

# PRIVATE MARKETS PROGRAM OVERVIEW

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## San Jose Federated City Employees' Retirement System

**PUBLIC VERSION**

September 30, 2013



**Please note:** All portfolio holdings and some other information have been removed from this report in order to allow its public release.

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- 1. Private Equity Program**
- 2. Private Real Estate Program**
- 3. Private & Opportunistic Debt Program**
- 4. Appendices**
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## Private Equity Program

**Introduction**  
**As of September 30, 2013**

The purpose of this document is to offer a comprehensive review of the Retirement System's private equity investments. It is divided into three sections: Market and Industry Analysis, Executive Summary, and Aggregate Private Equity Portfolio. The Market and Industry Analysis is a broad overview of the private equity industry. The final two sections are a review of the San Jose Federated City Employees' Retirement System's private equity partnership investments on both an aggregate and individual basis.

As of September 30, 2013, the San Jose Federated City Employees' Retirement System had committed \$155.6 million to six partnerships (two fund of funds, three secondary funds, and one buyout fund). The reported fair value of the aggregate Private Equity Program was \$98.7 million at September 30, 2013.

**Aggregate Private Equity Program<sup>1</sup>**

<b>Number of Partnerships</b>	6
<b>Committed Capital<sup>2</sup></b>	\$155.6 million
<b>Capital Called</b>	\$121.5 million
<b>Distributions</b>	\$56.1 million
<b>Reported Value</b>	\$98.7 million
<b>Total Value Multiple</b>	1.3x
<b>Net IRR<sup>3</sup></b>	6.2%

<sup>1</sup> Throughout this report, numbers may not sum due to rounding.

<sup>2</sup> One of the partnership commitments is made in a foreign currency. This total reflects committed capital in dollars, adjusted for foreign currency exchange rates, as of the report date.

<sup>3</sup> Net IRR is net of fees, expenses, and carried interest for each partnership.

## **Market and Industry Analysis**

### **As of September 30, 2013**

**Buyout activity increased during the quarter and was approximately the same as Q3 2012.**

- Fundraising activity has been better than expected and some very large funds have gotten traction in the market. Overall, 2013 and 2014 might end up as the best fundraising years since 2008.
- Q3 2013 registered a record for dividend recapitalization transactions exceeding the prior record set in Q2 2013.
- The buyout of Dell was the largest buyout since 2008, and was completed in August 2013 after a lengthy process which included Silver Lake increasing its offer price.
- Buyout managers continue to show remarkable purchase price discipline amidst rising public market valuations and internal pressure to deploy capital.
- The deal-making environment in Europe remained weak. For Europe, 2013 may end up being one of the slowest deal-making years of the last decade.
- Venture capital activity remained steady but consumer and social-media focused companies ceded ground to enterprise and security sectors. It appears that there are fewer high-quality consumer and social-media companies. The ones that are established, however, demand rich valuations. For example, Uber, a ride-sharing company, raised capital at over \$3 billion in valuation during the quarter.
- IPO activity for venture-backed companies remains positive and Twitter filed to go public towards the end of Q3 2013.
- Emerging markets deal-making activity was slow as many countries experienced significant currency depreciation during the quarter. The political and economic climate for investing in these countries has been weaker for the past 12 to 18 months. However, valuations appeared attractive.

**Private Equity Program  
As of September 30, 2013**



**Executive Summary**  
**As of September 30, 2013**

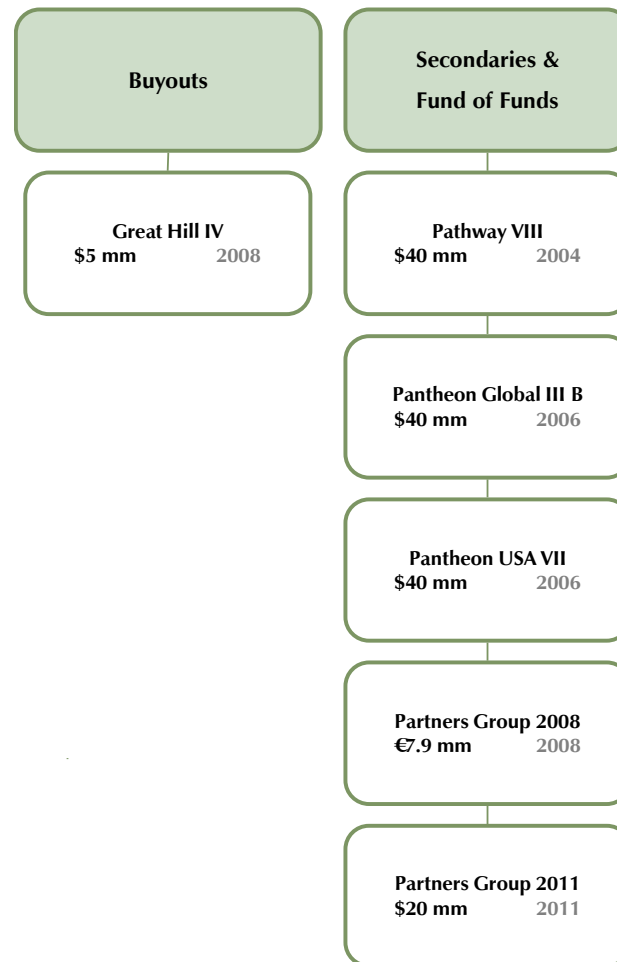
**The Retirement System did not make any new commitments during the third quarter of 2013.**

**In aggregate, \$1.1 million of capital was called from the Retirement System during the third quarter of 2013 by the underlying partnerships.**

- Partners Group Secondary 2011 called \$0.9 million from the Retirement System to fund several secondary transactions as well as to fund existing underlying partnership investments.
- Pathway Private Equity Fund VIII called \$0.1 million to fund existing underlying partnership investments.
- Great Hill Equity Partners IV called \$0.1 million to fund two follow on investments.

**Distributions received by the Retirement System from underlying partnerships during the third quarter totaled \$3.2 million.**

- Pantheon Global Secondary Fund III 'B' distributed \$1.4 million largely from underlying partnerships.
- Pathway Private Equity Fund VIII distributed \$1.0 million of proceeds from the portfolio's underlying partnerships.
- Pantheon USA Fund VII distributed \$0.6 million of proceeds from underlying partnerships.
- Partners Group Secondary 2008 distributed \$0.3 million of proceeds from several of its underlying partnerships.



- The chart above shows current commitments made to partnerships by the Retirement System.

**Aggregate Private Equity Portfolio  
As of September 30, 2013**

## San Jose Federated City Employees' Retirement System Private Equity Program

## Aggregate Program Performance Summary as of 9/30/13

	Investment Strategy	Capital Committed (\$ mm)	Total Contributions Paid to Date (\$ mm)	Unfunded Commitment (\$ mm) <sup>1</sup>	Total Distributions Received to Date (\$ mm)	Reported Fair Value (\$ mm)	Reported Fair Value Plus Distributions (\$ mm)	Net IRR (%) <sup>2</sup>	Inv. Multiple (x) <sup>3</sup>
<b>Total Program</b>		<b>155.6</b>	<b>121.5</b>	<b>35.2</b>	<b>56.1</b>	<b>98.7</b>	<b>154.7</b>	<b>6.2</b>	<b>1.3</b>
<b>Vintage Year 2004</b>		<b>40.0</b>	<b>38.1</b>	<b>1.9</b>	<b>25.4</b>	<b>26.0</b>	<b>51.4</b>	<b>6.4</b>	<b>1.3</b>
Pathway Private Equity Fund VIII	Fund of Funds	40.0	38.1	1.9	25.4	26.0	51.4	6.4	1.3
<b>Vintage Year 2006</b>		<b>80.0</b>	<b>65.4</b>	<b>14.6</b>	<b>24.0</b>	<b>54.2</b>	<b>78.2</b>	<b>4.6</b>	<b>1.2</b>
Pantheon Global Secondary Fund III 'B'	Secondary	40.0	36.0	4.0	18.2	20.6	38.8	1.8	1.1
Pantheon USA Fund VII	Fund of Funds	40.0	29.4	10.6	5.8	33.7	39.5	8.2	1.3
<b>Vintage Year 2008</b>		<b>15.6</b>	<b>13.2</b>	<b>3.3</b>	<b>6.3</b>	<b>12.2</b>	<b>18.5</b>	<b>13.8</b>	<b>1.4</b>
Great Hill Equity Partners IV	Buyout	5.0	4.0	1.0	2.9	2.9	5.7	20.1	1.4
Partners Group Secondary 2008 <sup>4</sup>	Secondary	10.6	9.2	2.4	3.5	9.3	12.8	12.0	1.4
<b>Vintage Year 2011</b>		<b>20.0</b>	<b>4.8</b>	<b>15.3</b>	<b>0.4</b>	<b>6.3</b>	<b>6.7</b>	<b>NM</b>	<b>1.4</b>
Partners Group Secondary 2011, L.P.	Secondary	20.0	4.8	15.3	0.4	6.3	6.7	NM	1.4

<sup>1</sup> Unfunded Commitment amounts are an approximation due to the inclusion of recallable distributions.

<sup>2</sup> The Net IRR calculation was performed by Meketa Investment Group. Total Program IRR is net of fees, expenses, and carried interest for each partnership. Partnership and Vintage Year IRRs are net of partnership fees.

<sup>3</sup> The Inv. Multiple calculation was performed by Meketa Investment Group. Total Program Inv. Multiple is net of fees, expenses, and carried interest for each partnership. Partnership and Vintage Year Inv. Multiples are net of partnership fees.

<sup>4</sup> The Retirement System committed €7.9 million to the Partnership in 2008. The \$10.6 million is an estimated amount based on the contributed capital and unfunded commitment as of September 30, 2013.



The IRR (internal rate of return) and investment multiple are the most meaningful measures of performance for a private equity fund. IRR measures how assets are performing in relation to time. Investment multiple shows the cash on cash return generated on the invested capital by the underlying assets.

