
Kinderhook Capital Fund 7	3,268,203	0.0		0.0	0.0	-7.7	-21.9	-	-	-	-21.9	Mar-22
Russell 3000 + 2%				-2.2	4.7	8.3	-6.2	-	-	-	-6.2	
Over/Under				2.2	-4.7	-16.0	-15.7	-	-	-	-15.7	
Pantheon Global Secondary Funds VII	4,460,787	0.1		0.0	-9.7	3.0	-	-	-	-	3.0	Apr-22
Russell 3000 + 2%				-2.2	4.7	8.3	-	-	-	-	-9.3	
Over/Under				2.2	-14.4	-5.3	-	-	-	-	12.3	
Harbourvest PTN Co Inv VI LP	8,096,603	0.1		0.0	0.0	-8.5	-	-	-	-	-8.5	May-22
Russell 3000 + 2%				-2.2	4.7	8.3	-	-	-	-	-0.6	
Over/Under				2.2	-4.7	-16.8	-	-	-	-	-7.9	

TOTAL FUND PERFORMANCE DETAIL

	Allocation			Performance (%)								
	Market Value ($)	% of Portfolio	Policy (%)	1 Mo (%)	YTD (%)	FYTD (%)	1 Yr (%)	3 Yrs (%)	5 Yrs (%)	10 Yrs (%)	Inception (%)	Inception Date
Clearlake Capital Partners VII	10,158,967	0.1		0.0	0.0	-1.7	-	-	-	-	-1.7	Jun-22
Russell 3000 + 2%				-2.2	4.7	8.3	-	-	-	-	-0.6	
Over/Under				2.2	-4.7	-10.0	-	-	-	-	-1.1	
Battery Ventures XIV	1,335,318	0.0		0.0	0.0	-	-	-	-	-	-	Jul-22
Russell 3000 + 2%				-2.2	4.7	8.3	-	-	-	-	8.3	
Over/Under				2.2	-4.7	-	-	-	-	-	-	
Oak HC/FT Partners V	779,107	0.0		0.0	0.0	-	-	-	-	-	-	Jul-22
Russell 3000 + 2%				-2.2	4.7	8.3	-	-	-	-	8.3	
Over/Under				2.2	-4.7	-	-	-	-	-	-	
Advent International GPE X LP	1,453,529	0.0		5.3	5.3	-	-	-	-	-	-12.6	Oct-22
Russell 3000 + 2%				-2.2	4.7	-	-	-	-	-	12.8	
Over/Under				7.5	0.6	-	-	-	-	-	-25.4	
GTCR Strategic Growth 1/A	730,153	0.0		0.0	-17.5	-	-	-	-	-	-17.5	Oct-22
Russell 3000 + 2%				-2.2	4.7	-	-	-	-	-	12.8	
Over/Under				2.2	-22.2	-	-	-	-	-	-30.3	
GTCR Strategic Growth 1/B	250,670	0.0		0.0	0.0	-	-	-	-	-	2.3	Oct-22
Russell 3000 + 2%				-2.2	4.7	-	-	-	-	-	12.8	
Over/Under				2.2	-4.7	-	-	-	-	-	-10.5	
Riverside Micro Cap Fund VI, LP	1,195,911	0.0		0.0	0.0	-	-	-	-	-	-10.0	Oct-22
Russell 3000 + 2%				-2.2	4.7	-	-	-	-	-	12.8	
Over/Under				2.2	-4.7	-	-	-	-	-	-22.8	
Ridgemont Equity Partners IV	1,551,812	0.0		0.0	0.0	-	-	-	-	-	0.0	Jan-23
Russell 3000 + 2%				-2.2	4.7	-	-	-	-	-	4.7	
Over/Under				2.2	-4.7	-	-	-	-	-	-4.7	

TOTAL FUND PERFORMANCE DETAIL

	Allocation			Performance (%)								
	Market Value ($)	% of Portfolio	Policy (%)	1 Mo (%)	YTD (%)	FYTD (%)	1 Yr (%)	3 Yrs (%)	5 Yrs (%)	10 Yrs (%)	Inception (%)	Inception Date
Private Credit	**375,151,083**	**5.2**	**8.0**	**-0.4**	**-0.3**	**0.3**	**0.1**	**8.4**	**7.7**	**-**	**7.5**	**Jan-18**
50% CS Leveraged Loan / 50% ICE BofA US HY BB-B Rated Constrained Index				-0.4	2.7	6.3	-1.4	3.1	4.3	-	4.3	
Over/Under				0.0	-3.0	-6.0	1.5	5.3	3.4	-	3.2	
CVI Credit Value Fund IV	27,812,802	0.4		0.6	1.3	7.9	7.6	7.8	7.4	-	7.2	Jan-18
50% CS Leveraged Loan / 50% ICE BofA US HY BB-B Rated Constrained Index				-0.4	2.7	6.3	-1.4	3.1	4.3	-	4.3	
Over/Under				1.0	-1.4	1.6	9.0	4.7	3.1	-	2.9	
Monroe Capital Private Credit Fund III	21,522,017	0.3		0.0	0.0	3.0	9.2	11.4	-	-	10.7	Dec-18
50% CS Leveraged Loan / 50% ICE BofA US HY BB-B Rated Constrained Index				-0.4	2.7	6.3	-1.4	3.1	-	-	4.5	
Over/Under				0.4	-2.7	-3.3	10.6	8.3	-	-	6.2	
Bluebay Direct Lending Fund III	16,978,894	0.2		0.0	0.0	3.4	5.7	10.4	-	-	9.7	Apr-19
50% CS Leveraged Loan / 50% ICE BofA US HY BB-B Rated Constrained Index				-0.4	2.7	6.3	-1.4	3.1	-	-	3.9	
Over/Under				0.4	-2.7	-2.9	7.1	7.3	-	-	5.8	
Pimco Private Income Fund	70,631,984	1.0		-0.7	-0.7	-0.4	-0.4	9.2	-	-	8.2	Nov-19
50% CS Leveraged Loan / 50% ICE BofA US HY BB-B Rated Constrained Index				-0.4	2.7	6.3	-1.4	3.1	-	-	3.2	
Over/Under				-0.3	-3.4	-6.7	1.0	6.1	-	-	5.0	
Bridge Debt Strategies III Limited Partner	15,371,037	0.2		-7.0	-7.0	-5.7	-3.9	4.4	-	-	4.2	Jan-20
50% CS Leveraged Loan / 50% ICE BofA US HY BB-B Rated Constrained Index				-0.4	2.7	6.3	-1.4	3.1	-	-	2.6	
Over/Under				-6.6	-9.7	-12.0	-2.5	1.3	-	-	1.6	
PIMCO Corp Opps Fund III	48,951,943	0.7		-2.2	-2.2	-6.3	-10.7	-	-	-	32.0	May-20
50% CS Leveraged Loan / 50% ICE BofA US HY BB-B Rated Constrained Index				-0.4	2.7	6.3	-1.4	-	-	-	6.2	
Over/Under				-1.8	-4.9	-12.6	-9.3	-	-	-	25.8	
Torchlight Debt Fund VII, L.P.	13,390,463	0.2		1.8	1.8	6.2	7.9	-	-	-	4.2	Jan-21
50% CS Leveraged Loan / 50% ICE BofA US HY BB-B Rated Constrained Index				-0.4	2.7	6.3	-1.4	-	-	-	1.0	
Over/Under				2.2	-0.9	-0.1	9.3	-	-	-	3.2	
Torchlight Debt Fund VIII, L.P.	2,000,000	0.0		0.0	0.0	-	-	-	-	-	0.0	Jan-23
50% CS Leveraged Loan / 50% ICE BofA US HY BB-B Rated Constrained Index				-0.4	2.7	-	-	-	-	-	2.7	
Over/Under				0.4	-2.7	-	-	-	-	-	-2.7	
Crayhill Principal Strategies Fund II	12,333,873	0.2		1.5	0.2	4.3	-14.6	-	-	-	18.9	May-21
50% CS Leveraged Loan / 50% ICE BofA US HY BB-B Rated Constrained Index				-0.4	2.7	6.3	-1.4	-	-	-	-0.1	
Over/Under				1.9	-2.5	-2.0	-13.2	-	-	-	19.0	
CVI Credit Value Fund A V	20,574,748	0.3		2.2	3.4	3.6	1.6	-	-	-	5.9	Jun-21
50% CS Leveraged Loan / 50% ICE BofA US HY BB-B Rated Constrained Index				-0.4	2.7	6.3	-1.4	-	-	-	-0.4	
Over/Under				2.6	0.7	-2.7	3.0	-	-	-	6.3	

Ventura County Employees' Retirement Association

February 28, 2023

TOTAL FUND PERFORMANCE DETAIL

	Allocation			Performance (%)								
	Market Value ($)	% of Portfolio	Policy (%)	1 Mo (%)	YTD (%)	FYTD (%)	1 Yr (%)	3 Yrs (%)	5 Yrs (%)	10 Yrs (%)	Inception (%)	Inception Date
Bridge Debt Strategies Fund IV LP	19,617,349	0.3		0.0	0.0	0.8	6.2	-	-	-	4.4	Aug-21
50% CS Leveraged Loan / 50% ICE BofA US HY BB-B Rated Constrained Index				-0.4	2.7	6.3	-1.4	-	-	-	-1.2	
Over/Under				0.4	-2.7	-5.5	7.6	-	-	-	5.6	
Cross Ocean USD ESS Fund IV	15,358,332	0.2		0.0	0.0	1.6	7.1	-	-	-	5.5	Sep-21
50% CS Leveraged Loan / 50% ICE BofA US HY BB-B Rated Constrained Index				-0.4	2.7	6.3	-1.4	-	-	-	-1.6	
Over/Under				0.4	-2.7	-4.7	8.5	-	-	-	7.1	
Harbourvest Direct Lending L	18,144,633	0.3		0.0	0.0	1.3	1.3	-	-	-	0.8	Sep-21
50% CS Leveraged Loan / 50% ICE BofA US HY BB-B Rated Constrained Index				-0.4	2.7	6.3	-1.4	-	-	-	-1.6	
Over/Under				0.4	-2.7	-5.0	2.7	-	-	-	2.4	
Bain Capital Special Situations Asia Fund II	2,769,804	0.0		0.0	0.0	2.1	9.5	-	-	-	7.0	Nov-21
50% CS Leveraged Loan / 50% ICE BofA US HY BB-B Rated Constrained Index				-0.4	2.7	6.3	-1.4	-	-	-	-2.0	
Over/Under				0.4	-2.7	-4.2	10.9	-	-	-	9.0	
Arbour Lane Credit Opp III A	11,482,304	0.2		0.0	0.0	-9.7	-10.6	-	-	-	-8.6	Dec-21
50% CS Leveraged Loan / 50% ICE BofA US HY BB-B Rated Constrained Index				-0.4	2.7	6.3	-1.4	-	-	-	-1.7	
Over/Under				0.4	-2.7	-16.0	-9.2	-	-	-	-6.9	
Monroe Private Capital Fund IV	25,153,684	0.3		0.0	0.0	1.9	6.1	-	-	-	5.2	Jan-22
50% CS Leveraged Loan / 50% ICE BofA US HY BB-B Rated Constrained Index				-0.4	2.7	6.3	-1.4	-	-	-	-2.9	
Over/Under				0.4	-2.7	-4.4	7.5	-	-	-	8.1	
Crescent Cove Opportunity Fund LP	12,597,266	0.2		2.2	2.2	1.1	-	-	-	-	1.1	Jun-22
50% CS Leveraged Loan / 50% ICE BofA US HY BB-B Rated Constrained Index				-0.4	2.7	6.3	-	-	-	-	1.7	
Over/Under				2.6	-0.5	-5.2	-	-	-	-	-0.6	
VWH Partners III LP	20,459,950	0.3		0.0	0.0	-	-	-	-	-	0.0	Dec-22
50% CS Leveraged Loan / 50% ICE BofA US HY BB-B Rated Constrained Index				-0.4	2.7	-	-	-	-	-	2.5	
Over/Under				0.4	-2.7	-	-	-	-	-	-2.5	

Policy Index as of May, 2022: 26% Russell 3000 Index, 15% MSCI ACWI ex U.S., 9% MSCI ACWI, 18% Private Equity Benchmark, 10% Bloomberg US Aggregate, 8% 50% CS Leveraged Loan/50% ICE BofA US HY
BB-B Rated Constrained Index, 8% NCREIF ODCE, 6% Real Assets Index.
Total U.S. Equity Benchmark: Russell 3000 Index. Prior to January 2016, the Benchmark is a dynamic hybrid using the respective managers' market value weights within the U.S. Equity component toward their
benchmark. Prior to May 2013, the Dow Jones U.S. Total Stock Market Index. Prior to May 2007, the Russell 3000 Index.
Prior to January 2016 the Total U.S. Equity Benchmark was a dynamic hybrid using the respective managers' market value weights within the U.S. Equity component toward their benchmark. Prior to May 2013, the Dow Jones U.S. Total Stock Market Index. Prior to May 2007, the Russell 3000 Index.
Reams Custom Index: Merrill Lynch 3 Month Libor Constant Maturity Index, prior to February 2013 the Bloomberg Aggregate.
Loomis Custom Index: 65% Bloomberg US Aggregate, 30% Citigroup High Yield Market Index and 5% JPM Non-US Hedged Bond Index.
Total Real Estate Benchmark: NCREIF ODCE; prior to January 2006, the NCREIF Property Index.
Total Real Assets Benchmark CPI + 4% from inception until 6/30/2019; CPI +2% from 6/30/2019 to present.
Real Estate managers and NCREIF ODCE are valued on a quarterly basis. Performance is not applicable in mid-quarter months, therefore 0% return is shown.
Please Note: Private Equity performance is shown on a time-weighted return basis. Values are cash adjusted with current month cash flows. Fiscal year ends 6/30.

PRIVATE EQUITY LP PERFORMANCE

Fund Name	Vintage Year	Initial Closing Date	Commitment	Capital Called to Date[1]	Outstanding Commitment[1]	Call Ratio	Distributions to Date	Valuation	Total Value	Net Benefit	Since Inception		
											IRR	Distributions to Paid In Multiple (DPI)	Total Value to Paid In Multiple (TVPI)
Abbott Secondary Opportunities, LP.	2017	12/21/2017	$25,000,000	$24,984,164	$378,552	98%	$29,843,875	$10,834,528	$40,678,403	$15,694,239	25.0%	1.19x	1.63x
Abbott Secondary Opportunities II, LP.	2020	1/31/2020	$40,000,000	$15,606,722	$24,393,278	--	$4,200,000	$15,881,796	$20,081,796	$4,475,074	54.8%	0.27x	1.29x
ABRY Partners IX	2019	12/6/2018	$10,600,000	$9,925,619	$2,282,491	94%	$1,608,110	$11,832,833	$13,440,943	$3,515,324	16.0%	0.16x	1.35x
Adams Street 2010 U.S. Fund	2010	5/21/2010	$42,500,000	$37,442,500	$5,057,500	88%	$67,869,468	$29,004,020	$96,873,488	$59,415,775	17.1%	1.81x	2.59x
Adams Street 2010 Non-U.S. Dev. Mkts Fund	2010	5/21/2010	$25,500,000	$22,962,749	$2,537,251	90%	$33,107,393	$10,945,204	$44,052,597	$21,088,259	13.0%	1.44x	1.92x
Adams Street 2010 Non-U.S. Emg Mkts Fund	2010	1/3/2011	$8,500,000	$7,633,000	$867,000	90%	$7,835,579	$7,815,500	$15,651,079	$8,018,079	10.8%	1.03x	2.05x
Adams Street 2010 Direct Fund	2010	5/21/2010	$8,500,000	$8,168,500	$331,500	96%	$11,837,557	$3,705,077	$15,542,634	$7,367,437	12.1%	1.45x	1.9x
Adams Street 2013 Global Fund	2013	6/27/2013	$75,000,000	$69,319,741	$5,680,259	92%	$63,903,906	$85,653,267	$149,557,173	$80,226,704	14.9%	0.92x	2.16x
Adams Street 2016 Global Fund	2016	8/16/2016	$60,000,000	$49,384,776	$10,615,224	82%	$21,068,412	$73,061,096	$94,129,508	$44,744,732	20.9%	0.43x	1.91x
Adams Street Co-Investment Fund IV A	2018	9/24/2018	$30,000,000	$28,267,931	$5,062,521	94%	$9,740,499	$34,196,907	$43,937,406	$15,601,667	21.8%	0.34x	1.55x
Adams Street Co-Investment Fund V	2022	9/30/2021	$35,000,000	$1,750,000	$33,250,000	5%	--	$1,711,841	$1,711,841	($38,159)	-3.3%	--	0.98x
Advent International GPE IX	2019	5/23/2019	$10,000,000	$8,700,722	$1,299,278	87%	$799,600	$12,634,207	$13,433,807	$4,733,085	27.9%	0.09x	1.54x
Advent International GPE X	2022	4/28/2022	$20,000,000	$1,500,000	$18,500,000	8%	--	$1,305,992	$1,305,992	($194,008)	-57.3%	--	0.87x
Astorg VII	2019	12/17/2018	$8,732,861	$7,770,216	$962,645	89%	--	$9,438,181	$9,438,181	$1,667,965	12.2%	--	1.21x
Astorg VIII	2022	2/1/2022	$18,417,185	$2,987,691	$15,429,494	16%	--	$2,852,836	$2,852,836	($134,855)	-11.4%	--	0.95x
Battery Ventures XII	2018	2/1/2018	$9,050,000	$8,161,290	$888,710	90%	$4,839,132	$19,560,158	$24,399,290	$16,238,000	37.1%	0.59x	2.99x
Battery Ventures XII Side Fund	2018	2/1/2018	$5,050,000	$4,772,755	$277,245	95%	$5,433,191	$9,995,905	$15,429,096	$10,656,341	41.1%	1.14x	3.23x
Battery Ventures XIII	2020	2/11/2020	$9,240,000	$7,392,000	$1,848,000	80%	--	$9,845,614	$9,845,614	$2,453,614	18.5%	--	1.33x
Battery Ventures XIII Side Fund	2020	2/11/2020	$6,160,000	$5,020,400	$1,139,600	82%	--	$7,115,040	$7,115,040	$2,094,640	22.2%	--	1.42x
Battery Ventures XIV	2022	2/24/2022	$10,000,000	$1,450,000	$8,550,000	15%	--	$1,335,318	$1,335,318	($114,682)	-32.2%	--	0.92x
Buenaventure One, LLC	2018	1/5/2018	$289,599,750	$145,570,590	$144,029,160	50%	$17,233,156	$201,286,688	$218,519,844	$72,949,254	21.9%	0.12x	1.5x
CapVest Equity Partners IV	2019	7/11/2018	$12,479,837	$7,966,915	$4,512,922	64%	--	$10,038,562	$10,038,562	$2,071,647	16.5%	--	1.26x
CapVest Equity Partners V	2021	11/23/2021	$18,807,176	--	$18,807,176	--	--	($238,418)	($238,418)	--	-100.00%	--	--
Charlesbank Equity Fund X	2020	11/20/2020	$24,000,000	$10,074,622	$13,925,378	42%	$73,953	$10,343,538	$10,417,491	$342,869	4.0%	0.01x	1.03x
Charlesbank Equity Overage Fund X	2020	11/20/2020	$6,000,000	$4,337,517	$1,662,483	72%	$31,636	$4,647,078	$4,678,714	$341,197	10.5%	0.01x	1.08x
Clearlake Capital Partners V	2017	12/22/2017	$9,950,000	$14,059,510	$2,129,324	79%	$17,758,524	$12,535,892	$30,294,416	$16,188,748	43.9%	1.26x	2.15x
Clearlake Capital Partners VI	2020	1/2/2020	$18,700,000	$18,922,043	$522,109	101%	$1,566,382	$26,297,215	$27,863,597	$8,941,554	27.1%	0.08x	1.47x
Clearlake Capital Partners VII	2021	9/17/2021	$20,000,000	$8,205,789	$11,794,211	41%	$487	$8,090,062	$8,090,549	($115,240)	-2.4%	0x	0.99x
CRV XVIII	2020	7/2/2020	$15,000,000	$12,112,500	$2,887,500	81%	--	$14,136,943	$14,136,943	$2,024,443	11.6%	--	1.17x
CRV XIX	2022	1/27/2022	$10,000,000	$1,275,000	$8,725,000	13%	--	$1,141,928	$1,141,928	($133,072)	-19.2%	--	0.9x
CVC Capital Partners VIII	2020	5/22/2020	$19,928,281	$11,476,347	$8,451,934	58%	--	$12,074,265	$12,074,265	$597,918	8.8%	--	1.05x
Drive Capital Fund II	2016	8/19/2016	$15,000,000	$14,946,053	$57,157	100%	$3,410,764	$29,760,749	$33,171,513	$18,222,250	21.5%	--	2.22x
Drive Capital Fund III	2019	4/5/2019	$7,500,000	$6,222,690	$1,277,310	83%	--	$7,966,595	$7,966,595	$1,743,905	15.6%	--	1.28x
Drive Capital Fund IV	2021	12/27/2021	$10,000,000	$3,833,000	$6,167,000	38%	--	$3,628,599	$3,628,599	($204,401)	-6.4%	--	0.95x
Drive Capital Overdrive Fund I	2019	4/5/2019	$7,500,000	$7,349,050	$150,950	98%	$12,492	$13,946,433	$13,958,925	$6,609,875	28.0%	--	1.9x
Drive Capital Overdrive Fund II	2021	12/27/2021	$10,000,000	$4,234,953	$5,765,047	42%	--	$4,054,912	$4,054,912	($180,041)	-6.9%	--	0.96x
ECI 11	2018	7/5/2018	$9,756,987	$8,828,660	$928,327	90%	$3,884,612	$8,492,476	$12,377,088	$3,548,428	18.6%	0.44x	1.4x
ECI 12	2022	7/15/2022	$20,670,759	--	$20,670,759	--	--	--	--	--	--	--	--
Flexpoint Fund IV-A	2019	7/2/2019	$10,650,000	$6,105,377	$4,544,623	57%	$2,744,338	$6,656,187	$9,400,525	$3,295,148	30.3%	--	1.54x
Flexpoint Overage Fund IV-A	2019	7/2/2019	$3,550,000	$2,542,747	$1,007,253	72%	--	$2,752,021	$2,752,021	$209,274	7.1%	--	1.08x