The Total Program net IRR increased by 40 basis points during the quarter, from 5.8% to 6.2%. During the quarter, the total reported fair value of the Private Equity Program increased by \$4.2 million, or 4.4%, after adjusting for capital calls and distributions that occurred during the period. Performance was primarily driven by increases in net valuations of Pantheon USA Fund VII, Pathway Private Equity Fund VIII, and Partners Group Secondary 2008.

## **Private Real Estate Program**

**Introduction**  
**As of September 30, 2013**



The purpose of this document is to offer a interim review of the Retirement System's private real estate investments. It is divided into three sections: Market and Industry Analysis, Executive Summary, and Aggregate Private Real Estate Portfolio. The Market and Industry analysis is a broad overview of the economy and the real estate industry through quarter-end. The final two sections are a review of the San Jose Federated City Employees' Retirement System's private real estate partnership investments on both an aggregated and individualized basis.

As of September 30, 2013, the System had invested in seven real estate funds (two core funds and five value-added funds). The total reported fair value of real estate investments was \$120.5 million at September 30, 2013, including \$66.6 million in core real estate and \$54.0 million in closed-end real estate.

**Aggregate Closed-End Private Real Estate Program<sup>1,2</sup>**

<b>Number of Partnerships</b>	5
<b>Committed Capital</b>	\$90.0 million
<b>Capital Called</b>	\$88.2 million
<b>Distributions</b>	\$30.5 million
<b>Reported Value</b>	\$54.0 million
<b>Total Value Multiple</b>	1.0x
<b>Net IRR</b>	-1.2%

<sup>1</sup> Throughout this report, numbers may not sum due to rounding.

<sup>2</sup> Excludes investments in PRISA I and American Core Realty Fund, both of which are open-end vehicles.

## **Market and Industry Analysis**

### **As of September 30, 2013**

**Moderate economic growth has been a tailwind for positive growth across private commercial real estate.**

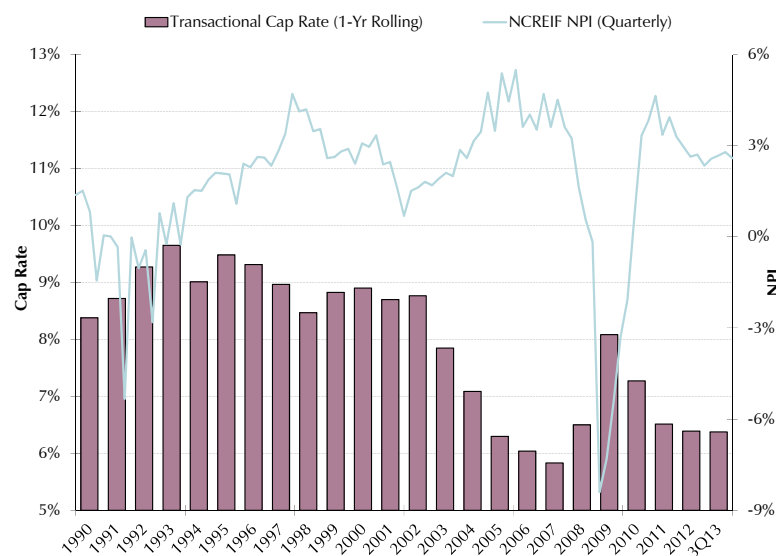
- In the third quarter of 2013, private commercial real estate continued to experience positive returns off a bottom established in late 2009 and early 2010, while public real estate experienced its second consecutive quarter of negative returns for the first time since early 2009. Fundamentals continued to strengthen at the property level, but the pace of recovery slowed. These trends were reflected in the NCREIF Property Index (NPI), NFI-ODCE, and NAREIT Equity's (U.S. REITs) third quarter returns of 2.6%, 3.2% (net of fees), and -3.1%, respectively.
- Over the past four quarters, the NPI returned 11.1%, split between an income return of 5.7% and an appreciation return of 5.1%. While the appreciation return continues to decelerate from a near 7% three-year rate, it remains well above the 20-year annualized appreciation return of 1.7%. Real estate continues to generate outsized returns compared to most other asset types, although stocks were very strong as well with the S&P 500 Index posting a one-year return of 19.3%. Government bonds had a negative return on a one-year basis as tracked by Barclays, while U.S. REITs recorded a 6.2% one-year return, as measured by the NAREIT Equity REIT Index.
- Real estate fundamentals showed strong overall growth during the quarter as the NPI's occupancy rate increased nearly 50 basis points from the prior quarter to 90.7%. The overall occupancy rate is up nearly 300 basis points from the low in 1Q11, but is still nearly 150 basis points lower than in 3Q07. Retail and office recorded the largest occupancy gains among property types, reporting occupancy gains of 67 and 36 basis points, respectively, over the prior quarter; multifamily and industrial occupancy rates increased marginally over the same period. Trailing one-year same store net operating income (NOI) growth increased 3.4%, after rising 3.8% last quarter. Industrial recorded the only increase in NOI from the prior quarter, as a lack of new supply along with rising demand drove NOI growth to 3.1% from 0.4% in the prior quarter. Retail recorded NOI growth of 5.5%, down from 6.5% in the prior quarter, as the sector benefited from strengthening consumer demand, the housing recovery, and a slowdown in store closures. Multifamily recorded NOI growth of 4.1%, down 70 basis points from the prior quarter, which is notable as pent-up demand, an improving job market, and favorable renter demographics are all supporting relatively strong multifamily absorption despite new supply. The office sector is continuing its gradual recovery with NOI growth of 1.6%, down from a 2.8% growth rate the prior quarter. Additionally, the NPI's value-weighted cap rate (appraisal based) declined 13 basis points to 5.4% at the end of the quarter and is now 130 basis points below the recent 4Q09 market trough and nearly 40 basis points above the 3Q08 market peak.

**Third quarter real estate market summary.**

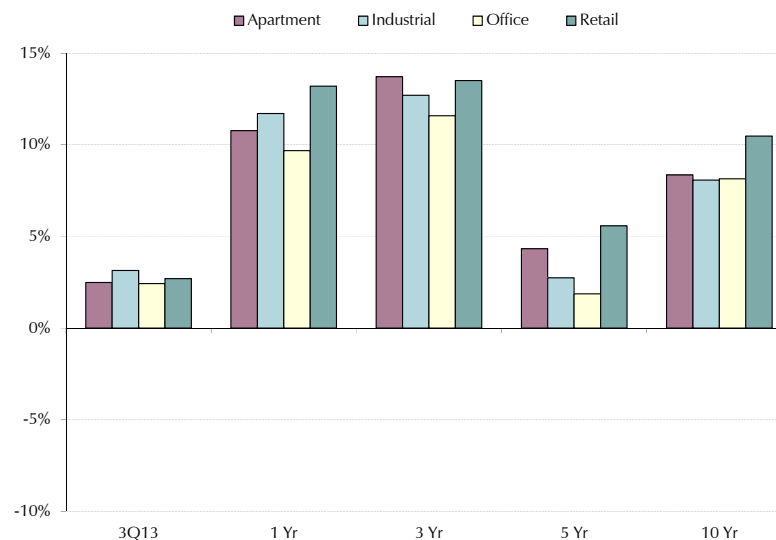
- The latest quarterly estimate of real GDP growth of 4.1% during 3Q13 represented the fastest rate growth in nearly two years, and marked the first time since late 2011 that quarterly GDP growth exceeded 4%. Job growth is an important indicator to evaluate future real estate demand. After averaging almost 200,000 new jobs per month through the first half of 2013, monthly job gains fell to 143k in 3Q13. While uncertainty is expected to continue restraining the pace of hiring, capital investment, and consumer spending, the still-intact housing recovery, private sector resiliency, and an increasingly synchronized, albeit sluggish, global recovery should all outweigh public sector drags on growth and help sustain the U.S. recovery into 2014.
- Real estate capital market activity remained strong in 3Q13, posting the second highest post-recession quarterly transaction volume, with little evidence that the rise in interest rates during 2013 had an impact on either volume or prices. Real Capital Analytics (RCA) reported U.S. volumes for core properties of \$82 billion during 3Q13, exceeding 3Q12 volume by 28% and the prior quarter's volume by 26%. Year to date sales volume of \$241 billion is up 27% from comparable year-earlier levels. At the current pace, sales for all of 2013 should easily exceed 2012 sales volume of \$266 billion. The pricing of deals completed during the quarter was generally in line with that of the prior quarter. This was evidenced by only a four basis point decline in the average capitalization rate to 6.7% in 3Q13 from the prior quarter and 16 basis point decline from 3Q12. The multifamily, office, and retail property sectors all recorded capitalization rate compression of less than 15 basis points each from the prior quarter, while industrial capitalization rates expanded 15 basis points.
- The real estate debt market continued its trend of increased activity as U.S. CMBS issuance during 3Q13 of \$17 billion represented an increase of 33% over 3Q12, but a decline of 21% from the prior quarter. Year to date issuance of \$61 billion is up 96% from comparable year-earlier levels, and at this pace, CMBS issuance for all of 2013 could double 2012 total U.S. CMBS issuance of \$48 billion. Commercial banks also reported increased lending activity as outstanding commercial real estate loans increased \$22 billion from the prior quarter and \$61 billion from 3Q12.

- The FTSE EPRA/NAREIT Developed Global REIT Index returned 2.4% during 3Q13. During the quarter, European and Asia Pacific listed REITs posted positive returns of 10.1% and 7.3%, respectively, while North America REITs returned -2.7%. As of 3Q13, the North America region's dividend yield stood at 3.9%, as compared to 4.0% for Europe, 2.9% for Asia Pacific, 2.1% for S&P 500, and 2.6% for the ten-year U.S. Treasury yield. As the NAREIT Equity's U.S. REITs declined -3.1% during the quarter, U.S. REITs capital raising declined 60% from both the prior quarter and 3Q12 to \$6 billion, and year-to-date equity raises is now in line with the comparable year-earlier levels at \$38 billion. As of 3Q13, the equity market capitalization of the U.S. REIT market totaled \$535 billion and included 138 companies, as measured by the FTSE NAREIT Equity REITs Index, and property securities on a global basis totaled \$1.1 trillion and included 307 companies, as measured by the FTSE EPRA/NAREIT Developed Index.