PRIVATE EQUITY LP PERFORMANCE

											Since Inception		
Fund Name	Vintage Year	Initial Closing Date	Commitment	Capital Called to Date[1]	Outstanding Commitment[1]	Call Ratio	Distributions to Date	Valuation	Total Value	Net Benefit	IRR	Distributions to Paid In Multiple (DPI)	Total Value to Paid In Multiple (TVPI)
Genstar Capital Partners IX	2019	2/21/2019	$7,500,000	$7,137,411	$362,589	95%	$3,147,426	$9,670,235	$12,817,661	$5,680,250	34.8%	0.44x	1.8x
Genstar Capital Partners IX Opportunities Program	2019	2/21/2019	$2,500,000	$2,152,214	$347,786	86%	$940,541	$2,921,107	$3,861,648	$1,709,434	27.7%	--	1.79x
Genstar Capital Partners X	2021	4/1/2021	$15,000,000	$7,755,919	$7,244,081	52%	--	$7,990,761	$7,990,761	$234,842	5.0%	--	1.03x
Genstar Capital Partners X Opportunities Program	2021	4/1/2021	$5,000,000	$2,919,779	$2,080,221	58%	--	$3,024,952	$3,024,952	$105,173	5.0%	--	1.04x
GGV Capital VII	2019	8/15/2018	$10,160,000	$9,550,400	$609,600	94%	$69,608	$13,847,881	$13,917,489	$4,367,089	15.3%	0.01x	1.46x
GGV Capital VII Plus	2019	8/15/2018	$2,540,000	$2,476,500	$63,500	98%	--	$3,080,683	$3,080,683	$604,183	8.7%	--	1.24x
GGV Capital VIII	2020	10/30/2020	$9,180,000	$4,911,300	$4,268,700	54%	--	$5,685,363	$5,685,363	$774,063	12.7%	--	1.16x
GGV Capital VIII Plus	2020	10/30/2020	$2,295,000	$1,055,700	$1,239,300	46%	--	$1,111,244	$1,111,244	$55,544	4.4%	--	1.05x
GGV Discovery II	2019	8/15/2018	$2,100,000	$1,953,000	$147,000	93%	--	$3,921,640	$3,921,640	$1,968,640	30.9%	--	2.01x
GGV Discovery III	2020	10/30/2020	$3,825,000	$1,778,625	$2,046,375	47%	--	$2,544,971	$2,544,971	$766,346	32.1%	--	1.43x
Great Hill Equity Partners VII	2019	6/28/2019	$8,900,000	$8,007,493	$892,507	90%	$2,458,521	$8,282,070	$10,740,591	$2,733,098	64.0%	0.31x	1.34x
Great Hill Equity Partners VIII	2021	11/1/2021	$25,000,000	$1,288,109	$23,711,891	--	--	($266,479)	($266,479)	--	-100.0%	--	-0.21x
Green Equity Investors VIII	2019	10/18/2019	$15,000,000	$13,070,155	$2,049,081	87%	$119,236	$13,919,777	$14,039,013	$968,858	5.2%	0.01x	1.07x
Green Equity Investors IX	2022	3/1/2022	$13,300,000	--	$13,300,000	--	--	--	--	--	--	--	--
GTCR Fund XII	2017	9/29/2017	$30,000,000	$24,532,892	$5,467,108	82%	$12,846,870	$32,264,256	$45,111,126	$20,578,234	26.7%	0.52x	1.84x
GTCR Fund XIII	2020	10/27/2020	$30,000,000	$15,343,652	$14,656,348	51%	$3,268,145	$14,616,588	$17,884,733	$2,541,081	26.4%	0.21x	1.17x
GTCR Strategic Growth Fund I	2022	1/18/2022	$10,000,000	$1,108,000	$8,892,000	11%	--	$907,182	$907,182	--	-76.8%	--	0.82x
HarbourVest - Dover Street VIII	2013	5/30/2013	$67,500,000	$62,184,954	$5,400,000	92%	$97,765,779	$7,828,058	$105,593,837	$43,323,929	19.9%	1.57x	1.7x
HarbourVest - Dover Street IX	2016	12/16/2016	$60,000,000	$52,200,000	$7,800,000	87%	$53,689,599	$37,847,724	$91,537,323	$39,337,323	25.5%	1.03x	1.75x
HarbourVest - Dover Street X	2019	5/31/2019	$40,000,000	$25,300,000	$14,700,000	63%	$8,766,500	$29,797,485	$38,563,985	$13,263,985	36.8%	0.35x	1.52x
HarbourVest Partners Co-Investment IV	2017	6/2/2017	$30,000,000	$24,464,388	$5,732,352	82%	$23,670,200	$22,264,117	$45,934,317	$21,469,929	16.8%	0.97x	1.88x
HarbourVest Partners Co-Investment V	2019	7/31/2018	$35,000,000	$27,125,000	$7,875,000	78%	$5,592,394	$39,753,940	$45,346,334	$18,221,334	22.8%	0.21x	1.67x
HarbourVest Partners Co-Investment VI	2021	6/24/2021	$35,000,000	$8,750,000	$26,250,000	25%	--	$8,096,604	$8,096,604	($653,396)	-16.1%	--	0.93x
Hellman & Friedman Capital Partners IX	2019	9/28/2018	$19,800,000	$20,312,185	$592,948	103%	$1,156,489	$22,737,189	$23,893,678	$3,581,493	8.6%	0.06x	1.18x
Hellman & Friedman Capital Partners X	2021	5/10/2021	$20,000,000	$14,392,582	$5,607,418	--	--	$13,280,454	$13,280,454	($1,112,128)	-9.6%	--	0.92x
Insight Venture Partners X	2017	10/13/2017	$25,000,000	$25,680,872	$1,235,312	103%	$10,857,572	$51,437,950	$62,295,522	$36,614,650	28.8%	0.42x	2.43x
Jade Equity Investors II	2022	3/1/2022	$6,700,000	--	$6,700,000	--	--	--	--	--	--	--	--
Kinderhook Capital Fund 7	2022	1/28/2022	$10,000,000	$2,893,578	$7,106,422	29%	$4,083	$2,615,886	$2,619,969	-$273,609	-23.4%	0x	0.91x
M/C Partners VIII	2019	4/2/2018	$10,000,000	$7,328,792	$2,671,208	73%	$929,368	$7,941,750	$8,871,118	$1,542,326	10.5%	0.13x	1.21x
M/C Partners IX	2022	5/6/2022	$10,000,000	--	$10,000,000	--	--	--	--	--	--	--	--
Oak HC/FT Partners III	2019	7/31/2019	$15,000,000	$14,526,349	$1,821,841	97%	$1,348,190	$23,440,565	$24,788,755	$10,262,406	28.6%	0.09x	1.71x
Oak HC/FT Partners IV	2021	2/17/2021	$10,000,000	$7,836,872	$2,163,128	78%	--	$8,539,947	$8,539,947	$703,075	7.4%	--	1.09x
Oak HC/FT Partners V	2022	5/11/2022	$10,000,000	$416,298	$9,583,702	4%	--	$547,410	$547,410	$131,112	87.6%	--	1.31x
Pantheon Global Secondary Fund IV	2010	6/24/2010	$15,000,000	$9,960,000	$2,040,000	66%	$14,929,293	$954,067	$15,883,360	$5,923,360	12.9%	1.5x	1.59x
Pantheon Global Secondary Fund V	2015	2/6/2015	$50,000,000	$39,616,509	$10,383,491	79%	$30,059,454	$34,401,156	$64,460,610	$25,006,615	13.4%	0.76x	1.63x
Pantheon Global Secondary Fund VI	2018	2/24/2020	$25,000,000	$16,847,805	$8,637,113	67%	$3,224,621	$24,875,410	$28,100,031	$11,252,226	27.7%	0.19x	1.67x
Pantheon Global Secondary Fund VII	2022	10/28/2021	$25,000,000	$4,473,346	$20,526,654	18%	$48,551	$4,452,912	$4,501,463	$28,117	1.0%	0.01x	1.01x
Prairie Capital VII QP	2021	4/6/2021	$10,800,000	$3,672,000	$7,128,000	34%	--	$4,032,289	$4,032,289	$360,289	8.6%	--	1.1x
The Resolute Fund IV	2018	5/2/2018	$20,000,000	$21,313,069	$2,358,372	107%	$12,324,946	$30,181,994	$42,506,940	$21,193,871	41.1%	0.58x	1.99x
Ridgemont Equity Partners IV	2021	10/29/2021	$20,000,000	$1,551,812	$18,448,188	--	--	$1,385,370	$1,385,370	-$166,442	-84.8%	--	0.89x
Riverside Micro-Cap Fund V	2018	8/21/2018	$10,000,000	$8,061,200	$1,938,800	81%	--	$11,664,917	$11,664,917	$3,603,717	18.7%	--	1.45x
Riverside Micro-Cap Fund VI	2021	8/26/2021	$20,000,000	$1,328,389	$18,671,611	7%	--	$1,195,911	$1,195,911	--	-26.8%	--	0.9x
TA XIII	2019	5/2/2019	$10,000,000	$9,800,000	$200,000	98%	$3,650,000	$12,371,024	$16,021,024	$6,221,024	33.1%	0.37x	1.63x
TA XIV	2021	5/27/2021	$10,000,000	$5,800,000	$4,200,000	--	--	$5,357,865	$5,357,865	--	-11.6%	--	0.92x
Vitruvian Investment Partnership IV	2020	6/3/2020	$20,337,238	$13,882,777	$6,454,461	68%	--	$15,116,177	$15,116,177	$1,233,400	10.0%	--	1.09x
Total VCERA Private Equity Program		*5/21/2010*	*$1,828,780,074*	*$1,146,024,065*	*$700,970,279*	*63%*	*$599,670,452*	*$1,281,977,447*	*$1,881,647,899*	*$735,549,991*	*18.9%*	*0.52x*	*1.64x*

1. Includes recycled/recallable distributions received to date.
2. Add'l Fees represents notional interest paid/(received).
2. Add'l Fees for Pantheon Global Secondary Fund V includes notional interest paid/(received) and management fee rebates paid to VCERA.
Note: Private Equity performance data is reported net of fees.
Performance shown is based on 1/31/2023 statement of investments produced by Abbott Capital.

PRIVATE CREDIT LP PERFORMANCE

Fund Name	Vintage Year	Initial Investment Date	Commitment	Capital Called to Date[1]	Outstanding Commitment[1]	Call Ratio	Distributions to Date	Valuation	Total Value	Net Benefit	Since Inception		
											IRR	Distributions to Paid In Multiple (DPI)	Total Value to Paid In Multiple (TVPI)
Arbour Lane Credit Opp III A	2021	11/15/2021	$30,000,000	$12,662,011	$17,337,989	42%	$0	$11,482,304	$11,482,304	-$1,179,707	-10.3%	0x	0.91x
Bain Capital Special Situations Asia Fund II	2021	7/26/2021	$25,000,000	$2,529,966	$22,470,034	10%	$0	$2,769,804	$2,769,804	$0	7.4%	0x	1.09x
BlueBay Direct Lending III	2019	2/12/2019	$25,000,000	$16,105,933	$8,894,067	64%	$3,075,371	$16,978,894	$20,054,264	$3,948,331	9.5%	0.19x	1.25x
Bridge Debt Strategies III	2019	12/20/2019	$25,000,000	$25,231,771	-$231,771	101%	$10,596,913	$15,371,037	$25,967,951	$736,180	5.7%	0.42x	1.03x
Bridge Debt Strategies Fund IV	2021	7/26/2021	$25,000,000	$21,877,399	$3,122,601	88%	$3,379,815	$19,617,349	$22,997,164	$1,119,765	4.5%	0.15x	1.05x
Crayhill Principal Strategies II	2021	4/23/2021	$25,000,000	$19,274,476	$5,725,524	77%	$7,518,298	$12,333,873	$19,852,171	$577,695	3.4%	0.39x	1.03x
Crescent Cove Opportunity Fund LP	2022	5/20/2022	$25,000,000	$12,500,000	$12,500,000	50%	$41,250	$12,597,266	$12,638,516	$138,516	1.1%	0x	1.01x
Cross Ocean USD ESS Fund IV	2021	6/21/2021	$25,000,000	$16,423,006	$8,576,994	66%	$1,742,488	$15,358,332	$17,100,820	$677,814	6.3%	0.11x	1.04x
CVI Credit Value Fund IV	2017	12/31/2017	$30,000,000	$33,600,000	-$3,600,000	112%	$14,889,955	$27,812,802	$42,702,757	$9,102,757	8.1%	0.44x	1.27x
CVI Credit Value Fund V	2021	3/29/2021	$30,000,000	$19,674,333	$10,325,667	66%	$1,618	$20,574,748	$20,576,366	$902,033	4.5%	0x	1.05x
Harbourvest Direct Lending L	2021	6/21/2021	$25,000,000	$18,974,922	$6,025,078	76%	$641,229	$18,144,633	$18,785,862	-$189,060	-1.4%	0.03x	0.99x
Monroe Capital Private Credit Fund III	2018	9/5/2018	$25,000,000	$21,253,151	$3,746,849	85%	$7,819,655	$21,522,017	$29,341,672	$8,088,521	11.1%	0.37x	1.38x
Monroe Capital Private Credit Fund IV	2022	1/10/2022	$30,000,000	$31,672,755	-$1,672,755	106%	$7,525,319	$25,153,684	$32,679,003	$1,006,248	5.3%	0.24x	1.03x
PIMCO Corporate Opportunity Fund III	2020	1/26/2020	$50,000,000	$45,000,000	$5,000,000	90%	$126,148	$48,951,943	$49,078,091	$4,078,091	6.4%	0x	1.09x
PIMCO Private Income Fund	2019	3/25/2019	$55,000,000	$55,000,000	$0	100%	$22,651	$70,631,984	$70,654,635	$15,654,635	8.9%	0x	1.28x
Torchlight Debt Fund VII	2021	1/25/2021	$25,000,000	$13,765,285	$11,234,715	55%	$1,265,285	$13,390,463	$14,655,748	$890,463	5.6%	0.09x	1.06x
Torchlight Debt Fund VIII	2022	1/1/2023	$40,000,000	$2,000,000	$38,000,000	5%	$0	$2,000,000	$2,000,000	$0	0.0%	0x	1x
VWH Partners III LP	2022	12/1/2022	$50,000,000	$20,459,950	$29,540,050	41%	$0	$20,459,950	$20,459,950	$0	0.0%	0x	1x
Total VCERA Private Credit Program			*$565,000,000*	*$388,004,959*	*$176,995,041*	*50%*	*$58,645,995*	*$375,151,083*	*$433,797,079*	*$45,552,282*	*6.7%*	*0.15x*	*1.12x*

1. Includes recycled/recallable distributions received to date.

Note: Private Credit performance data is reported net of fees.

Performance shown is based on 2/28/2023 cash-adjusted market values.

PRIVATE REAL ASSETS LP PERFORMANCE

Fund Name	Vintage Year	Initial Investment Date	Commitment	Capital Called to Date[1]	Outstanding Commitment[1]	Call Ratio	Distributions to Date	Valuation	Total Value	Net Benefit	Since Inception IRR	Since Inception Distributions to Paid In Multiple (DPI)	Since Inception Total Value to Paid In Multiple (TVPI)
Brookfield Infrastructure Fund IV, LP	2019	10/21/2019	$50,000,000	$52,086,990	-$2,086,990	104%	$8,312,802	$50,080,320	$58,393,122	$6,306,132	9.8%	0.16x	1.12x
Harbourvest Real Assets Fund IV, LP	2019	7/15/2019	$100,000,000	$52,052,632	$47,947,368	52%	$9,317,655	$64,814,414	$74,132,069	$22,079,437	45.4%	0.18x	1.42x
Total VCERA Private Real Assets Program			*$150,000,000*	*$104,139,622*	*$45,860,378*	*69%*	*$17,630,457*	*$114,894,734*	*$132,525,191*	*$28,385,568*	*20.9%*	*0.17x*	*1.27x*

1. Includes recycled/recallable distributions received to date.

Note: Private Real Assets performance data is reported net of fees.

Performance shown is based on 2/28/2023 cash-adjusted market values.

PRIVATE REAL ESTATE LP PERFORMANCE

Fund Name	Vintage Year	Initial Investment Date	Commitment	Capital Called to Date[1]	Outstanding Commitment[1]	Call Ratio	Distributions to Date	Valuation	Total Value	Net Benefit	Since Inception IRR	Since Inception Distributions to Paid In Multiple (DPI)	Since Inception Total Value to Paid In Multiple (TVPI)
Alterra IOS Venture II LP	2022	4/7/2022	$35,000,000	$22,527,540	$12,472,460	64%	$0	$21,888,479	$21,888,479	-$639,061	-5.2%	0x	0.97x
LaSalle Income & Growth Fund VIII, LP	2019	2/26/2020	$100,000,000	$60,067,784	$41,522,854	60%	$24,390,944	$46,409,528	$70,800,472	$10,732,688	14.9%	0.41x	1.18x
Total VCERA Private Real Estate Program			*$135,000,000*	*$82,595,324*	*$53,995,314*	*61%*	*$24,390,944*	*$68,298,006*	*$92,688,950*	*$10,093,626*	*12.5%*	*0.3x*	*1.12x*

1. Includes recycled/recallable distributions received to date.

Note: Private Real Estate performance data is reported net of fees.

Performance shown is based on 2/28/2023 cash-adjusted market values.

DISCLAIMERS & DISCLOSURES

Past performance is no guarantee of future results.

Returns for pooled funds, e.g. mutual funds and collective investment trusts, are collected from third parties; they are not generally calculated by NEPC. Returns for separate accounts, with some exceptions, are calculated by NEPC. Returns are reported net of manager fees unless otherwise noted.

A “since inception” return, if reported, begins with the first full month after funding, although actual inception dates (e.g. the middle of a month) and the timing of cash flows are taken into account in Composite return calculations.

NEPC’s preferred data source is the plan’s custodian bank or record-keeper. If data cannot be obtained from one of the preferred data sources, data provided by investment managers may be used. Information on market indices and security characteristics is received from additional providers. While NEPC has exercised reasonable professional care in preparing this report, we cannot guarantee the accuracy of all source information contained within. In addition, some index returns displayed in this report or used in calculation of a policy index, allocation index or other custom benchmark may be preliminary and subject to change.

All investments carry some level of risk. Diversification and other asset allocation techniques are not guaranteed to ensure profit or protect against losses.

The opinions presented herein represent the good faith views of NEPC as of the date of this presentation and are subject to change at any time. Neither fund performance nor universe rankings contained in this report should be considered a recommendation by NEPC.

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Source of private fund performance benchmark data: Cambridge Associates, via Refinitiv

March 13, 2023

Board of Retirement
Ventura County Employees' Retirement Association
1190 South Victoria Avenue, Suite 200
Ventura, CA 93003

SUBJECT: FOLLOW-UP ON PENDING REQUESTS/ITEMS FROM VCERA TO COUNTY OF VENTURA

Dear Board Members:

Over the past months, there are four (4) items involving the County that VCERA staff has raised with the Board. These items were generated either by staff or one or more Board members. As to these items, the Board directed staff to first try to work with the County for resolution before requesting Board action. Chair Sedell has participated in some of these discussions with the County. Staff is now returning to the Board with a status report on progress.

Below is a summary of the four items, and the County's latest response and position on the items. Note that the first two items are both legislative in nature, and the County's position on both of these items are the same; thus, the County's response for both are the same. Staff welcomes any further direction the Board may wish to provide.

1) Adding the CTO to the group of Senior Management employees under District status.
Background: The Board has expressed interest in adding VCERA's Chief Technology Officer (CTO) as a 6th position to the VCERA District group of employees. Presently, it is the only C-Suite position in the organization that is not in this group, and we believe it is a reasonable and logical addition given VCERA's unique IT needs and the growth of our organization since our District status began.

Discussion: The County asked if there were future plans for more positions to be added to the senior management group (district), apart from the CTO position. VCERA responded that it is currently seeking for only one (1) position to be added. Ms. Nemiroff noted that AB 1291 was originally patterned after the statute for Orange County (OCERS), in which the next lower level of staff was included (ex: Asst. Counsel, Asst. Retirement Administrator, Asst. CIO, etc.), but after the County's 2015 objections, it was limited to the five (5) positions of Retirement Administrator (CEO), Chief Investment Officer (CIO), Chief Financial Officer (CFO), Chief Operations Officer (COO), and General Counsel. There was no Chief Technology Officer (CTO) position at VCERA at the time of AB 1291. VCERA staff suggested that a retirement plan CTO has a unique set of challenges and responsibilities impacting the integrity of the organization.

2) <u>Joining with VCERA in legislation that would allow Closed Session Under Brown Act for cybersecurity issues</u>.

Background: Closed Session for cybersecurity issues is allowed under Bagley Keene, which is applicable to all California state agencies.

> "A state body may, upon a two-thirds vote of those present, conduct a closed session to consider matters posing a potential threat of criminal or terrorist activity against the personnel, property, buildings, facilities, or equipment, ***including electronic data, owned, leased, or controlled by the state body, where disclosure of these considerations could adversely affect their safety or security. (11126(c)(18).)*** After such a closed session, the state body must reconvene in open session prior to adjournment and report that a closed session was held along with a description of the general nature of the matters considered, and whether any action was taken in closed session." (Emphasis added.)

Such a joint effort would be to both the County's and VCERA's mutual benefit.

Discussion: Mr. Atin asked why the State Association of California Retirement Systems (SACRS) had not taken up this issue as one of its legislative efforts, to which staff responded that there had been a discussion of it, and that while SACRS Legislative Committee did not oppose such a change, it believed counties themselves should be involved in taking the lead.

Response for both Items 1 and 2: On February 16, Mr. Atin indicated that County staff could not take a position on the efforts at staff level without Board of Supervisors action. The legislative issues raised are not on the County's legislative platform that was approved by the Board of Supervisors on January 24, 2023. However, the County Executive Office would analyze and determine how to proceed. On March 18, staff requested a status update, and were told that in April of this year the County CEO and staff intend to add an item to the Board of Supervisors agenda which will recommend that the County provide a letter of support to VCERA's legislative initiative/action with regard to both items, and that the CEO's legislative analyst would follow up regarding what was needed from VCERA in the meantime. Staff followed up with a reminder that the request for #2 was for a joint effort between the County and VCERA to move the item forward.

Ms. Guzmen, Legislative Analyst from the CEO's Office followed up and communicated: "*… in order for the County to provide a letter of support for either effort, these items would have to be in print before we bring them to the Board. This would require VCERA to pursue both issues through your association or directly with a legislator to have them added via an amendment to an existing bill (at this point in the session). Until we have bill language, we will hold off on requesting action from the Board."*

3) <u>Retiree Health Premium – Section 506 of the County Management Resolution</u>

Background: VCERA raised a concern on this issue, which is a benefit provided to Management Employees who were covered by the County Management Resolution on July 3, 2005, and consists of one year of a cash stipend (in an amount equal to the premiums for the VCHCP County-sponsored health care plan) for every 5 years of eligible service, up to a maximum of 5 years. This is a direct cash payment to the retiree, paid by the County as an Other Postemployment Benefit (OPEB). When the employee retires from VCERA service, the County issues payment to the retiree for the eligible period of time (up to 5 years). The County has an internal budget policy whereby the budget of the department/agency where the employee last worked is charged for ALL of the payments to the employee (even if all or a portion of the employee's service was with a different agency). VCERA's staff is comprised of County Employees covered by the County's Management Resolution, some of whom are currently earning this benefit, and the 5 additional executive positions employed directly by VCERA in its CERL District status stop earning the benefit upon appointment as a VCERA District employee (it is not a benefit provided under the VCERA Employees Management Resolution).

When employees retire from a position at VCERA, either as a County employee or a VCERA District Employee (who earned the benefit while in County employment), the County makes the payments to the retiree, and then charges the VCERA budget for those payments. VCERA is not an agency or department of the County and is not bound by the County's internal budget manual, nor is there a written agreement in place that delineates each party's financial responsibility for the costs of this benefit. VCERA's Finance Committee asserts that financial responsibility should be limited to the proportionate share of the cost, based on the service performed in a VCERA position.

Discussion: Mr. Atin indicated that this procedure was a long-standing one, and it was the final agency employer who bore the entire cost for this benefit, regardless of which agency it was. The cost was minor in the broader VCERA budget, and not a financial burden. Mr. Atin referenced the MOA between COV and VCERA for Human Resources Services, which indicates that VCERA will compensate the County for services rendered in support of VCERA employees and County employees assigned to VCERA in the same manner as charges made to County agencies. VCERA pointed out that it did not believe the Board intended to bear responsibility for more that its pro rata share of the cost of the retiree health care stipend.

Response for Item 3: VCERA stated that it would advise the Board of the County's position and determine next appropriate steps. An update on this item was brought to the VCERA Finance Committee on March 6. The latest language from the County on this issue is that they "*respectfully decline your request to change the standard operating accounting/budget practice which has been in place for many years between the County and VCERA*."

4) <u>IRS qualification for Safe Harbor Plan</u>.

Background: The CERL contains a provision that allows members to purchase service credit for past county service that was excluded from membership, such as Extra Help, Intermittent and Part-Time. (Govt. Code sec. 31641.5.) VCERA has historically not permitted purchase of service credit, however, where the employee was participating in the County's Safe Harbor Plan for that service, based on Government Code section 31641.4, which prohibits the purchase of public service credit if the member is entitled to receive a pension or retirement allowance on that service from a public agency. The Safe Harbor Plan was set up as a defined benefit plan under IRC section 401(a) and participants in the plan become entitled to a pension or retirement allowance. In 2008, section 31482.5 was added to the CERL (modeled after a similar provision in the PERL, which governs CalPERS) to specifically allow members to participate in both CERL and a public employer's supplemental retirement plan. Subdivision (d) of this section allows participation in an employer's supplemental 401(a) Plan if three conditions are met. Two of the conditions are met – namely, (1) that the VCERA plan is the County's primary plan and the County has also adopted the Safe Harbor Plan as a supplemental plan (subd. (d)(1)), and (2) an employee's participation in the Safe Harbor Plan does not interfere with the employee's rights to membership in VCERA (subd. (d)(3)). However, the third condition has not yet been met yet, and requires that the County obtain a ruling from the IRS that the Safe Harbor Plan qualifies under IRC section 401(a) (subd. (d)(2)). VCERA is requesting that the County obtain such a ruling to enable its members to purchase service credit for their past County service. This would also potentially resolve a pending administrative claim by VCPFA concerning its members who have excluded service as Intermittent Fire Control Workers.

Discussion: The County asked about the background of this issue, and whether the impetus for VCERA raising it was the claim brought by former Fire Control Workers (FCWs). VCERA noted that it had received requests from members over the years about purchasing time in which they served as "extra help" and participated in the County Safe Harbor Defined Benefit Plan, and were told correctly that they could not. However, Ms. Nemiroff noted that though the provision had been added to CERL in 2008, it was during the research on the FCW claim that this issue was raised again, and she noted that obstacle to such purchases was the lack of an IRS Qualification Letter for the County Safe Harbor plan.

Response to Item 4: On February 13, Mr. Atin indicated the County would meet internally and follow-up with VCERA on this item as well. After a status request, on March 20, we learned that this request will be brought to the Supplemental Retirement Plan (SRP) Committee at their April 13, 2023 meeting. VCERA will provide a background memorandum on the issue for the SRP Committee in advance of that meeting.

Staff will be happy to answer any questions at the March 27, 2023, Board meeting.

Respectfully,

Linda Webb

Linda Webb
Retirement Administrator

VCERA
VENTURA COUNTY EMPLOYEES' RETIREMENT ASSOCIATION

March 27, 2023

Board of Retirement
Ventura County Employees' Retirement Association
1190 South Victoria Avenue, Suite 200
Ventura, CA 93003

SUBJECT: ADOPTION OF RATE OF INTEREST TO BE APPLIED TO CORRECTIONS AND REFUNDS AS A RESULT OF THE ALAMEDA DECISION, AND IN ADVANCE OF ANTICIPATED BOARD ACTION ON APRIL 17, 2023

Dear Board Members:

In preparation of VCERA's full implementation of the California Supreme Decision, *Alameda County Sheriff's Assoc. et al., v. Alameda County Employees' Retirement Assn., et all (2020) 9 Cal.5th 1032* ("*Alameda*"), staff requests the Board of Retirement adopt the rate of interest to be applied when determining both the amount of contributions to be returned to members, and the corresponding amount that has been overpaid to members who retired: 1) on or after January 1, 2013 (for PEPRA Exclusions); or 2) on or after July 30, 2020 (for Alameda Exclusions).

Background

On October 12, 2020, the Board of Retirement adopted a Resolution to implement changes to compensation earnable in compliance with *Alameda*. The Board adopted the then-proposed Resolution, but deferred action on the "Alameda Exclusions" (paragraphs 3, 6, and 9), pending the filing of a complaint for declaratory relief with the Court. After the complaint was dismissed for lack of a justiciable issue, the Board further delayed adoption of a Resolution addressing the Alameda Exclusions (most notably the pensionability of the non-cashable portion of the County's flexible "flex credit" benefit) on several subsequent occasions, awaiting the outcome of proposed legislation in 2021 and 2022. The most recent deferral of action was October 24, 2022, to continue the item until April 2023.

The April 17, 2023, date is approaching, and staff is preparing for the implementation process, which specifically involve "corrective distributions". Corrective distributions include payments made by VCERA for excess employee retirement contributions members paid in error; this is considered an "operational failure" because VCERA failed to follow its governing plan terms. Under IRS guidance, VCERA is to correct such a failure through a corrective distribution. Interest at a fair and equitable rate should be applied.

The Board of Retirement has the discretion to determine the interest rate used, so long as it is not "arbitrary or capricious" and so long as it is supported by the facts and circumstances applicable to the determination. The Board was previously briefed on its options on this matter by outside counsel(s), and in fact, identified a rate of interest of 7.8% on October 24, 2022, that *would have been used* for corrective distributions related to exclusion of the non-cashable portion of flex credit, *had the October Resolution been adopted*. At the time, the Board considered the plan's earnings rate "since inception", which was listed as 7.8% in the most recent monthly earnings report. This was in recognition of VCERA having received contributions on the refundable flex credit amounts over a significant amount of time; for flex credit specifically, that period could span up to thirty or more years for the longest-serving employees because flex credit dates back to 1990. For the PEPRA Exclusions, corrective distributions would apply to contributions that were erroneously taken after the effective date of PEPRA, which was January 1, 2013. For both categories, the refunds reflect contributions made over a long-term period.

The range of options that may be considered by the Board of Retirement are:

1. Member Interest Rate: the rate of interest actually applied semi-annually to member accounts; **Prior to December 31, 2003, member interest rate was tied to the assumption rate; from that point to present, the member interest rate is based on ½ the rate of return on the United States 10-year Treasury note, as quoted in the Wall Street Journal.**

2. Current Assumed Rate: the assumed rate of return most recently adopted by the Board; **Currently 7%**.

3. Actual Earnings Rate: the actual rate VCERA earned for reported periods, as reflected in the quarterly performance report, as of December 31, 2022, and shown below.
   1-year: **-11.7%** (NOT Recommended)
   3-year: **6.1%**
   5-year: **6.4%**
   10-year: **7.9%**

4. Since Inception Rate: The average long-term earnings rate based on data compiled by VCERA's previous investment consultant Aon Hewett Ennis Knupp, beginning in 1994, as updated by NEPC beginning in 2013.
   Currently 7.9%, also as reflected in the quarterly performance report, as of December 31, 2022

5. Legal Rate of Interest: the pre-judgment and post-judgment rate of interest.
   Currently 7% - 10%

6. Other Rate Board Deems Fair & Equitable

Below is a table illustrating examples of refund scenarios using rates among those defined above.