### Cap Rates vs. Returns<sup>1</sup>



### Property Type Returns<sup>1</sup>



<sup>1</sup> Source: NCREIF Property Index.

**Private Real Estate Program  
As of September 30, 2013**

**Executive Summary**  
**As of September 30, 2013**

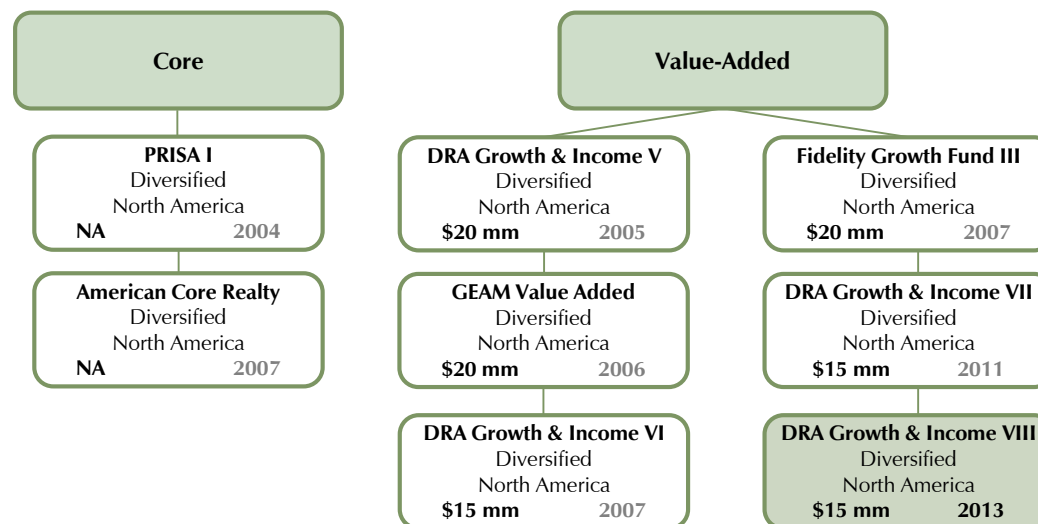
**In aggregate, \$5.4 million of capital was called from the Retirement System during the third quarter of 2013 by the underlying partnerships.**

- American Core Realty Fund called \$3.9 million during the third quarter, excluding reinvested dividends. This was American's final capital call relating to the additional \$11.0 million commitment that the Retirement System made in 3Q12.
- DRA Growth & Income Fund VII called \$1.1 million as the partnership used \$75 million for the initial funding of three new acquisitions and to pay down a portion of the partnership's credit facility.

**In aggregate, \$3.6 million of capital was distributed to the Retirement System by the underlying partnerships during the third quarter of 2013.**

- Fidelity Real Estate Growth Fund III distributed \$2.6 million, as the partnership distributed a total of \$115 million to investors.
- DRA Growth & Income Fund V, VI & VII distributed a total of \$0.6 million from portfolio income.
- American Core Realty Fund distributed \$0.4 million from portfolio income, which was reinvested through their Dividend Reinvestment Program.





- The chart above shows current commitments and investments made to partnerships and strategies by the Retirement System (white boxes), and commitments made subsequent to quarter-end (green boxes).
- A commitment to DRA Growth and Income Fund VIII was made subsequent to the third quarter of 2013 and, as such, is not included in any other sections of this report.

**Aggregate Private Real Estate Portfolio  
As of September 30, 2013**

**San Jose Federated City Employees' Retirement System  
Private Real Estate Program**

**Aggregate Program  
Performance as of 9/30/13**

	3Q13 (%)	YTD (%)	1 YR (%)	3 YR (%)	5 YR (%)	Inception Date	Since Inception (%)
<b>Core Real Estate<sup>1</sup></b>							
PRISA I	3.5	10.0	11.8	14.4	-1.8	7/1/04	5.3
<i>NCREIF ODCE Equal Weighted</i>	3.2	9.2	11.5	13.0	-0.8		5.4
American Core Realty Fund, LLC	3.2	8.8	11.2	12.1	-0.8	1/1/07	1.9
<i>NCREIF ODCE Equal Weighted</i>	3.2	9.2	11.5	13.0	-0.8		1.6

<sup>1</sup> Time weighted returns are only presented for core open-end funds and are reported net of fees.



# San Jose Federated City Employees' Retirement System Private Real Estate Program

# Aggregate Program Performance Summary as of 9/30/13

	Investment Strategy	Capital Committed (\$ mm)	Total Contributions Paid to Date <sup>1</sup> (\$ mm)	Unfunded Commitment <sup>2</sup> (\$ mm)	Total Distributions Received to Date (\$ mm)	Reported Fair Value (\$ mm)	Reported Fair Value Plus Distributions (\$ mm)	Net IRR <sup>3</sup> (%)	Inv. Multiple <sup>4</sup> (x)
Total Closed-end Program		90.0	88.2	6.6	30.5	54.0	84.4	-1.2	1.0
Vintage Year 2005		20.0	30.5	0.0	14.4	18.0	32.4	1.5	1.1
DRA Growth and Income Fund V	Value-added	20.0	30.5	0.0	14.4	18.0	32.4	1.5	1.1
Vintage Year 2006		20.0	18.2	1.8	4.9	2.2	7.1	-16.5	0.4
GEAM Value Add Realty Partners, L.P.	Value-added	20.0	18.2	1.8	4.9	2.2	7.1	-16.5	0.4
Vintage Year 2007		35.0	28.1	1.1	10.3	21.8	32.2	4.3	1.1
DRA Growth and Income Fund VI	Value-added	15.0	10.3	1.1	3.1	10.0	13.1	6.6	1.3
Fidelity Real Estate Growth Fund III	Value-added	20.0	17.9	0.0	7.2	11.8	19.1	2.3	1.1
Vintage Year 2011		15.0	11.4	3.6	0.8	11.9	12.8	14.7	1.1
DRA Growth and Income Fund VII, LLC	Value-added	15.0	11.4	3.6	0.8	11.9	12.8	14.7	1.1

<sup>1</sup> In certain instances, total contributions may exceed the commitment, as a Partnership may reserve the right to recycle capital and/or recall distributions depending upon the terms of its Limited Partner Agreement.

<sup>2</sup> Partnerships may have a recycling provision allowing them to recall distributions. As such, the contributed capital plus unfunded commitments may be higher than the commitment amount.

<sup>3</sup> The Net IRR calculations were performed by Meketa Investment Group. Total Program, Partnership, and Vintage Year IRRs are net of fees, expenses, and carried interest for each partnership but gross of Meketa Investment Group fees.

<sup>4</sup> The Inv. Multiple calculations were performed by Meketa Investment Group. Total Program, Partnership, and Vintage Year Inv. Multiples are net of partnership fees but gross of Meketa Investment Group fees.



The IRR (internal rate of return) and investment multiple are the most meaningful measures of performance for private closed-end real estate funds. The IRR measures how assets are performing in relation to time. The investment multiple shows the cash on cash return generated on the invested capital by the underlying assets.

The Total Closed-End Program<sup>1</sup> net IRR increased by 65 basis points during the third quarter, from -1.8% to -1.2%. The improved performance was driven primarily by increases in the valuations of Fidelity Real Estate Growth Fund III (3.7%), DRA Growth & Income Fund VI (4.7%), and DRA Growth & Income Fund VII (3.0%). During the third quarter, the total reported fair value of the Total Closed-End Program increased by \$1.7 million, or 3.2%, after adjusting for capital calls and distributions that occurred during the quarter. Furthermore, the Aggregate Private Real Estate Program<sup>2</sup> increased by \$3.8 million, or 3.3%, over the same period.

<sup>1</sup> Total Closed-End Program includes all closed-end funds in the real estate program.

<sup>2</sup> The Aggregate Private Real Estate Program includes both open-end and closed-end funds in the real estate program.



## **Private & Opportunistic Debt Program**

**Introduction**  
**As of September 30, 2013**

The purpose of this document is to offer a interim review of the Retirement System's private & opportunistic debt investments. It is divided into three sections: Market and Industry Analysis, Executive Summary, and Aggregate Private & Opportunistic Debt Portfolio. The Market and Industry Analysis is a broad overview of the private debt industry. The final two sections are a review of the San Jose Federated City Employees' Retirement System's private & opportunistic debt partnership investments on both an aggregated and individualized basis.

As of September 30, 2013, the San Jose Federated City Employees' Retirement System had committed \$150.0 million to three opportunistic debt partnerships. The reported fair value of the aggregate Private & Opportunistic Debt Program was \$109.3 million at September 30, 2013.

**Aggregate Private & Opportunistic Debt Program<sup>1</sup>**

<b>Number of Partnerships</b>	3
<b>Committed Capital</b>	\$150.0 million
<b>Capital Called</b>	\$143.0 million
<b>Distributions</b>	\$53.0 million
<b>Reported Value</b>	\$109.3 million
<b>Total Value Multiple</b>	1.1x
<b>Net IRR</b>	9.6%

<sup>1</sup> Throughout this report, numbers may not sum due to rounding.



**Market and Industry Analysis**  
**As of September 30, 2013**

**The U.S. debt market was mostly flat in the third quarter of 2013, following the sharp sell-off at the end of the prior quarter.**

- The market recovered almost half of its prior quarter losses in July, before uncertainty again took hold and held down further gains. The average price of high yield corporate debt ended the quarter essentially flat over the prior quarter, at just below \$102.
- The high yield spread over treasuries finished the quarter at 460 basis points, down approximately 30 basis points from the prior quarter.
- Treasury yields remained well off their lows from the prior year and the ten-year yield spiked to almost 3.0% during September, before retreating back to end the month at 2.64% when the Fed announced that it would not begin tapering quantitative easing.
- European credit markets have experienced significantly less volatility. Banks continued the de-levering process, focusing most heavily on non-performing loan and non-core asset sales.
- Mezzanine debt deal activity remained slow and managers saw increasing downward pressure on pricing and terms. Mezzanine managers have also begun to see substantial competition from Business Development Companies and senior debt providers in middle market transactions.
- Distressed debt managers reported no meaningful uptick in short-term buying opportunities, as the market continued to trade above par, despite the correction at mid-year. Control oriented managers have some success in sourcing situation-specific investments. Other distressed opportunities remained in asset special situations and secondary loan portfolio purchases.

**Private & Opportunistic Debt Program  
As of September 30, 2013**

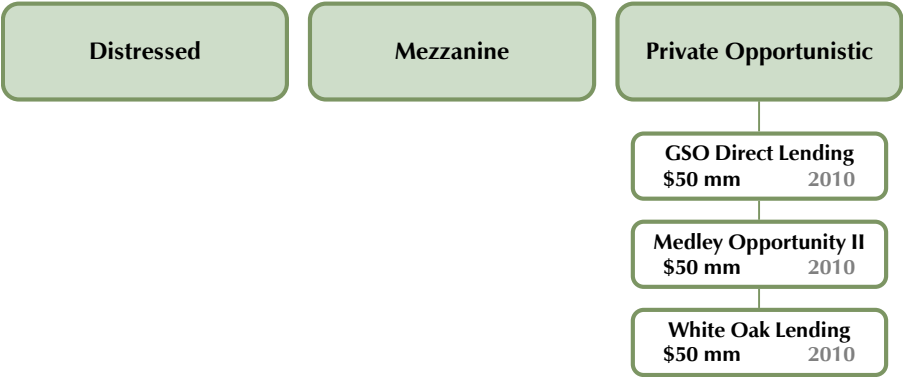
**Executive Summary**  
**As of September 30, 2013**

**In aggregate, \$9.2 million of net capital was called from the Retirement System during the third quarter of 2013 by the underlying partnerships.**

- White Oak Direct Lending called a total of \$10.0 million during the quarter to fund investments.
- GSO Direct Lending called \$2.7 million to fund additional investments.
- Medley Opportunity Fund II returned \$3.5 million of prior capital contributions during the quarter as a result of the final closing true up.

**The Retirement System received an aggregate of \$10.4 million in distributions during the third quarter of 2013 from its underlying partnerships.**

- White Oak Direct Lending distributed \$9.1 million during the quarter.
- GSO Direct Lending distributed \$0.8 million during the quarter.
- Medley Opportunity Fund II distributed \$0.4 million during the quarter from interest charged to final closing investors.



- The chart above shows current commitments made to partnerships by the Retirement System.

**Aggregate Private & Opportunistic Debt Portfolio  
As of September 30, 2013**

## San Jose Federated City Employees' Retirement System Private & Opportunistic Debt Program

## Aggregate Program Performance Summary as of 9/30/13

	Capital Committed (\$ mm)	Total Contributions Paid to Date <sup>1,2</sup> (\$ mm)	Unfunded Commitment <sup>3</sup> (\$ mm)	Total Distributions Received to Date (\$ mm)	Reported Fair Value (\$ mm)	Reported Fair Value Plus Distributions <sup>4</sup> (\$ mm)	Net IRR <sup>5</sup> (%)	Inv. Multiple <sup>6</sup> (x)
<b>Total Program</b>	<b>150.0</b>	<b>143.0</b>	<b>44.7</b>	<b>53.0</b>	<b>109.3</b>	<b>162.3</b>	<b>9.6</b>	<b>1.1</b>
<b>Vintage Year 2010</b>	<b>150.0</b>	<b>143.0</b>	<b>44.7</b>	<b>53.0</b>	<b>109.3</b>	<b>162.3</b>	<b>9.6</b>	<b>1.1</b>
GSO Direct Lending	50.0	37.5	19.0	10.0	35.9	45.9	14.6	1.3
Medley Opportunity Fund II, L.P.	50.0	29.4	23.5	6.9	28.7	35.6	8.6	1.2
White Oak Direct Lending	50.0	76.0	2.2	36.1	44.6	80.8	6.5	1.1

<sup>1</sup> In certain instances, total contributions may exceed the commitment, as a Partnership may reserve the right to recycle capital and/or recall distributions depending upon the terms of its Limited Partner Agreement.

<sup>2</sup> Total contributions include management fees paid outside of capital committed.

<sup>3</sup> Unfunded Commitment amounts are based on manager reported data.

<sup>4</sup> Distributions may include capital that was recycled back into the Partnership.

<sup>5</sup> The Net IRR calculation was performed by Meketa Investment Group. Total Program IRR is net of fees, expenses, and carried interest for each partnership. Partnership and Vintage Year IRRs are net of partnership fees.

<sup>6</sup> The Inv. Multiple calculation was performed by Meketa Investment Group. Total Program Inv. Multiple is net of fees, expenses, and carried interest for each partnership. Partnership and Vintage Year Inv. Multiples are net of partnership fees.





The IRR (internal rate of return) and investment multiple are the most meaningful measures of performance for private real estate funds. The IRR measures how assets are performing in relation to time. The investment multiple shows the cash on cash return generated on the invested capital by the underlying assets.

The total program net IRR increased by 20 basis points during the third quarter, to 9.6% from 9.4%. The fair market value of the total program increased by \$3.1 million, or 2.9%, after adjusting for capital calls and distributions that occurred during the third quarter.

## **Appendices**

### **As of September 30, 2013**

## **Disclaimers and Valuation Policies**

### **As of September 30, 2013**

The material contained in this report is confidential and may not be reproduced, disclosed, or distributed, in whole or in part, to any person or entity other than the intended recipient. The data are provided for informational purposes only, may not be complete, and cannot be relied upon for any purpose other than for discussion.

Meketa Investment Group has prepared this report on the basis of sources believed to be reliable. The data are based on matters as they are known as of the date of preparation of the report, and not as of any future date, and will not be updated or otherwise revised to reflect information that subsequently becomes available.

In general, the valuation numbers presented in this report are prepared by the custodian bank for listed securities, and by the fund manager or appropriate General Partner in the case of unlisted securities. The data used in the market comparison sections of this report are sourced from various databases. These data are continuously updated and are subject to change.

This report does not contain all the information necessary to fully evaluate the potential risks of any of the investments described herein. Because of inherent uncertainties involved in the valuations of investments that are not publicly traded, any estimated fair values shown in this report may differ significantly from the values that would have been used had a ready market for the underlying securities existed, and the differences could be material. Note that for unlisted securities the valuations may be lagged by one or more calendar quarters, or may reflect original cost.

This document may contain certain forward-looking statements, forecasts, estimates, projections, and opinions ("Forward Statements"). No representation is made or will be made that any Forward Statements will be achieved or will prove to be correct. A number of factors, in addition to any risk factors stated in this material, could cause actual future results to vary materially from the Forward Statements. No representation is given that the assumptions disclosed in this document upon which Forward Statements may be based are reasonable. There can be no assurance that the investment strategy or objective of any fund or investment will be achieved, or that the Retirement System will receive a return of the amount invested.

In some cases Meketa Investment Group assists the Retirement System in handling capital calls or asset transfers among investment managers. In these cases we do not make any representations as to the managers' use of the funds, but do confirm that the capital called or transferred is within the amounts authorized by the Retirement System.

The values of companies and partnerships in this review are based on unaudited reports for September 30, 2013, provided by the General Partners.

Because there is no readily accessible market for private markets assets (companies and partnerships), the values placed on private markets assets are calculated by General Partners using conservative and industry standard pricing procedures. Annually, an independent auditor reviews the pricing procedures employed by the General Partner of each partnership.

While all private markets partnerships are audited by an independent entity, there is some discretion as to the method employed to price private companies and, therefore, private markets partnerships. At all times, Meketa Investment Group expects General Partners to utilize conservative and industry standard pricing procedures, and requires the General Partners to disclose those procedures in their reports. However, because of the inherent uncertainty of valuation, these estimated values may differ from the values that would be used if a ready market for the investments existed, and the differences could be significant.

## **Private Equity Glossary of Terms**

Private equity investors have developed a number of unique terms to describe their investment work. The following glossary of private equity terms is intended to help make sense of these terms.

**Advisory Board:** Private equity partnerships often establish an advisory board comprised of representatives of the Limited Partners to oversee the on-going work of the General Partners. Advisory boards typically meet once each year to review the partnership's investments. It is important to note that unlike the Board of Directors of a public company, the advisory board has very little power to control the activities of the General Partners.

**Angel Investor:** Angel investors are individuals who invest their own capital directly in small, early stage companies. Angels are an alternative source of funding for entrepreneurs. Such investments are characterized by high levels of risk and potentially a large return on investment.

**Blind Pool:** Most private equity partnerships are organized as blind pools, meaning that Limited Partners commit capital to the partnership before any actual investments are made. At the point of commitment, the Limited Partners do not know specifically how their money will be used (hence the term blind pool), and must therefore rely entirely upon the track record and experience of the General Partner.

**Buyout Fund:** A buyout partnership uses the partners' capital to purchase existing, established businesses. The acquired firms may be family owned prior to purchase, or may be operating divisions of larger companies seeking to restructure their businesses. In a few cases, the buyout partners may purchase all of the outstanding shares of a publicly traded company, effectively taking it private. Buyout funds are not involved in venture capital or startups.

Buyout partnerships own the acquired companies outright, or in combination with other buyout partnerships. In some cases the buyout partners will replace the existing management with a new team, or the acquired firm will be left autonomous. The buyout partners frequently take one or more board seats in order to ensure control of the business.