Refund Type	Current Count	Total Salary	Avg Salary*	Est. Contrib Refund	Member Interest Rate	Assumed Rate (7%)	Inception Rate (7.9%)
Standby Pay 2013-2020 (7 yrs)	205	$356,029	$1,736	$ 34,887	$ 4,377	$17,497	$20,292
Standby Pay 2018-2020 (3 yrs)	53	$ 21,895	$ 413	$ 1,593	$ 114	$ 476	$ 544
Flex Credit 1993-2023 (30 yrs)	791	$125,215	$ 158	$ 10,808	$ 3,737	$12,245	$15,097
Flex Credit 2003-2023 (20 yrs)	529	$106,469	$ 201	$ 9,762	$ 1,830	$ 7,319	$ 8,731
Flex Credit 2013-2023 (10 yrs)	270	$ 68,144	$ 253	$ 6,771	$ 613	$ 2,396	$ 2,773

*per occurrence

VCERA's CERL colleagues have taken various approaches to *Alameda*-related refunds, though as previously acknowledged, the flex credit issue is unique to Ventura County. Below reflects a sampling of those approaches:

<u>Los Angeles County (LACERA)</u>: Assumed rate of return (7%);
<u>Santa Barbara County (SBCERS):</u> Member interest crediting rate (semi-annual yield of the 5-year Treasury note as of the last business day of the interest-crediting period);
<u>Orange County (OCERS):</u> Similar to Santa Barbara, though the OCERS rate is set at 2.5% every six months;
<u>Tulare County (TCERA):</u> Actual interest rate for each crediting period (as an SRBR county, the rate varies depending on smoother returns);
<u>Stanislaus County (StanCERA)</u>: Member interest crediting rate, which is 25 basis points annualized;
<u>Kern County (KCERA)</u>: Actual interest in all cases for contributions & benefits (due to, due from, and offsets);
<u>Mendocino County (MCERA)</u>: Interest crediting rate.

Given the continuance of the item, the Board must revisit the interest rate issue. Staff asks that the Board identify the rate of interest for corrective distributions for *both* PEPRA and Alameda Exclusions, which can be the same rate, or different rates. Board adoption today of the applicable rate(s) of interest will allow preliminary calculations and planning to begin sooner.

<u>RECOMMENDATION</u>: DETERMINE APPLICABLE RATE(S) OF INTEREST FOR CORRECTIVE DISTRIBUTIONS RELATED TO IMPLEMENTATION OF THE ALAMEDA DECISION.

Staff will be happy to answer any questions at the March 27, 2023, Board meeting.

Respectfully,

Linda Webb
Retirement Administrator

March 27, 2023

Board of Retirement
Ventura County Employees' Retirement Association
1190 South Victoria Avenue, Suite 200
Ventura, CA 93003

SUBJECT: REVIEW AND DISCUSSION OF PROPOSED RESOLUTION TO IMPLEMENT CHANGES TO COMPENSATION EARNABLE RESOLUTION IN COMPLIANCE WITH THE CALIFORNIA SUPREME COURT DECISION, *ALAMEDA COUNTY SHERIFF'S ASSOC. ET AL., V. ALAMEDA COUNTY EMPLOYEES' RETIREMENT ASSN., ET AL (2020) 9 Cal.5th 1032 ("Alameda")* FOLLOWING GOVERNOR NEWSOM VETO OF ASSEMBLY BILL 826, IN ADVANCE OF ANTICIPATED ACTION ON APRIL 17, 2023

Dear Board Members:

Staff is providing the attached Resolution for review and discussion, in advance of formal proposed adoption on April 17, 2023. Ms. Ashley Dunning of Nossaman, VCERA's fiduciary counsel, will present the Resolution and take the Board through each provision, and she and staff will answer any questions.

Background

On October 12, 2020, the Board of Retirement adopted a Resolution to implement changes to compensation earnable in compliance with the California Supreme Decision, *Alameda County Sheriff's Assoc. et al., v. Alameda County Employees' Retirement Assn., et all (2020) 9 Cal.5th 1032* ("*Alameda*"). The Board adopted the proposed Resolution, but deferred action on the "Alameda Exclusions" (paragraphs 3, 6, and 9), pending a filing of a complaint for declaratory relief with the Court. The County of Ventura demurred, and on July 2, 2021, the Court sustained the demurrer, finding that no cause of action existed because the Board declined to adopt the controversial paragraphs of the Resolution. Thus, the declaratory relief effort did not provide the guidance the Board was hoping to receive.

In the 2021 legislative session, SEIU and the County of Ventura sponsored Assembly Bill 826. The bill was an effort to find a legislative solution to ultimately allow the non-cashable in-kind portion of flex credit to be included in compensation earnable so that VCERA Legacy members could include the full amount of flex credit in the compensation used to calculate their retirement benefits. However, the bill met with opposition, and encountered obstacles, even after amendment to make it a "Ventura-only" bill. It eventually went into inactive status and so no legislative change was made in 2021.

Staff returned to the Board with an update on September 13, 2021, indicating intent to bring a recommendation at the following meeting. The Board had received letters from the County of Ventura and other stakeholders, requesting the Board delay any action to exclude non-cashable flex credit to allow the County more time to discuss the bill with SEIU, with the goal of being considered in January 2022. The Board made the following decision:

> *Take No Action at This Time, and Direct Staff to Provide the Board with Any and All Updates on the Issue; Bring the Item Back at the December 2021 Business Meeting for Reevaluation on Potential Action in January 2022.*

AB 826 went back into active status during the 2022 legislative session. It was amended significantly to place a sunset provision on continued inclusion of full flex credit. The amended bill would have allowed VCERA Legacy members who retired on or before December 31, 2025, to include the entire flex credit allowance amount in their compensation used to calculate retirement benefits. This provision would have created a "window period", in that the noncashable "in-kind" portion of the benefit, now recognized under *Alameda* as being outside the discretion of the Board to include, would nevertheless be allowed continued temporary inclusion but ultimately be excluded after that date. However, on September 29, 2022, Governor Newsom vetoed AB 823, saying in part:

> *"… this bill would inappropriately incentivize noncompliance with the Public Employees' Pension Reform Act (PEPRA). The provisions, while more narrow than prior iterations, attempt to circumvent recent court decisions, undermine the intent of the PEPRA, and expose the local governments to increased costs and litigation."*

The veto letter from the Governor is attached.

Staff returned to the Board on October 24, 2022, following the veto of AB 826, again recommending adoption of the then-proposed Resolution to exclude the non-cashable portion of flex credit from compensation earnable, in accordance with *Alameda*. At that meeting, the Board of Retirement received multiple requests from the County and labor organizations to delay adoption of the Resolution until April of 2023, to allow for negotiate possible alternative benefits to help mitigate the impact of the compensation earnable reduction.

<u>Retroactivity</u>

In a letter dated October 14, 2022, County CEO Sevet Johnson, and Shawn Atin, Human Resources Director requested that the Board further delay action, and suggested that any exclusion should not go into effect until or impact anyone who retires prior to April 1, 2023. Staff has advised that such an action would create a window period – the very thing the Governor rejected with the veto of AB 826. The Board has since been briefed by VCERA's tax counsel regarding the issue of retroactivity, and the risks of adopting an effective date later than that of July 30, 2020.

<u>New Flex Credit Benefit Structure</u>

The proposed Resolution has seen some changes since the October meeting, mainly to address the County of Ventura's recent changes to the benefit structure, specifically to the consequences of opting out of a County or Union-sponsored healthcare plan. These changes have been adopted by the Board of Supervisors for five (5) Memorandums of Agreement (MOAs), and several other MOAs are still in the negotiation stage. The new Benefits Program allowance structure will be implemented as soon as administratively possible; it provides a new “Medical Plan Opt-Out Option” for members who opt out, in which they do not receive a Flexible Credit Allowance (FCA), nor are they charged an Opt-Out Fee, but rather they receive an Opt-Out Allowance, while other members who opt in continue to receive an FCA. Under this new structure, the Opt-Out Allowance is the Maximum Baseline Cashable Amount that all similarly-situated members of a member’s grade or class may receive thereunder in a given plan year and is not subject to variation by a member’s ad hoc election each year that is unrelated to their job duties. The Opt-Out Allowance, therefore, is the maximum amount that may be included in compensation earnable.[1] The current proposed Resolution addresses pensionability under the new structure.

Conclusion

The VCERA Board of Retirement delayed the exclusion of the non-cashable portion of flex credit for Legacy members, first to attempt to resolve through litigation, then to await the outcome of AB 826. The Governor’s veto of the bill marked the end of potential legislative efforts to include the in-kind portion of flex credit for VCERA members. Staff has been directed to return to the Board with a proposed Resolution at the April 27, 2023, meeting. The Resolution is being presented to the Board today for advanced review.

Staff will be pleased to answer any questions the Board may have at its March 27, 2023, Business Meeting.

Sincerely,

Linda Webb

Linda Webb
Retirement Administrator

[1] See VCERA General Counsel Memorandum of Jan. 31, 2023, Re: PENSIONABILITY ANALYSIS OF FLEXIBLE BENEFITS PROGRAM ALLOWANCES AS TO LEGACY MEMBERS UNDER CURRENT AND PENDING STRUCTURE

OFFICE OF THE GOVERNOR

SEP 29 2022

To the Members of the California State Assembly:

I am returning Assembly Bill 826 without my signature.

This bill expands the definitions of "compensation" and "compensation earnable" in the County Employees Retirement Law of 1937 (1937 Act or CERL) that are applicable to legacy members of the Ventura County Employee Retirement Association (VCERA) who retire on or before December 31, 2025, to include an employee's flexible benefit allowance.

While I am sympathetic to workers who may see a reduction in their anticipated pension because of prior misinterpretations of what constitutes "compensation" and "compensation earnable," this bill would inappropriately incentivize noncompliance with the Public Employees' Pension Reform Act (PEPRA). The provisions, while more narrow than prior iterations, attempt to circumvent recent court decisions, undermine the intent of the PEPRA, and expose the local governments to increased costs and litigation.

For these reasons, I cannot sign this bill.

Sincerely,

Gavin Newsom

VCERA
VENTURA COUNTY EMPLOYEES' RETIREMENT ASSOCIATION

Memorandum

Date: January 31, 2023

To: Members, Board of Retirement

From: Lori Nemiroff, General Counsel LN

Subject: PENSIONABILITY ANALYSIS OF FLEXIBLE BENEFITS PROGRAM ALLOWANCES AS TO LEGACY MEMBERS UNDER CURRENT AND PENDING STRUCTURE

The VCERA Retirement Administrator has requested this non-confidential analysis from VCERA's General Counsel in a form that may be provided to the Board of Retirement, VCERA members and beneficiaries, the County of Ventura, VCERA members' labor representatives, any other interested stakeholders, and the public, in a timely way on a matter of importance to all such stakeholders.

This memorandum explains VCERA's analysis of the pensionability of the County's new Flexible Benefits Program structure, as applicable to legacy members[1]. Under this new structure, a Flexible Credit Allowance is paid only to those employees who make an annual election for medical plan coverage under a County or Union sponsored medical plan; employees who opt out of such coverage will instead receive a Medical Plan Opt-Out Option allowance ("Opt-Out Allowance"). VCERA has determined that under the new Program structure, the Opt-Out Allowance is the maximum baseline amount that all similarly situated members of a member's grade or class may receive in cash each year and is not subject to variation by a member's ad hoc election. It is, therefore, neither an in-kind conversion, nor an ad hoc payment, both of which are to be excluded from compensation earnable under Government Code section 31461, subd. (b)(1)(A) and/or (B). This analysis will be the basis for additional revisions to the pending proposed Resolution concerning *Alameda* implementation.

<u>Background</u>

On December 5, 2022, the County provided to VCERA the proposed language for the new Flexible Benefits Program structure and inquired as to the impact to pensionability for Legacy members. On December 9, 2022, VCERA advised the County that its recommendation would be to include in compensation earnable the amount of compensation paid to employees under the "Medical Plan Opt-Out Option," as described above.

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[1] The Public Employees' Pension Reform Act of 2013 ("PEPRA") prohibits the inclusion of any and all employer-provided "allowances" in retirement benefit calculations for VCERA's "PEPRA" members who are subject to Government Code §7522.34, subd. (c)(7). Therefore, this analysis does not discuss or impact the exclusion of all such allowances from the "pensionable compensation," and thus retirement benefit calculations, of PEPRA members.

On December 13, 2022, the County Board of Supervisors approved an amendment to the SEIU and VEA Memoranda of Agreements (MOA) and the Management Resolution[2] that established a new structure under the Flexible Benefits Program to become effective once implemented. The MOA for IUOE was approved on January 10, 2023, and negotiations are in progress to similarly amend other MOAs. Each of the approved MOAs follow the new structure in which the Flexible Credit Allowance is payable by the County only to those employees who elect, during open enrollment, to enroll in a County or Union sponsored healthcare plan. The Flexible Credit Allowance for each bargaining unit continues to be either a flat amount or tiered amount according to number of dependents covered by the plan. Most importantly, both the Flexible Credit Allowance and the Opt-Out Fee have been eliminated for those employees who elect to opt out of a County-sponsored healthcare plan. Instead, the employees who opt out will receive a Medical Plan Opt-Out Option cash payment (i.e., Opt-Out Allowance).