**Capital Call (Contribution):** Once a partnership has declared its first close, the General Partners will begin to make portfolio investments. As each investment is made, the capital necessary to fund the investment is "called" from the Limited Partners.

**Carried Interest:** The share of profits that the fund manager is due once it has returned the cost of investment to investors. Carried interest is normally expressed as a percentage of the total profits of the fund. The industry norm is 20%. The fund manager will normally therefore receive 20% of the profits generated by the fund and distribute the remaining 80% of the profits to investors.

**Carrying Value:** The General Partner must list on the partnership's balance sheet a value for every investment held. These valuations are called carrying values, and in most cases are simply the original cost of the investment. Note that carrying values in most cases are not audited and do not represent actual market values.

**Cash Flow Positive:** When a company generates more free cash than it consumes in normal operations, it is deemed to be cash flow positive. Such companies may not need extra financing or debt in order to grow.

**Cash on Cash Return:** The simple gross total return earned by the Limited Partners, calculated as the total distributions received divided by the total contributions made. Thus, if an investor supplied a total of \$100 in cash calls and contributions, and received over the life of the partnership \$200 in distributions, the cash on cash return would be 100%. The cash on cash return is typically reported as a multiple. In the example above, the investment returned 2x (two times).

**Claw-Back Provision:** A claw-back provision ensures that a General Partner does not receive more than its agreed percentage of carried interest over the life of the fund. So, for example, if a General Partner receives 21% of the partnership's profits instead of the agreed 20%, Limited Partners can claw back the extra one percent.

**Closings and Closing Dates:** Every partnership must specify the date upon which the General Partners will cease fundraising and begin making actual investments with the Limited Partners' committed capital. That date is called the closing date, and defines the vintage year of the partnership. Most partnerships, however, have several closing dates, and all partnerships must eventually have a final closing. In most cases, the final closing lags six to nine months after the first closing. If a majority of the original Limited Partners consent, a partnership can remain open to new investors after the final closing and while early investments are being made, in order to have time to attract additional investors.

**Co-Investment:** In some cases, Limited Partners want the right to make additional direct investments in one or more of the underlying companies purchased by the General Partner. If the partnership agreement gives co-investment rights to specific Limited Partners, then they may elect to invest additional monies "along side" the General Partner in various deals. In these cases, the co-investing Limited Partners would have two investments in an underlying property: their share of the partnership's investment, and their direct additional co-investment on the side. Note that co-investment rights may be available only to the largest Limited Partners.

Co-investment rights are often negotiated by very large Limited Partners when they have strong convictions about the deal finding skills of the General Partners, because co-investment rights permit them to make even larger investments in the underlying properties than would otherwise be possible, without paying carried interest.

**Committed Capital:** When a private equity Limited Partnership is formed, each Limited Partner agrees to contribute a specific amount of capital to be invested over the life of the partnership. Once the agreement is signed, the Limited Partners are legally bound and committed to supply the agreed upon capital when it is called for by the General Partner.

**Consolidation (Roll Up):** Many industries in America are highly fragmented, as the market space is serviced by a large number of locally owned businesses. By consolidating fragmented industries (i.e., purchasing many local businesses), private equity firms can create a single larger company with greater market control, more attractive financial characteristics, and potentially, better pricing flexibility and lower costs.

**Convertible Bonds:** Some private equity partnerships, generally those that provide mezzanine financing, may take convertible bonds as part of their compensation for providing investment capital. The convertible bond pays interest like other bonds, but can be exchanged for shares of the company stock at a favorable price if certain conditions are met, hence the term convertible.

**Direct Investment:** Partnerships that invest in companies are said to make direct investments. The alternative is a partnership that invests in other partnerships, a fund of funds.

**EBITDA (Earnings Before Interest, Taxes, Depreciation, and Amortization):** The "top line" profits of a private company are the monies earned before paying interest and taxes, and adding back depreciation and amortization. Unlike public companies, which are valued as the multiple of bottom line earnings to the stock price (P/E or price to earnings), private companies are valued as the multiple of EBITDA to the price of the stock.

There is no simple conversion factor that will convert an EBITDA multiple to a P/E for all companies, but in general, a factor of 2 is appropriate. Thus, a private company selling for an EBITDA multiple of 6 is priced about as richly as a public company with a P/E of 12.

**EBITDA Multiples:** The ratio of a private company's top line earnings to the price of its shares. See EBITDA above.

**Enterprise Value:** A measure of a company's value, often used as an alternative to straightforward market capitalization. Enterprise Value is calculated as market cap plus debt, minority interest and preferred shares, minus total cash and cash equivalents.



**Fee Income:** The General Partners in a private equity partnership generally receive two types of compensation: fee income as payment for their portfolio management services, and a share of any profits (carried interest) as incentive compensation.

**Fund of Funds:** A private equity partnership that consists primarily of investments in other partnerships, as opposed to direct investments in individual companies and deals. The General Partners of a fund of funds thus act as a manager of managers to create a diversified portfolio of partnerships, each of which in turn consists of a portfolio of direct investment deals.

Although a fund of funds is a collection of partnerships, the fund of funds itself is a partnership, and therefore has a vintage year, a commitment period, a distribution phase, and a final end. Thus, fund of funds have finite lifetimes, just like their underlying partnerships.

The advantages of a fund of funds are high diversification and “one stop shopping,” i.e., the client has a single relationship with the fund of funds manager.

The disadvantages of fund of funds are higher costs (another entire layer of management fees and carried interest), an additional loss of liquidity, and an additional loss of control by the Limited Partners. Just as with direct private equity funds, a fund of funds is organized as a blind pool. That is, when a new fund of funds is announced, and a subscription target set, early investors do not know what specific sub-funds will be selected by the manager. Generally, the Private Placement Memorandum gives the General Partner almost unlimited latitude in making subsequent investments.

**General Partner:** The control partner in private equity partnerships, analogous to the portfolio manager in a public stock portfolio. Under the IRS code, the General Partner must commit some personal capital to the partnership (a minimum of 1% of the partnership's committed capital), and unlike the Limited Partners, is liable for leverage and other losses generated by the partnership.

**Growth (Expansion Capital):** A strategy that entails providing capital to a private company with the intention that the capital be used to expand operations. Generally, expansion capital strategies result in minority equity positions in companies, but with some degree of control over how the expansion capital is spent.

**Hurdle Rate:** The minimum rate of return that the Limited Partners must receive before the General Partners have a right to a share of any additional profits (carried interest) produced by the partnership's investments. For example, the partnership may specify that once the Limited Partners have received distributions representing an 8% total return on their commitment (the hurdle rate), the General Partner will share in all future distributions until they have been allocated 80% to the Limited Partners, and 20% to the General Partners (their carried interest).

**In-Kind Distribution:** Most distributions from private equity partnerships are in cash. However, in some cases, a private deal will be taken public through an initial public offering (IPO), or through a trade sale for stock to a public company. In these cases, the Limited Partners will receive their distributions in the form of publicly traded common stocks and/or rights and warrants.

**Investment Period:** The period of time after the first closing during which the General Partner will call capital from the Limited Partners and make partnership investments. Legally, the investment period is usually six years. Practically, it is three to four years. Not to be confused with the term of the partnership, generally ten to twelve years.

**IPO (Initial Public Offering):** When a private company issues publicly traded stock, it becomes known as a public company. The initial sale of publicly available stock is called the initial public offering, or IPO.

**IRR (Internal Rate of Return):** The annualized rate of return on capital that is generated or capable of being generated within an investment or portfolio over a period of time, assuming all cash flows can be reinvested at the same rate. Mathematically, the IRR of an investment is the discount rate applied to that investment such that the net present value of the investment is zero. IRR is commonly used to measure profitability by applying the calculation to the after tax cash flows to arrive at an after-tax equity yield rate.

**J-Curve:** Many private equity partnerships have small negative returns in their first years of operation as capital is invested. The negative returns result because the partnership's investments have not matured and turned a profit, but the partnership has nevertheless experienced various operating costs. When early deals begin to mature and are liquidated at a profit, the partnership's returns should become positive. Thus, the graph of the partnership's returns versus time can resemble the capital letter "J."

**Later Stage Fund:** A venture capital partnership that specializes in investing in startup companies that have already achieved at least some actual revenues, or a venture fund that provides subsequent rounds of venture financing after all of the capital provided in the first rounds has been consumed.

**Lead Investor:** Describes a General Partner who is the "lead" investor in a deal, as opposed to co-investors or follow-on investors. The term implies that the lead investor has taken the lead in sourcing, evaluating, and executing the deal.

**Leverage:** Many General Partners use both equity capital provided by the Limited Partners and money borrowed from banks or other lenders to finance their investments. Any borrowed money is called leverage. If a deal is successful, leverage can often enhance the returns of the Limited Partners substantially. On the other hand, too much leverage can cripple an investment with interest and financing costs. It is important to note that the Limited Partners are not responsible for the repayment of any borrowed money.

**Leveraged Buyouts:** The purchase of a private or public company wherein the bulk of the purchase price is paid using borrowed money.

**Limited Partner:** All investors in a Limited Partnership other than the named General Partner are defined under the IRS code as Limited Partners. Limited Partners have only the control rights defined for them in the Private Placement Memorandum, and are generally passive investors in the partnership's deals.

A very important point is that Limited Partner's total liability for all deals made by the partnership are limited strictly by law to the Limited Partner's committed capital. Thus, even if the General Partners borrow a great deal of money (leverage), and lose it all, the lenders have no recourse to the assets of the Limited Partners. In effect, a Limited Partner can lose no more than the amount of money invested.