Note that under the Flexible Benefit Program (effective September 23, 1984, as amended effective February 9, 2021) the "Flexible Credit Allowance" consists of the "sum of flexible credits" generated by the County contribution and the member's reduction in pay and after tax contributions; but, the terms "Flex Credit" and "Flexible Credit Allowance" have been commonly understood to refer solely to the allowance the County pays to employees to be used toward the Flexible Benefit Program benefits (also referred to as a County contribution), with unapplied portions being payable in cash. For simplicity and continuity, the terms "Flex Credit" and "Flexible Credit Allowance" will be used to refer to the allowance paid by the County (County contribution) to employees under the Flexible Benefit Program.

Below is a summary of the Current Structure and the New Structure and an analysis of the impact on compensation earnable for Legacy members.

Governing Statutes

"Compensation" is defined in Government Code section 31460 as "[r]emuneration paid in cash out of county or district funds . . . ." (All statutory references are to the Government Code unless stated otherwise.)

"Compensation Earnable" is defined in section 31461 as "(a) . . . the average compensation as determined by the board, for the period under consideration upon the basis of the average number of days ordinarily worked by persons in the same grade or class of positions during the period, and at the same rate of pay. . . .

(b) 'Compensation earnable' does not include, in any case, the following:

> (1) Any compensation determined by the board to have been paid to enhance a member's retirement benefit under that system. That compensation may include:
>
> > (A) any compensation previously provided in kind to the member by the employer or paid directly to a third party other than the retirement system for the benefit of the

[2] All references to "MOAs" hereinafter include the Management Resolution, and all references to "bargaining unit" include unrepresented employees under the Management Resolution.

member, and which was converted to and received by the member in the form of a cash payment in the final average salary period.

(B) any one-time or ad hoc payment made to a member, but not to all similarly situated members in the member's grade or class.

. . . ."

1. Current Flexible Benefit Program Structure – Flexible Credit Allowance Received by All Members of a Bargaining Unit

a. Flexible Credit Allowance as "Compensation" under Section 31640

County contributes to the Flexible Benefits Program (an IRC § 125 Cafeteria Plan) by paying a Flexible Credit Allowance to all employees in a bargaining unit, in varying amounts depending on bargaining unit and number of dependents the employee elects to cover on the medical plan. This contribution is referred to as "Flex Credit" and is reported as "Earnings" on employees' paychecks. *All employees* in a bargaining unit receive at least the "baseline" amount of Flex Credit, which is either the Employee-Only tier (Tier 1) or a flat amount for everyone in the bargaining group.

The Flex Credit has been treated by the County and VCERA as "Compensation" under Government Code section 31460, pending legislative (AB 826) and collective bargaining efforts to address the reduction in retirement benefits due to elimination of the noncashable or "in-kind" portion of Flex Credit as part of the implementation of the *Alameda* decision.

From these Flex Credit "Earnings," the employee then chooses among pre-tax "qualified" benefits (e.g., healthcare-related benefits such as medical, vision and dental coverage, flexible savings accounts for healthcare and dependent care, and an "Opt-Out Fee" that is currently treated by the County as a qualified benefit) and taxable cash. The cost for the qualified pre-tax benefits is shown as a Deduction from pay on employees' pay stubs ("Before-Tax Deduction"). The Flex Credit that is "*paid in cash . . . out of county funds*" to each employee, and reported as "Earnings" on paychecks, is the starting point for determining what portion will be excluded from "Compensation" as an "in-kind" advantage (e.g., healthcare-related choices) and what portion will qualify as "Compensation" and ultimately "Compensation Earnable." The portion of Flex Credit that is used for payment of health insurance premiums is not "Compensation" because it is an "in-kind" advantage. (See *In Re Retirement Cases* (2003) 110 Cal.App.4th 426 ["[I]nsurance-related benefits," including "employer payments into flexible benefit plans" are benefits of insurance coverage, not cash, and "[a]s such, it is an in-kind advantage."] Accordingly, only the "cashable" portion of Flex Credit qualifies as "Compensation."

b. Flexible Credit Allowance as "Compensation Earnable" under Govt. Code Section 31461

While AB 826 was pending, the Retirement Board ("Board") adopted a Resolution on July 26, 2021, to address the "tiered" Flex Credit structure implemented by the County beginning in the 2020 plan year. After AB 826 was vetoed by the Governor in September of 2022, the Board granted the County and Unions' requests to delay further adoption of an Alameda Implementation Resolution to address Flex

Credit, to allow for collective bargaining for a potential benefit to replace the reduction in retirement benefits resulting from implementation of *Alameda*. This Resolution currently governs the amount of Flex Credit to be included in compensation earnable and directs that VCERA include the employee-only rate, or flat rate, rather than including the full Flex Credit rate for each tier, which would cause contributions and pensions to vary depending on individual medical coverage elections. The July 26, 2021, Resolution provides, in pertinent part:

> "VCERA shall include Flex Credit in compensation earnable **at the lowest amount that is provided to persons in an individual member's bargaining unit or unrepresented group** during the final compensation period, subject to potential further adjustment should AB 826 not be enacted during the 2021 session of the California legislature." [Emphasis added.]

Based on the current structure whereby all members of the bargaining unit receive Flex Credit, VCERA has consistently recommended the Board include in compensation earnable the maximum amount of Flex Credit that each employee could receive in cash out of the Flex Credit Earnings, at the flat rate or employee-only tiered rate, which is the baseline "cashable" amount. Accordingly, the calculation formula for Compensation Earnable under the current structure is:

> *Flex Credit at the Employee-Only (or Flat Rate if not tiered) minus the lesser of the Opt-Out Fee or the lowest cost healthcare plan.*

The factors that support this recommendation are: (1) the same baseline Flex Credit amount (employee-only rate or flat amount) is paid to everyone in the bargaining unit, and is not subject to an ad hoc election each year, thereby satisfying subsection (b)(1)(B); (2) employees have no choice or election as to the amount of the baseline Flex Credit that is paid, as this is set by the governing MOA; (3) the full amount of the Flex Credit is reported by the County as "Earnings" on employees' pay stubs and retirement contributions are remitted based on the cashable portion of those Earnings; (4) the amount of the baseline Flex Credit is not subject to an employee's annual ad hoc election, as to whether to either enroll in a County/Union-sponsored medical plan (and if so, how many dependents are covered), or whether to decline coverage (See § 31461(b)(1)(A)); (5) the "cashable" amount under the above calculation assumes that each employee will maximize the benefit elections in the final compensation measurement period, thereby avoiding an impermissible in-kind conversion (See § 31461(b)(1)(B)).

Under a more strict application of subdivision (b)(1)(A), VCERA could have instead recommended either complete exclusion of the Flexible Credit Allowance (see, e.g. *Marin Assn. of Public Employees v. Marin County Employees' Retirement Assn.* (2016) 2 Cal.App.5th 674 ("*Marin*")[3]), or inclusion of the difference

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[3] In *Marin*, the Court affirmed the trial court judgment in favor of MCERA, issued after sustaining of MCERA's demurrer, upholding the Retirement Board's policy to exclude cash received by members through an IRC section 125 cafeteria plan. MCERA's policy, adopted to implement the PEPRA Amendments to section 31461, states: "'As a result of new subdivision (b)(1)(A) of section 31461, which permits in-kind conversions in the final compensation measurement period to be excluded from final compensation, on and after January 1, 2013, effective on and after that date, MCERA will no longer collect retirement contributions on, and will exclude from retirement calculations, in-kind benefits converted to cash, such as waiver for health insurance cash back and 125 plan revision.'" (*Marin*, 2 Cal.App.5th 674, at p. 686, fn. 9.)

between the Flex Credit and the *greater* of the Opt-Out Fee or the lowest cost healthcare plan, to account for an employee's actual election as to whether or not to enroll in a healthcare plan. However, recognizing that employees will be inclined to maximize their compensation earnable during their final compensation measurement period, VCERA staff has continued to recommend inclusion of the maximum *cashable* amount to ensure full funding of the benefit and to maximize the pensionable amount available to all legacy members within a bargaining unit, without regard to their health care elections in a given year. VCERA believes this determination, which maximizes pensionable benefits for Legacy members and also minimizes the potential for artificial inflation of benefits just prior to a member's retirement without proper funding of them, is well within the discretion that Government Code section 31461(b)(1) grants to the Board.

2 New Flexible Benefit Program Structure – Employee Receives EITHER a Flexible Credit Allowance OR an Opt-Out Allowance, Dependent Upon Annual Ad Hoc Election

a. Flexible Credit and Opt-Out Allowances as "Compensation" under Section 31640

(1) Flexible Credit Allowance: For those employees who elect coverage under a County/Union-sponsored medical plan, Flex Credit will be reported as "Earnings" on paystubs. The portion of Flex Credit that is "Compensation" is the portion of Flex Credit at the flat rate or employee-only tiered rate, minus the lowest cost medical plan. The remaining balance is the cashable amount.

(2) Opt-Out Allowance: For those employees who elect the Opt-Out Allowance rather than enrolling in a County/Union-sponsored healthcare plan, no Flexible Credit Allowance is paid by the County and, therefore, no portion of that amount can be treated as "Earnings." Rather, these employees receive a cash Opt-Out Allowance, which will be reported as "Earnings" instead of Flex Credit. The Opt-Out Allowance constitutes "Compensation," as it is paid in unrestricted cash out of County funds.

Pursuant to the terms of the MOAs negotiated to date, the cash back for those employees who receive the Flexible Credit Allowance is greater than the Opt-Out Allowance.

Notably, under the new structure, the County has eliminated both the Flex Credit and the Opt-Out ***Fee*** for employees who do not elect a County medical plan. According to the County's Flexible Benefit Plans Handbook for plan year 2022, an Opt-Out Fee is charged to such employees primarily to subsidize the cost of premiums for employees who elect medical coverage. (See County of Ventura Benefit Plans Handbook, pp. A-7 and A-8, at: Benefit Plans Handbook 2022 web.pdf (ventura.org).) (A small portion of the Opt-Out Fee is to cover the County's administrative expenses for programs outside of the Flexible Benefits Program, such as the Employee Assistance Program, Wellness Program, WorkLife Program and Employee Health Services.) Under the new structure, employees who opt out no longer may receive a cash payment consisting of the difference between the Flex Credit amount and the lesser of the Opt-Out Fee or the lowest cost medical plan, as is the case under the current structure. The County will now fund the subsidy and the other programs from the savings realized from elimination of the Opt-Out fee and by paying an Opt-Out Allowance in a lesser amount than the Flex Credit Allowance. Accordingly, the difference between the Flexible Credit Allowance and the Opt-Out Allowance cannot be considered "Compensation" to the employees. These are substantive and legally relevant changes in the structure of the Program, which impacts the pensionability of Program benefits for legacy members.

"Before any payment qualifies as 'compensation earnable,' the payment must be 'compensation' within the meaning of section 31460." (*Ventura County Deputy Sheriffs' Assn. v. Board of Retirement* (1997) 16 Cal.4th 483, 494.) To qualify as "Compensation" under section 31460, a benefit must be "paid in cash out of county or district funds." The employees who opt out will not receive the Flexible Credit Allowance. To the extent the Flexible Credit Allowance is greater than the Opt-Out Allowance, that difference is not "paid" to employees who opt out and, therefore is not "Compensation." Employees who opt out cannot be "deemed" to have received that difference; it would be fictional compensation, as it is not payable under the terms of the MOAs, will not be reported on the employees' paychecks as "Earnings" and no income taxes will be remitted on it. As such, it does not meet the definition of "Compensation."

b. Flexible Benefit Program Allowances as "Compensation Earnable" under Govt. Code Section 31461

Under the new Program structure, the baseline "Compensation" paid to employees within a bargaining unit now varies depending on whether the employee chooses each year to receive the Flexible Credit Allowance or the Opt-Out Allowance. The 2013 PEPRA Amendments to the definition of "Compensation Earnable" in Government Code section 31461(b)(1) require exclusion of compensation determined by the board to have been paid to enhance a member's retirement benefit under that system, which may include:

> (A) any compensation previously provided in kind to the member, and which was converted to cash in the final average salary period, and;
>
> (B) any one-time or ad hoc payment made to a member, but not to all similarly situated members in the member's grade or class.

Under the new Flexible Benefit Program structure, all employees in the same grade or class within a bargaining unit do not receive the same amount of benefits, as some will receive the Flexible Credit Allowance and some will receive the Opt-Out Allowance, based on an individual annual ad hoc election as to which benefit to receive as "Compensation," thereby failing to overcome the limitations in subsections (b)(1)(A) and (b)(1)(B). The factors that allowed VCERA to recommend that the cashable amount of Flex Credit be included in compensation earnable, as set forth above, are therefore not present under the new structure, because all members in a particular bargaining unit are not receiving the same "compensation" in the first instance – they are electing to receive, in a given year, *either* the Flexible Credit Allowance *or* the Opt-Out Allowance.

Note also that it is the County's responsibility to report to VCERA the "compensation earnable" paid to each member, and to remit employer and employee contributions on that compensation earnable. (Govt. Code §31582.) Because the Flexible Credit Allowance is not reported as "Earnings" on the paychecks of those who opt out, retirement contributions cannot be taken on the difference between the higher amount of Flexible Credit Allowance and the lower amount of the Opt-Out Allowance actually paid, as that is fictional or imputed compensation. Member contributions may be taken only on amounts that are *paid to* the member and qualify as "Compensation Earnable." The baseline amount that is *paid* to all members in a bargaining unit (i.e., the "Compensation") is, therefore, the amount of the Opt-Out Allowance.

Conclusion

In sum, the Opt-Out Allowance is what VCERA has determined to be the "Maximum Baseline Cashable Flexible Benefit" and is the amount under the new Flexible Benefit Program structure recommended as included in Compensation Earnable. The Opt-Out Allowance is the maximum baseline amount that all similarly-situated members of a member's grade or class may receive thereunder in cash in a given year, and is not subject to variation by a member's ad hoc election each year that is unrelated to their job duties, and thus it is neither an in-kind conversion nor an ad hoc payment to an individual that is to be excluded from compensation earnable under Government Code section 31461, subd. (b)(1)(A) and/or (B). This determination avoids variation in pensions based on medical plan election choices and avoids manipulation to increase the cash received in the final compensation measurement period. (See *Alameda County Deputy Sheriff's Association v. Alameda County Employees' Retirement Association* (2020) 9 Cal.5th 1032, 1061.)

[PROPOSED] RESOLUTION OF THE BOARD OF RETIREMENT OF VENTURA COUNTY EMPLOYEES' RETIREMENT ASSOCIATION REGARDING CORRECTION OF PENSIONABILITY OF BENEFITS UNDER COUNTY OF VENTURA'S FLEXIBLE BENEFITS PROGRAM

WHEREAS, the Ventura County Employees' Retirement Association ("VCERA") and its Board (the "Board") are governed by the County Employees Retirement Law of 1937 (Government Code sections 31450, *et seq*.) ("CERL") and the Public Employees' Pension Reform Act of 2013 (Government Code sections 7522, *et seq.*) ("PEPRA").

WHEREAS, the Board is required by CERL to determine "compensation" and "compensation earnable" for VCERA members who entered membership in VCERA before January 1, 2013, or who entered membership in another California public retirement system before January 1, 2013 and become eligible for reciprocity with VCERA ("Legacy Members").

WHEREAS, in the case of *In Re Retirement Cases* (2003) 110 Cal.App.4th 426, to which VCERA and the County of Ventura ("County") were parties, the superior court issued a ruling on July 20, 2000, stating that "insurance-related benefits," including "employer payments into flexible benefit plans" are benefits of insurance coverage, not cash, and "[a]s such, it is an in-kind advantage." The ruling further stated that cash payments to employees from a flexible benefit plan in lieu of health benefits is cash remuneration and constitutes "compensation." The court of appeal affirmed all aspects of the superior court's ruling and concluded that public retirement systems therefore "need not" include in-kind advantages in the calculation of retirement benefits. Specifically, the court in *In re Retirement Cases* stated, "We conclude that the Legislature has expressed its intent not to include employer payments into flexible benefits plans and payments of insurance carrier premiums as "compensation" under CERL . . . . Accordingly, we conclude the trial court properly found that CERL did not require these payments to be included in the calculation of retirement benefits." *In re Retirement Cases* at p. 481. The court of appeal did not address the question of whether retirement boards had the discretion to include flexible benefit payments in compensation earnable, even though the retirement boards were not required to do so.

WHEREAS, on July 30, 2020, the California Supreme Court filed a decision entitled *Alameda County Deputy Sheriffs' Association v. Alameda County Employees' Retirement Association* (2020) 9 Cal.5th 1032, 1070 ("*Alameda*"), which stated, in pertinent part, that "there is no indication . . . that a local board," such as the VCERA Board, "has the discretion to include the monetary value of in-kind benefits," in the determination of retirement allowances. The Supreme Court also expressly "disapproved" footnote 6 of *Guelfi v. Marin County Employees' Retirement Assn.* (1983) 145 Cal.App.3d 297 ("*Guelfi*"), stating "we reject [*Guelfi's*] open-ended concept of compensation earnable . . . The term 'compensation,' as used in section 31461, is . . . statutorily defined: It is an employee's 'remuneration paid in cash' and expressly excludes the 'monetary value' of benefits paid in kind. (§31460) Nothing in those definitions hints either that they are intended merely to establish a minimum, rather than to serve as a comprehensive definition, or that they may be implemented at the discretion of a local retirement board." *Alameda* at p. 1070. *Alameda* further holds that retirement boards, such as the VCERA Board, have no discretion to include benefits in Legacy Members' compensation earnable or in PEPRA Members' pensionable compensation that CERL, PEPRA, or other applicable statutes do not permit to be included (the "*Alameda* Exclusions").

WHEREAS, by an "*Alameda* Implementation Resolution" adopted and approved by the Board on October 12, 2020, the Board followed the *Alameda* Court's directive and stated that "all portions of Flex Credit that may not be provided to members in cash under a participating employer's rules applicable during the pertinent time period" ("In-Kind Only Flex Credit") fall within the definitions of *Alameda* Exclusions, and that the Board thus has no discretion to include In-Kind Only Flex Credit in VCERA members' retirement benefit calculations, even though it has historically included all Flex Credit in the calculation of its Legacy Members' "compensation earnable". However, the Board deferred implementation of the *Alameda* Exclusions applicable to In-Kind Only Flex Credit, under paragraphs 3, 6 and 9 of the *Alameda* Implementation Resolution, to seek judicial resolution of the matter through the declaratory relief action, *Ventura County Employees' Retirement Association v. County of Ventura, et al.* (Case No. VENCI00546574) ("*VCERA v. County of Ventura, et al.*").

WHEREAS, an Ad Hoc Litigation Committee of Board members recommended to the Board at its February 22, 2021 meeting that it adopt a Resolution Implementing Non-Pensionability of In-Kind Only Flex Credit, and in response numerous stakeholders objected citing, among other things, pending proposed legislation, which, if adopted as then presented, would permit VCERA to continue including In-Kind Only Flex Credit in the compensation earnable of Legacy Members.

WHEREAS, on June 14, 2021, the court in *VCERA v. County of Ventura, et al.*, sustained the County's demurrer to VCERA's cause of action requesting declaratory relief regarding In-Kind Only Flex Credit, having concluded that the issue was not able to be adjudicated unless the Board took specific action with respect to In-Kind Only Flex Credit that other parties to the litigation disputed.

WHEREAS, on July 26, 2021, the Board adopted a "Resolution Regarding Pensionability of Flex Credit Pending AB 826," which addressed the Flex Credit provided to those VCERA Legacy Members within benefit plans administered by County, and the Board determined that while the proposed legislation that numerous stakeholders supported, Assembly Bill 826 (2021-2022) ("AB 826"), was pending, VCERA would include Flex Credit in compensation earnable at the lowest amount that is provided to all persons in an individual member's bargaining unit or unrepresented group during the final compensation period ("AB 826 Flex Credit Resolution").

WHEREAS, AB 826 was vetoed by Governor Newsom on September 29, 2022, and the Governor's veto letter critiques the bill because it "expands the definitions of 'compensation' and 'compensation earnable' in [CERL] . . . to include an employee's flexible benefit allowance," notes sympathy to "workers who may see a reduction in their anticipated pension because of prior misinterpretations of what constitutes 'compensation' and 'compensation earnable'" but concludes that AB 826 would "inappropriately incentivize noncompliance with [PEPRA]" and "attempt[s] to circumvent recent court decisions, undermine the intent of PEPRA and expose the local governments to increased costs and litigation."

WHEREAS, at the October 24, 2022 regular meeting of the Board, both the County and representatives of various unions requested that the Board continue to delay implementation of *Alameda* with respect to Flex Credit while the County and the unions negotiated new terms for the provision of that benefit, and the Board voted to postpone consideration of the topic until its first business meeting in April 2023.

WHEREAS, the County currently provides a Flexible Credit Allowance ("FCA") to all regular employees by bargaining unit under a structure ("Flexible Credit Allowance for All" ("FCA-A")), that is either (i) a flat amount given to all full-time members or (ii) a tiered amount based on the number of dependents; for employees who choose to opt out of the County-provided medical coverage, an Opt-Out Fee ("OOF") is subsequently deducted from the FCA; the maximum baseline cashable amount ("Maximum Baseline Cashable Amount") under the FCA-A that all similarly situated members of a member's grade or class may receive thereunder in a given plan year is the flat or "employee-only" FCA minus the lesser of the OOF or the lowest-priced healthcare plan.

WHEREAS, the County is in the process of implementing a new Flexible Benefits Program allowance structure ("Flexible Credit Allowance or Opt-Out Allowance" ("FCA/O")) that will be implemented as soon as administratively possible, which provides a new "Medical Plan Opt-Out Option" for members who opt out, in which they do not receive an FCA nor are they charged an OOF, but rather they receive an Opt-Out Allowance ("OOA"), while other members who opt in continue to receive an FCA; the OOA is the Maximum Baseline Cashable Amount under the FCA/O that all similarly situated members of a member's grade or class may receive thereunder in a given plan year and is not subject to variation by a member's ad hoc election each year that is unrelated to their job duties. (Gov. Code §31461, subd. (b)(1)(A) and/or (B), excluding in-kind conversions and ad hoc payments from compensation earnable.)

WHEREAS, VCERA's participating employer the Ventura Regional Sanitation District ("VRSD") has a cafeteria plan, but VRSD and its employees did not pay contributions to VCERA on the full value of the cafeteria plan as of July 30, 2020 or thereafter, and instead has paid retirement contributions only on the portion of the cafeteria plan that members were permitted to receive directly in cash; accordingly, this Resolution ("Flexible Benefits Correction Resolution" or "this Resolution")) does not impact Legacy Members as to their employment by VRSD, regardless of their retirement date, and VCERA will continue to include in compensation earnable the portion of their cafeteria plan benefit that such Legacy Members were permitted to receive in cash.

WHEREAS, California law does not support retirement boards providing a "window period" during which members may retire with allowances calculated to include benefits that are not pensionable after *Alameda*'s disapproval of *Guelfi* footnote no. 6. See, e.g., *City of San Diego v. San Diego City Employees' Retirement System* (2010) 186 Cal.App.4th 69 ("window period" during which the retirement board knowingly permitted members to purchase service credit at unlawfully low rates was illegal). California law does, however, support a retirement board's discretionary determination that, when the totality of circumstances so warrant, it need not recoup all amounts it has overpaid to retirees directly from them, and such amounts may be returned to the retirement system through employer payments on the unfunded actuarial accrued liability ("UAAL"). See *City of Oakland v. Oakland Police and Fire Retirement System* (2014) 224 Cal.App.4th 210*; In Re Retirement Cases*, *supra,* 110 Cal.App.4th 426.

WHEREAS, this Flexible Benefits Correction Resolution is intended to comply with the requirements of the Internal Revenue Code of 1986, and the regulations issued thereunder, as applicable.

NOW, THEREFORE BE IT RESOLVED, that the VCERA Board declares the following:

1. The foregoing Recitals are incorporated herein by reference.

2. This Flexible Benefits Correction Resolution directs that, subject to the caveats in paragraph no. 3 below, for Legacy Members who retired, or will retire, on or after July 30, 2020 ("Post-*Alameda* Legacy [Active, Deferred and Retired] Members"), VCERA will require member and employer contributions on, and pay retirement allowances based on, only the portion of any cafeteria plan benefit that such members could receive directly in cash, and limited to the maximum cashable amount permitted to be provided to everyone in the same grade or class of positions. For clarification, the determination of the Maximum Baseline Cashable Amount will be made as follows:

A) Under the Flexible Credit Allowance for All (FCA-A) structure, the Maximum Baseline Cashable Amount is the flat or "employee-only" flexible credit allowance (FCA) minus the lesser of the opt-out fee (OOF) or the lowest-priced healthcare plan.

B) Under the Flexible Credit Allowance or Opt-Out Allowance (FCA/O) structure, the Maximum Baseline Cashable Amount is the Opt-Out Allowance (OOA).

3. With respect to Post-*Alameda* Legacy Retired Members and their beneficiaries (collectively "Retirees"), VCERA will determine, as soon as administratively feasible, the member contributions paid on In-Kind Only Flex Credit ("Overpaid Contributions") with compound interest per annum (at a rate to be determined by the Board) ("Interest") to be refunded as the result of the correction required by this Flexible Benefits Correction Resolution, offset by any overpaid benefits such Retirees already have received as the result of the inclusion of In-Kind Only Flex Credit ("Overpaid Benefits"), plus Interest, in accordance with requirements under the Internal Revenue Code and other applicable law; provided, however, for good cause shown that the Retirees, as a whole, did not cause the delay in the Board's implementation of this Flex Credit Correction Resolution and would be unduly burdened by recoupment of funds from them, the Board hereby exercises its lawful discretion to limit its recoupment from Retirees of any Overpaid Benefits that they have received, and will receive, plus Interest, prior to VCERA correcting their retirement allowance distribution in accordance with this Resolution, to the referenced offset against their Overpaid Contributions, plus Interest. All remaining Overpaid Benefits will be returned to VCERA through employer payments on the UAAL.

4. With respect to Post-*Alameda* Legacy Active Members ("Active Members"), VCERA will determine, as soon as administratively feasible, the Overpaid Contributions, together with Interest, to be refunded as the result of the correction required by this Flexible Benefit Correction Resolution. VCERA will communicate amounts due to the Active Members, and then provide those amounts, either through direct payments or rollovers to the Active Members, or through the County or their other VCERA participating employer if any, as soon as practicable and in accordance with applicable tax law. For clarification, member and employer contributions as to Active Members are only to be paid on the Maximum Baseline Cashable Benefit, and retirement allowance calculations as to Active Members will include only the applicable Maximum Baseline Cashable Benefit to members. For further avoidance of doubt, all Flexible Benefits-related remuneration, whether provided in cash or in-kind, will continue to be excluded from the retirement allowance calculations of PEPRA members as required by Government Code section 7522.34, subd. (c)(1), (2), (3), (7), (11) and/or (12).