**Look-Back Provision:** See Claw-Back Provision above.

**Mezzanine Financing:** An additional level of financing provided to a private company to expand sales, market share, or develop new products. Most mezzanine financing is structured as a package of high coupon bonds with equity "kickers," i.e., rights to acquire the company's stock at a favorable price at a future point. Companies seeking mezzanine financing often have substantial revenues, and if not actual profits, the expectation of imminent profitability.

**Multiples and Multiple Expansion:** Managers purchasing public common stocks often buy companies with low price to earnings multiples when they believe some factor will induce other investors to bid up the price of the stock without an increase in actual earnings, thus causing the price multiple to expand. In the same fashion, a General Partner may purchase a private company with a low EBITDA multiple, expecting to profit through an expansion of that multiple. A typical example of a multiple expansion plan is consolidation. Many small companies, operating independently, may each be priced at relatively low multiples. But if purchased and combined into a larger, cohesive entity, investors might be willing to pay a higher multiple for the aggregate than for any individual component.

**Placement Agent:** Unlike public stock management companies, most of whom utilize an in-house sales force to market their services, private equity partnerships are generally marketed by third-party placement agents. These outside marketing firms and individuals are paid a commission by the General Partner.

**Platform Company:** Some private equity buyout funds attempt to add value by merging companies into larger, more cost efficient enterprises. This strategy generally begins with the acquisition of a platform company, often a market leader, to which other companies are added.

**PPM (Private Placement Memorandum):** Because Limited Partnership interests are not registered with the SEC, private equity managers must distribute a comprehensive document to prospective investors that describes the broad investment thesis of the partnership, and highlights any risks involved in the partnership. This document is called a Private Placement Memorandum.

**Public to Private:** If a private partnership (or group of private partnerships) purchases all of the outstanding shares of a publicly traded company, the company's shares may be de-listed from the stock exchange. The company is then said to have been "taken private." For example, in June 1989, the private partnership Wings Holdings acquired the public stock of Northwest Airlines in a \$3.65 billion-dollar leveraged buyout. Following this acquisition, Northwest became a privately held corporation for the first time since 1941.

**Secondary Fund:** Occasionally, a Limited Partner will wish to sell his interest in a partnership before the term of the partnership is completed. Any such sale is termed a secondary market sale. A secondary fund creates a portfolio of partnership interests from earlier partnerships purchased in the secondary market. The advantage of a secondary fund is that it gives investors an opportunity to invest in seasoned partnerships from closed funds of prior vintage years.

**Sponsor:** Every private equity opportunity that Meketa Investment Group evaluates is assigned to a sponsor. This individual, who is a member of Meketa Investment Group's Private Equity Investment Committee, is responsible for the collection of information and the evaluation of the opportunity.

**Take Down/Draw Down:** A take down or a draw down is the same as a capital call.

**Term:** The term of a private equity partnership is its expected lifetime, and is specified in the Private Placement Memorandum. Most partnerships have a term of ten years, with the option to extend the term once or twice by an additional year if the Limited Partners approve.

The term of a partnership consists of several phases. After the final closing, no new commitments are accepted and the partnership enters the commitment phase or investment phase, legally lasting up to six years, but generally lasting three to four years, during which the individual investments are made. A distribution phase follows, during which mature investments are realized and profits distributed to the partners. The final phase is the liquidation phase, during which all remaining properties and assets are sold in order to terminate the partnership.

**Trade Sale:** The most prevalent exit strategy for many private equity managers involves selling a company in the private markets, usually through an auction process, to other private equity investors or to larger companies. This type of exit is termed a trade sale.

**Turnaround:** A turnaround strategy involves buying a troubled company, usually for a relatively low price, and making significant managerial or organizational changes to better the company's operations and enhance profitability.

**VCOC (Venture Capital Operating Company):** The IRS code defines one category of private partnerships to be venture capital operating companies for tax purposes. The General Partners of VCOCs are not required to register with the SEC as investment advisors. The name venture capital operating company relates only to the partnership's legal and tax structure, and does not imply that the partnership will invest in venture capital deals. For example, a middle market buyout fund, which invests only in mature companies with enterprise values of between \$200 million and \$1 billion, may be structured as a venture capital operating company.

**Venture Capital:** Money supplied to entrepreneurs to create new businesses is called venture capital. It is the first stage of financing for any new venture.

Traditionally, the recipient of the venture capital was a small group of entrepreneurs with an idea and a business plan, but no management team, corporate structure, revenues or profits. In the 1990s, however, venture capital was often used to seed established teams of entrepreneurs with well-defined products and in-place corporate structures. Thus, there is great variability in the meaning of venture capital and in the types of deals financed with venture capital money.

**Vintage Year:** The calendar year in which the first cash flow to a partnership occurred. This cash flow can be intended for management fees or investment capital. Vintage year can be used to differentiate the partnerships established over time by a General Partner, to track portfolio commitment pacing, and to benchmark portfolio performance.

**Warrants:** Just like publicly traded companies, private companies may issue warrants to their shareholders or to other groups providing some form of financing. A warrant is the right to purchase shares of the company's stock at a future date at a predetermined price, called the exercise price. Warrants become valuable if the exercise price is below the market price of the stock.

## **Private Real Estate Glossary of Terms**

Real Estate investors have developed a number of unique terms to describe their investment work. The following glossary of real estate terms is intended to help make sense of these terms.

**Absorption:** The amount of inventory or units of a specific commercial property type that become occupied during a specified time period (usually a year) in a given market, typically reported as the absorption rate.

**Appreciation:** An increase in the value or price of a real estate asset.

**Appreciation return:** The portion of the total return generated by the change in the value of the real estate assets during the current quarter, as measured by both appraisals and sales of assets.

**Appraisal:** An estimate of a property's fair market value that is typically based on replacement cost, discounted cash flow analysis and/or comparable sales price.

**Asset management:** The various disciplines involved with managing real property assets from the time of investment through the time of disposition, including acquisition, management, leasing, operational/financial reporting, appraisals, audits, market review and asset disposition plans.

**Asset management fee:** A fee charged to investors based on the amount invested into real estate assets for the fund or account.

**Base rent:** A set amount used as a minimum rent with provisions for increasing the rent over the term of the lease.

**Blind Pool:** Most Limited Partnerships are organized as blind pools, meaning that Limited Partners commit capital to the partnership before any actual investments are made. At the point of commitment, the Limited Partners do not know specifically how their money will be used (hence the term blind pool), and must therefore rely entirely upon the track record and experience of the General Partner.

**Broker:** A person who acts as an intermediary between two or more parties in connection with a transaction.

**Capital appreciation:** The change in market value of a property or portfolio adjusted for capital improvements and partial sales.

**Capital Call (Contribution):** Once a partnership has declared its first close, the General Partners will begin to make portfolio investments. As each investment is made, the capital necessary to fund the investment is "called" from the Limited Partners.

**Capitalization Rate:** A percentage that relates the value of an income-producing property to its future income, expressed as net operating income divided by purchase price. This is also referred to as *cap rate*.

**Carried Interest:** The share of profits that the fund manager is due once it has returned the cost of investment to investors. Carried interest is normally expressed as a percentage of the total profits of the fund. The industry norm is 20%. The fund manager will normally therefore receive 20% of the profits generated by the fund and distribute the remaining 80% of the profits to investors.

**Cash on Cash Return:** The simple gross total return earned by the Limited Partners, calculated as the total distributions received divided by the total contributions made. Thus, if an investor supplied a total of \$100 in cash calls and contributions, and received over the life of the partnership \$200 in distributions, the cash on cash return would be 100%. The cash on cash return is typically reported as a multiple. In the example above, the investment returned 2x (two times).

**Claw-Back Provision:** A claw-back provision ensures that a General Partner does not receive more than its agreed percentage of carried interest over the life of the fund. So, for example, if a General Partner receives 21% of the partnership's profits instead of the agreed 20%, Limited Partners can claw back the extra one percent.

**Closed-end fund:** A commingled fund that has a targeted range of investor capital and a finite life.

**Closings and Closing Dates:** Every partnership must specify the date upon which the General Partners will cease fundraising and begin making actual investments with the Limited Partners' committed capital. That date is called the closing date, and defines the vintage year of the partnership. Most partnerships, however, have several closing dates, and all partnerships must eventually have a final closing. In most cases, the final closing lags six to nine months after the first closing. If a majority of the original Limited Partners consent, a partnership can remain open to new investors after the final closing and while early investments are being made, in order to have time to attract additional investors.

**Co-Investment:** In some cases, Limited Partners want the right to make additional direct investments in one or more of the underlying properties purchased by the General Partner. If the partnership agreement gives co-investment rights to specific Limited Partners, then they may elect to invest additional monies "along side" the General Partner in various deals. In these cases, the co-investing Limited Partners would have two investments in an underlying property: their share of the partnership's investment, and their direct additional co-investment on the side. Note that co-investment rights may be available only to the largest Limited Partners.

Co-investment rights are often negotiated by very large Limited Partners when they have strong convictions about the deal finding skills of the General Partners, because co-investment rights permit them to make even larger investments in the underlying properties than would otherwise be possible, without paying carried interest.

**Committed Capital:** When a Limited Partnership is formed, each Limited Partner agrees to contribute a specific amount of capital to be invested over the life of the partnership. Once the agreement is signed, the Limited Partners are legally bound and committed to supply the agreed upon capital when it is called for by the General Partner.

**Concessions:** Cash or cash equivalents expended by the landlord in the form of rental abatement, additional tenant finish allowance, moving expenses or other monies expended to influence or persuade a tenant to sign a lease.

**Construction loan:** Interim financing during the developmental phase of a property.

**Core properties:** The major property types - specifically office, retail, industrial and multifamily. Core assets tend to be built within the past five years or recently renovated. They are substantially leased (90% or better) with higher-credit tenants and well-structured long-term leases with the majority fairly early in the term of the lease. Core assets generate good, stable income that, together with potential appreciation, is expected to generate total returns in the 10% to 12% range.

**Diversification:** The process of consummating individual investments in a manner that insulates a portfolio against the risk of reduced yield or capital loss, accomplished by allocating individual investments among a variety of asset types, each with different characteristics.

**Due Diligence:** The process of examining a property, related documents, and procedures conducted by or for the potential lender or purchaser to reduce risk. Applying a consistent standard of inspection and investigation one can determine if the actual conditions do or do not reflect the information as represented.

**Fee Income:** The General Partners in a private markets partnership generally receive two types of compensation: fee income as payment for their portfolio management services, and a share of any profits (carried interest) as incentive compensation.

**Fund of Funds:** A private markets partnership that consists primarily of investments in other partnerships, as opposed to direct investments in individual real estate funds. The General Partners of a fund of funds thus act as a manager of managers to create a diversified portfolio of partnerships, each of which in turn consists of a portfolio of direct investment deals.

Although a fund of funds is a collection of partnerships, the fund of funds itself is a partnership, and therefore has a vintage year, a commitment period, a distribution phase, and a final end. Thus, fund of funds have finite lifetimes, just like their underlying partnerships.

The advantages of a fund of funds are high diversification and “one stop shopping,” i.e., the client has a single relationship with the fund of funds manager.

The disadvantages of fund of funds are higher costs (another entire layer of management fees and carried interest), an additional loss of liquidity, and an additional loss of control by the Limited Partners. Just as with direct private markets funds, a fund of funds is organized as a blind pool. That is, when a new fund of funds is announced, and a subscription target set, early investors do not know what specific sub-funds will be selected by the manager. Generally, the Private Placement Memorandum gives the General Partner almost unlimited latitude in making subsequent investments.

**High-rise:** In the central business district, this could mean a building higher than 25 stories above ground level, but in suburban markets, it generally refers to buildings higher than seven or eight stories.

**Hurdle Rate:** The minimum rate of return that the Limited Partners must receive before the General Partners have a right to a share of any additional profits (carried interest) produced by the partnership's investments. For example, the partnership may specify that once the Limited Partners have received distributions representing an 8% total return on their commitment (the hurdle rate), the General Partner will share in all future distributions until they have been allocated 80% to the Limited Partners, and 20% to the General Partners (their carried interest).

**Improvements:** In the context of leasing, the term typically refers to the improvements made to or inside a building but may include any permanent structure or other development, such as a street, sidewalk, utilities, etc.

**Investment Period:** The period of time after the first closing during which the General Partner will call capital from the Limited Partners and make partnership investments. Legally, the investment period is usually six years. Practically, it is three to four years. Not to be confused with the term of the partnership, generally ten to twelve years.

**IRR (Internal Rate of Return):** The annualized rate of return on capital that is generated or capable of being generated within an investment or portfolio over a period of time, assuming all cash flows can be reinvested at the same rate. Mathematically, the IRR of an investment is the discount rate applied to that investment such that the net present value of the investment is zero. IRR is commonly used to measure profitability by applying the calculation to the after tax cash flows to arrive at an after-tax equity yield rate.

**J-Curve:** Many private markets partnerships have small negative returns in their first years of operation as capital is invested. The negative returns result because the partnership's investments have not matured and turned a profit, but the partnership has nevertheless experienced various operating costs. When early deals begin to mature and are liquidated at a profit, the partnership's returns should become positive. Thus, the graph of the partnership's returns versus time can resemble the capital letter “J.”

**Lease:** An agreement whereby the owner of real property gives the right of possession to another for a specified period of time and for a specified consideration.



**Lease Rate:** The period rental payment to a lessor for the use of assets. It may also be considered as the implicit interest rate in minimum lease payments.

**Leverage:** The use of credit to finance a portion of the costs of purchasing or developing a real estate investment. Positive leverage occurs when the interest rate is lower than the capitalization rate or projected internal rate of return. Negative leverage occurs when the current return on equity is diminished by the employment of debt.

**Lifecycle:** The various developmental stages of a property: pre-development, development, leasing, operating and redevelopment (or rehab).

**Limited Partner:** All investors in a Limited Partnership other than the named General Partner are defined under the IRS code as Limited Partners. Limited Partners have only the control rights defined for them in the Private Placement Memorandum, and are generally passive investors in the partnership's deals.

A very important point is that Limited Partner's total liability for all deals made by the partnership are limited strictly by law to the Limited Partner's committed capital. Thus, even if the General Partners borrow a great deal of money (leverage), and lose it all, the lenders have no recourse to the assets of the Limited Partners. In effect, a Limited Partner can lose no more than the amount of money invested.

**Low-rise:** A building with fewer than four stories above ground level.

**Market Strategy:** A course of action defined with respect to a particular real estate market phase. For example, consider the market strategy of avoiding real estate transactions when there is an oversupply of space available in the market.

**Market Value:** The most probable price that a property would bring in a competitive and open market under fair sale conditions. Market value also refers to an estimate of this price.

**Net Operating Income (NOI):** The potential rental income plus other income, less vacancy, credit losses, and operating expenses.

**Open-end Fund:** A commingled fund that does not have a finite life, it continually accepts new investor capital and makes new property investments.

**Opportunistic:** A phrase generally used by advisers and managers to describe investments in underperforming and/or undermanaged assets that hold the expectation of near-term increases in cash flow and value. Total return objectives for opportunistic strategies tend to be 20% or higher. Opportunistic investments typically involve a high degree of leverage - typically 60% to 100% on an asset basis and 60% to 80% on a portfolio basis.

**Property Type:** The classification of commercial real estate based on its primary use. The four primary property types are: retail, industrial, office, and multi-family residential.

**Real Estate Cycles (phases):** The regularly repeating sequence of economic downturns and upturns and associated changes in real estate market transactions tied to market dynamics and changing macroeconomic conditions, whose phases include (in order) recession, recovery, expansion, and oversupply.

**Real Estate Investment Trust (REIT):** An investment vehicle in which investors purchase certificates of ownership in the trust, which in turn invests the money in real property and then distributes any profits to the investors. The trust is not subject to corporate income tax as long as it complies with the tax requirements for a REIT.

Shareholders must include their share of the REIT's income in their personal tax returns. (Barron's Dictionary of Real Estate Terms and Encyclopedia of Real Estate Terms 2nd Edition, Damien Abbott)

**Real Estate Trends:** Long-term movements or tendencies in the demand for commercial real estate (which can typically last for years or decades), usually tied to macro-economic or business cycles.

**Submarket:** A segment or portion of a larger geographic market defined and identified on the basis of one or more attributes that distinguish it from other submarkets or locations.

**Term:** The term of a private partnership is its expected lifetime, and is specified in the Private Placement Memorandum. Most partnerships have a term of ten years, with the option to extend the term once or twice by an additional year if the Limited Partners approve.

The term of a partnership consists of several phases. After the final closing, no new commitments are accepted and the partnership enters the commitment phase or investment phase, legally lasting up to six years, but generally lasting three to four years, during which the individual investments are made. A distribution phase follows, during which mature investments are realized and profits distributed to the partners. The final phase is the liquidation phase, during which all remaining properties and assets are sold in order to terminate the partnership.

**Vacancy:** The number of units or space (of a specific commercial type) that are vacant and available for occupancy at a particular point in time within a given market (usually expressed as a vacancy rate).

**Vacancy Rate:** The percentage of the total supply of units or space of a specific commercial type that is vacant and available for occupancy at a particular point in time within a given market.

**Value-added:** A phrase generally used by advisers and managers to describe investments in underperforming and/or undermanaged assets. The objective is to generate 13 % to 18% returns.

**Vintage Year:** The calendar year in which the first cash flow to a partnership occurred. This cash flow can be intended for management fees or investment capital. Vintage year can be used to differentiate the partnerships established over time by a General Partner, to track portfolio commitment pacing, and to benchmark portfolio performance.

## **Private & Opportunistic Debt Glossary of Terms**

Private debt investors have developed a number of unique terms to describe their investment work. The following glossary of private debt terms is intended to help make sense of these terms. Where the term “private equity” is used, the definition will generally also apply to private debt funds that are structured in a similar manner.

**Advisory Board:** Private equity partnerships often establish an advisory board comprised of representatives of the Limited Partners to oversee the on-going work of the General Partners. Advisory boards typically meet once each year to review the partnership’s investments. It is important to note that unlike the Board of Directors of a public company, the advisory board has very little power to control the activities of the General Partners.

**Angel Investor:** Angel investors are individuals who invest their own capital directly in small, early stage companies. Angels are an alternative source of funding for entrepreneurs. Such investments are characterized by high levels of risk and potentially a large return on investment.

**Blind Pool:** Most private equity partnerships are organized as blind pools, meaning that Limited Partners commit capital to the partnership before any actual investments are made. At the point of commitment, the Limited Partners do not know specifically how their money will be used (hence the term blind pool), and must therefore rely entirely upon the track record and experience of the General Partner.

**Buyout Fund:** A buyout partnership uses the partners’ capital to purchase existing, established businesses. The acquired firms may be family owned prior to purchase, or may be operating divisions of larger companies seeking to restructure their businesses. In a few cases, the buyout partners may purchase all of the outstanding shares of a publicly traded company, effectively taking it private. Buyout funds are not involved in venture capital or startups.

Buyout partnerships own the acquired companies outright, or in combination with other buyout partnerships. In some cases the buyout partners will replace the existing management with a new team, or the acquired firm will be left autonomous. The buyout partners frequently take one or more board seats in order to ensure control of the business.

**Capital Call (Contribution):** Once a partnership has declared its first close, the General Partners will begin to make portfolio investments. As each investment is made, the capital necessary to fund the investment is “called” from the Limited Partners.

**Carried Interest:** The share of profits that the fund manager is due once it has returned the cost of investment to investors. Carried interest is normally expressed as a percentage of the total profits of the fund. The industry norm is 20%. The fund manager will normally therefore receive 20% of the profits generated by the fund and distribute the remaining 80% of the profits to investors.