5. With respect to Post-*Alameda* Legacy Deferred Members ("Deferred Members"), VCERA will determine, as soon as administratively feasible, the Overpaid Contributions, plus Interest, to be refunded to members as the result of the correction required by this Resolution. VCERA will communicate amounts due to the Deferred Members, and then provide those amounts, either through direct payments or rollovers, or, if neither are elected by the Deferred Member(s), then with the Deferred Members' retirement or other allowance, or with a refund of all Overpaid Contributions, plus Interest, due to the Deferred Members or their beneficiaries, as is applicable.

6. The AB 826 Flex Credit Resolution and all other Board actions relating to Flex Credit are hereby rescinded to the extent they are inconsistent with this Flexible Benefits Correction Resolution. For avoidance of doubt, the limitation in the AB 826 Flex Credit Resolution of compensation earnable to the "lowest amount that is provided to all persons in an individual member's bargaining unit or unrepresented group during the final compensation period," remains in effect to the extent that amount is the Maximum Baseline Cashable Benefit.

____
Mike Sedell, Chair of the Board

VCERA
VENTURA COUNTY EMPLOYEES' RETIREMENT ASSOCIATION

March 27, 2023

Board of Retirement
Ventura County Employees' Retirement Association
1190 South Victoria Avenue, Suite 200
Ventura, CA 93003-6572

Dear Board Members:

On Monday, March 6, 2023, an on-site due diligence visit with personnel of Western Asset Management Company (WAMCO) was conducted at WAMCO's Pasadena, California headquarters. In attendance were VCERA General Counsel Lori Nemiroff, CIO Dan Gallagher, and observer Sam Worley.

On Tuesday, March 7, 2023, an on-site due diligence visit with personnel of PIMCO was conducted at PIMCO's Newport Beach, California headquarters. In attendance were VCERA Board Member Robert Ashby, General Counsel Lori Nemiroff, CIO Dan Gallagher, and observer Sam Worley.

March 6, 2023

<u>WAMCO</u>

385 East Colorado Blvd.
Pasadena, California 91101

Personnel

Nicholas (Nick) Mastroianni, CFA, *Portfolio Manager*; ***Porntawee Nantamanasikarn,*** *Ph.D., Portfolio Risk Manager;* ***Ivor Schucking and Rene Ledis****, Senior Research Analysts;* ***Thomas Hawes,*** *Chief Information Security Officer;* ***Marzo Bernardi****, Director of Global Client Service and Marketing;* ***Henry Hamrock,*** *Head of Public/ Multi-Employer Relationships*

Firm Update

We began our meeting with WAMCO at approximately 8:00 am with an introduction by Henry Hamrock, and a physical tour of WAMCO's Trading Floor, Investment, Risk Management, IT, and Legal and Compliance departments. Following the tour, Henry gave a brief overview of the organization including history, ownership, and core values. He pointed out that WAMCO doesn't use a "star system" of investment management, but rather a team-based approach.

Core-Plus Bond Portfolio and Enhanced Equity (Portable Alpha) Index/Overlay Portfolio

We next met with Nick Mastroianni who presented WAMCO's market outlook and reviewed the Core Plus and Enhanced Equity Index/Overlay Solution portfolios. Nick described their investment process, which is a combination of top-down decisions, driven by

WAMCO's Broad Markets and Global Committees; and bottom-up fundamental analysis by the firm's analysts. He noted that portfolio managers, analysts, and traders sit in close proximity in order to share ideas. He also noted how portfolio managers, analysts, and risk managers work together to ensure minimal returns dispersion between accounts with similar mandates.

Nick said that the investment team evaluates a variety of different metrics including yield curve positioning, sectors and securities credit spreads, duration, convexity, etc. He said that although they hold some emerging markets bonds, currency management is a separate decision. He noted that VCERA's emerging markets and foreign currency exposure is very low.

Nick spoke about WAMCO's view of the current market environment, including traditional vs current correlations between equity and fixed income. He emphasized that 2022 was unique, combining persistent inflation with equities down 18% and bonds down 13%. WAMCO anticipated inflation would be transitory, supply chains would be resolved, consumer demand would fall, and the Fed would slow their interest rate increases. But WAMCO got that wrong.

Looking forward in 2023, Nick said the data suggested a slow-down in inflation, and US GDP growth at about 2%. The firm believes that valuations in publicly traded fixed income are now back to attractive levels and he expects to see investor demand for fixed income investments increase with the current higher rates. WAMCO believes that we will see only a minor recession because of the current state of healthy individual and corporate balance sheets.

In respect to the impending debt ceiling crises, he thought political gamesmanship and maneuvering would take the impasse to the 11th hour, but it will be resolved. Finally, Nick acknowledged that a lot of money has left public markets for private markets, but believed that the current higher yields will make public markets more attractive than the illiquid and opaque private markets.

Risk Management
Next we were joined by Portfolio Risk Manager Porntawee Nantamanasikarn. Porntawee discussed WAMCO's risk management organization, its approach to risk, and systems involved. He said WAMCO was a value manager, and therefore the firm's biggest risk was if they were wrong about value. He noted that WAMCO was wrong on their inflation view in 2022 and investment performance was negatively impacted. The Risk Group captures many risk factors in their proprietary risk system WISER, and the system's output shows how each factor is affecting portfolio risk. He observed that portfolio managers and credit analysts consider risk more generally, and then it's the risk team's job to delve into the detail. Porntawee said that specialization within the firm was encouraged, and the risk function has provided him a rewarding career path. He said that although the Risk Group was sometimes required to be the bearer of bad news, Compliance was most often the "bad cop".

Research
We next met with Senior Research Analysts Ivor Schucking and Rene Ledis. Ivor spoke of the value of banks, and WAMCO's universe of banks (85 major banks across 20 countries). He explained that they are overweighted in the banking sector, but that risk is mitigated by investing in only the largest and best banks, while foregoing smaller and regional banks. Ivor gave examples of several banks they liked and were overweight vs index weightings, and several that they avoided. Ivor told how the WAMCO culture was very supportive for credit analysts. He added that credit and risk often work closely together, and ultimately credit analysis serves a risk function as well. In practice, investment recommendations are based on fundamentals, while the portfolio manager is responsible for position sizing.

Rene, a Senior Oil and Gas Research Analyst spoke about the green energy transition, noting that it will take significant time. He also noted that in light of the war in the Ukraine, "energy security" has taken on a renewed focus. He said that demand for hydrocarbons in emerging markets continues to grow, and that the green energy offset will be tested by pollutants from oil, steel, and coal which are needed for building. He explained that although aggressive political and regulatory efforts are underway around the world to rapidly decarbonize, the cost of decarbonization will be in the multi trillion dollar range.

In terms of energy transitioning, Rene believed the key would be battery generation and extending battery life. Rene briefly discussed the lithium-ion battery which is considered old technology, the impact of EV makers, and the difficulty of recycling or disposing of old batteries.

We next spoke about WAMCO's use of research from credit rating agencies. Although the team observed that rating agencies are always looking for profitability and default statistics, they felt that rating agency information contained some value.

Information Technology
We adjourned to WAMCO's data security room for a facility tour conducted by Chief Information Security Officer Tom Hawes. While we watched on LED monitors, we could see real time cyberattacks, and how WAMCO was being protected while cyber security data was collected. Tom emphasized how information technology and data security played an important role throughout the organization. He explained that employees are regularly trained and are constantly tested with phishing emails, enhanced phishing, and ever more sophisticated attempts.

WAMCO – the Business
Our final meeting was with Marzo Bernardi, head of client service and marketing. We discussed WAMCO's ownership, business structure, decision making process and financials. Marco spoke about business flows, firm risk, ESG, planned new product initiatives, controls on personal trading, conflicts of interest, and hiring practices. We concluded our meeting at approximately 1:00 pm.

March 7, 2023

PIMCO

650 Newport Center Drive
Newport Beach, California 92660

Personnel
Candice Stack, Managing Director and Head of Client Management for the Americas; **Chris Neumeyer**, Exec. Vice President and Portfolio Manager; **Andy Mark**, Sr. Vice President and Product Specialist; **Jamie Weinstein**, Managing Director and Portfolio Manager; **Carol Ma**, Vice President and Portfolio Manager; **Jodi Pullman**, Senior Vice President, Business Continuity Program Manager; **Lorenzo Alvarado**, Sr. Vice President (remote from New York), Global Information Security Officer; **Erica Kinsella**, Senior Vice President, ESG Strategist; **Rich Clarida**, Managing Director, Global Economic Advisor; **Mike Cudzil**, Managing Director, Portfolio Manager, **Kevin Gray**, Executive Vice President, Account Manager; and **Catharine Roddy**, Senior Associate, Institutional Client Service.

Firm Update
We began our meeting with PIMCO at approximately 8:00 am with an introduction by Candice Stack, Kevin Gray, and Catharine Roddy who noted that PIMCO currently manages $1.7 trillion in assets, and provided an update on where PIMCO is focused and is deploying resources. Candice discussed product demand growth and flows across PIMCO's client base, including a growing interest in publicly traded fixed income in the current higher yielding interest rate environment. Candice also touched on pending and resolved litigation. Finally, she noted there were no regulatory compliance issues since VCERA's last due diligence at PIMCO in 2016.

Credit Opportunities Fund (COF) III and (COF) IV
Next we met with Chris Neumeyer and Andy Mark. Chris gave an update on COF III and private credit opportunities, noting that higher rates are putting increasing pressure on private equity as many companies did not hedge their floating rate interest exposure on their loans. Chris said that COF III is defensively positioned with rigorous covenants around senior loans which provide asset coverage and collateral protection. Although early days for COF IV, Chis sees compelling opportunities with excessive corporate leverage within a challenging market environment. He also foresees increasing liquidity requirements from existing lenders position COF IV to be a solutions provider in distressed situations. Finally, Chris shared some examples of successes, some that are progressing according to plan, and one that is being worked out.

Private Income Fund (PIF)
Jamie Weinstein began by discussing key differences between the COF funds and PIF. He explained that PIF spans the best ideas of PIMCO's top managers across commercial real estate, residential, corporate, and specialty finance disciples, plus rotating members from other areas.

Investments are targeted that are generally higher in the capital structure than those considered for the COF funds. He noted that PIF was focused on income generation, with a current yield of 13% as of December 31 2022. Jamie noted that PIF is an evergreen open-ended fund. He described the benefits of an open-ended fund vs those of a closed-end fund, and explained that the PIF fund is characterized by a "slow-pay" structure to enable payment of redemptions without disadvantaging remaining investors.

Trading Floor Tour
At about 9:45 AM, Carol Ma, Vice President and Portfolio Risk Manager took the group on a tour of PIMCO's trading floor which was segmented by different teams across qualitative and quantitative risk, portfolio analysis, economists, traders, etc. She described many different types of risk including investment and operational, strategies of risk identification and guard rails, and described some of the tools and application programs used to protect data and systems.

Business Continuity Program
Jodi Pullman provided an overview of PIMCOs business continuity program which falls under the oversight of PIMCO's Risk Committee. She explained that PIMCO has a Crisis Management Teams Organizational structure to respond to business continuity events. She described various areas of focus including plan maintenance, recovery strategies (including work-space recovery sites), systems & infrastructure, regular testing, and ongoing diligence of key vendors.

Jodi highlighted the continuous improvements PIMCO is making to the program, particularly:
- Implementation of new backup data center
- Implementation of risk intelligence monitoring of all PIMCO global offices
- Added additional floors in Newport Beach office to be supported by a backup generator

Cybersecurity Program Overview
Lorenzo Alvarado briefly described his background in law enforcement, and described key areas of cyber risk for him and his team as PIMCO's head of information security. Lorenzo described how their Security Operations Center provided 365/24/7 monitoring, detection, and response capabilities for all cyber threats in real time. As part of the structure, PIMCO also has a Vulnerability Management Program supported by Ernst and Young. Lorenzo also explained that in addition to PIMCO maintaining a dedicated IT security process and team, PIMCO employees are expected to remain vigilant and take ownership of their part for PIMCO's cybersecurity. PIMCO's employees are all subject to regular mandatory training, and the security team regularly conducts penetration testing and pfishing exercises for employees. Finally, Lorenzo emphasized that PIMCO places a huge focus on continuous technology investment, but particularly in the area of cybersecurity.

Energy Transition
Erica Kinsella discussed PIMCO's approach to energy in an ESG context. Erica observed that PIMCO first and foremost is a fiduciary, with a fiduciary responsibility to manage client assets prudently.

Erica observed that ESG means different things to different people, and that PIMCO offers a wide pallet of investment options, including some dedicated ESG specialty products to meet the demands of clients seeking to achieve their goals in accordance with their specific objectives. However, PIMCO's overarching investment philosophy and approach is to achieve the highest risk-adjusted returns. In non-ESG specialty products, PIMCO evaluates investment opportunities from an opportunities and risk perspective, with many factors, including ESG, as potential areas of risk.

Following an energy transition discussion, our group joined a Macro Outlook and Discussion and interview of former Federal Reserve Vice Chairman and current PIMCO Global Economic Advisor Rich Clarida, with PIMCO Senior Portfolio Manager Mike Cudzil.

We concluded out visit around 1:30 pm.

Summary

As is normal practice for on-site due diligence visits, our team came prepared with questions and each meeting was fully interactive. We found each of the firms' representatives to be forthcoming with information and responsive to our questions; and we were impressed with the people we met.

We found no due diligence concerns with either WAMCO or PIMCO.

Respectfully submitted,

Robert Ashby, VCERA Trustee
Lori Nemiroff, VCERA General Counsel
Dan Gallagher, Chief Investment Officer