**Carrying Value:** The General Partner must list on the partnership’s balance sheet a value for every investment held. These valuations are called carrying values, and in most cases are simply the original cost of the investment. Note that carrying values in most cases are not audited and do not represent actual market values.

**Cash Flow Positive:** When a company generates more free cash than it consumes in normal operations, it is deemed to be cash flow positive. Such companies may not need extra financing or debt in order to grow.

**Cash on Cash Return:** The simple gross total return earned by the Limited Partners, calculated as the total distributions received divided by the total contributions made. Thus, if an investor supplied a total of \$100 in cash calls and contributions, and received over the life of the partnership \$200 in distributions, the cash on cash return would be 100%. The cash on cash return is typically reported as a multiple. In the example above, the investment returned 2x (two times).

**Claw-Back Provision:** A claw-back provision ensures that a General Partner does not receive more than its agreed percentage of carried interest over the life of the fund. So, for example, if a General Partner receives 21% of the partnership’s profits instead of the agreed 20%, Limited Partners can claw back the extra one percent.

**Closings and Closing Dates:** Every partnership must specify the date upon which the General Partners will cease fundraising and begin making actual investments with the Limited Partners' committed capital. That date is called the closing date, and defines the vintage year of the partnership. Most partnerships, however, have several closing dates, and all partnerships must eventually have a final closing. In most cases, the final closing lags six to nine months after the first closing. If a majority of the original Limited Partners consent, a partnership can remain open to new investors after the final closing and while early investments are being made, in order to have time to attract additional investors.

**Co-Investment:** In some cases, Limited Partners want the right to make additional direct investments in one or more of the underlying companies purchased by the General Partner. If the partnership agreement gives co-investment rights to specific Limited Partners, then they may elect to invest additional monies "along side" the General Partner in various deals. In these cases, the co-investing Limited Partners would have two investments in an underlying property: their share of the partnership's investment, and their direct additional co-investment on the side. Note that co-investment rights may be available only to the largest Limited Partners.

Co-investment rights are often negotiated by very large Limited Partners when they have strong convictions about the deal finding skills of the General Partners, because co-investment rights permit them to make even larger investments in the underlying properties than would otherwise be possible, without paying carried interest.

**Committed Capital:** When a private equity Limited Partnership is formed, each Limited Partner agrees to contribute a specific amount of capital to be invested over the life of the partnership. Once the agreement is signed, the Limited Partners are legally bound and committed to supply the agreed upon capital when it is called for by the General Partner.

**Consolidation (Roll Up):** Many industries in America are highly fragmented, as the market space is serviced by a large number of locally owned businesses. By consolidating fragmented industries (i.e., purchasing many local businesses), private equity firms can create a single larger company with greater market control, more attractive financial characteristics, and potentially, better pricing flexibility and lower costs.

**Convertible Bonds:** Some private equity partnerships, generally those that provide mezzanine financing, may take convertible bonds as part of their compensation for providing investment capital. The convertible bond pays interest like other bonds, but can be exchanged for shares of the company stock at a favorable price if certain conditions are met, hence the term convertible.

**Direct Investment:** Partnerships that invest in companies are said to make direct investments. The alternative is a partnership that invests in other partnerships, a fund of funds.

**EBITDA (Earnings Before Interest, Taxes, Depreciation, and Amortization):** The "top line" profits of a private company are the monies earned before paying interest and taxes, and adding back depreciation and amortization. Unlike public companies, which are valued as the multiple of bottom line earnings to the stock price (P/E or price to earnings), private companies are valued as the multiple of EBITDA to the price of the stock.

There is no simple conversion factor that will convert an EBITDA multiple to a P/E for all companies, but in general, a factor of 2 is appropriate. Thus, a private company selling for an EBITDA multiple of 6 is priced about as richly as a public company with a P/E of 12.

**EBITDA Multiples:** The ratio of a private company's top line earnings to the price of its shares. See EBITDA above.

**Enterprise Value:** A measure of a company's value, often used as an alternative to straightforward market capitalization. Enterprise Value is calculated as market cap plus debt, minority interest and preferred shares, minus total cash and cash equivalents.

**Fee Income:** The General Partners in a private equity partnership generally receive two types of compensation: fee income as payment for their portfolio management services, and a share of any profits (carried interest) as incentive compensation.

**Fund of Funds:** A private equity partnership that consists primarily of investments in other partnerships, as opposed to direct investments in individual companies and deals. The General Partners of a fund of funds thus act as a manager of managers to create a diversified portfolio of partnerships, each of which in turn consists of a portfolio of direct investment deals.

Although a fund of funds is a collection of partnerships, the fund of funds itself is a partnership, and therefore has a vintage year, a commitment period, a distribution phase, and a final end. Thus, fund of funds have finite lifetimes, just like their underlying partnerships.

The advantages of a fund of funds are high diversification and “one stop shopping,” i.e., the client has a single relationship with the fund of funds manager.

The disadvantages of fund of funds are higher costs (another entire layer of management fees and carried interest), an additional loss of liquidity, and an additional loss of control by the Limited Partners. Just as with direct private equity funds, a fund of funds is organized as a blind pool. That is, when a new fund of funds is announced, and a subscription target set, early investors do not know what specific sub-funds will be selected by the manager. Generally, the Private Placement Memorandum gives the General Partner almost unlimited latitude in making subsequent investments.

**General Partner:** The control partner in private equity partnerships, analogous to the portfolio manager in a public stock portfolio. Under the IRS code, the General Partner must commit some personal capital to the partnership (a minimum of 1% of the partnership's committed capital), and unlike the Limited Partners, is liable for leverage and other losses generated by the partnership.

**Growth (Expansion Capital):** A strategy that entails providing capital to a private company with the intention that the capital be used to expand operations. Generally, expansion capital strategies result in minority equity positions in companies, but with some degree of control over how the expansion capital is spent.

**Hurdle Rate:** The minimum rate of return that the Limited Partners must receive before the General Partners have a right to a share of any additional profits (carried interest) produced by the partnership's investments. For example, the partnership may specify that once the Limited Partners have received distributions representing an 8% total return on their commitment (the hurdle rate), the General Partner will share in all future distributions until they have been allocated 80% to the Limited Partners, and 20% to the General Partners (their carried interest).

**In-Kind Distribution:** Most distributions from private equity partnerships are in cash. However, in some cases, a private deal will be taken public through an initial public offering (IPO), or through a trade sale for stock to a public company. In these cases, the Limited Partners will receive their distributions in the form of publicly traded common stocks and/or rights and warrants.

**Investment Period:** The period of time after the first closing during which the General Partner will call capital from the Limited Partners and make partnership investments. Legally, the investment period is usually six years. Practically, it is three to four years. Not to be confused with the term of the partnership, generally ten to twelve years.

**IPO (Initial Public Offering):** When a private company issues publicly traded stock, it becomes known as a public company. The initial sale of publicly available stock is called the initial public offering, or IPO.

**IRR (Internal Rate of Return):** The annualized rate of return on capital that is generated or capable of being generated within an investment or portfolio over a period of time, assuming all cash flows can be reinvested at the same rate. Mathematically, the IRR of an investment is the discount rate applied to that investment such that the net present value of the investment is zero. IRR is commonly used to measure profitability by applying the calculation to the after tax cash flows to arrive at an after-tax equity yield rate.

**J-Curve:** Many private equity partnerships have small negative returns in their first years of operation as capital is invested. The negative returns result because the partnership's investments have not matured and turned a profit, but the partnership has nevertheless experienced various operating costs. When early deals begin to mature and are liquidated at a profit, the partnership's returns should become positive. Thus, the graph of the partnership's returns versus time can resemble the capital letter "J."

**Later Stage Fund:** A venture capital partnership that specializes in investing in startup companies that have already achieved at least some actual revenues, or a venture fund that provides subsequent rounds of venture financing after all of the capital provided in the first rounds has been consumed.

**Lead Investor:** Describes a General Partner who is the "lead" investor in a deal, as opposed to co-investors or follow-on investors. The term implies that the lead investor has taken the lead in sourcing, evaluating, and executing the deal.

**Leverage:** Many General Partners use both equity capital provided by the Limited Partners and money borrowed from banks or other lenders to finance their investments. Any borrowed money is called leverage. If a deal is successful, leverage can often enhance the returns of the Limited Partners substantially. On the other hand, too much leverage can cripple an investment with interest and financing costs. It is important to note that the Limited Partners are not responsible for the repayment of any borrowed money.

**Leveraged Buyouts:** The purchase of a private or public company wherein the bulk of the purchase price is paid using borrowed money.

**Limited Partner:** All investors in a Limited Partnership other than the named General Partner are defined under the IRS code as Limited Partners. Limited Partners have only the control rights defined for them in the Private Placement Memorandum, and are generally passive investors in the partnership's deals.

A very important point is that Limited Partner's total liability for all deals made by the partnership are limited strictly by law to the Limited Partner's committed capital. Thus, even if the General Partners borrow a great deal of money (leverage), and lose it all, the lenders have no recourse to the assets of the Limited Partners. In effect, a Limited Partner can lose no more than the amount of money invested.

**Look-Back Provision:** See Claw-Back Provision above.

**Mezzanine Financing:** An additional level of financing provided to a private company to expand sales, market share, or develop new products. Most mezzanine financing is structured as a package of high coupon bonds with equity "kickers," i.e., rights to acquire the company's stock at a favorable price at a future point. Companies seeking mezzanine financing often have substantial revenues, and if not actual profits, the expectation of imminent profitability.

**Multiples and Multiple Expansion:** Managers purchasing public common stocks often buy companies with low price to earnings multiples when they believe some factor will induce other investors to bid up the price of the stock without an increase in actual earnings, thus causing the price multiple to expand. In the same fashion, a General Partner may purchase a private company with a low EBITDA multiple, expecting to profit through an expansion of that multiple. A typical example of a multiple expansion plan is consolidation. Many small companies, operating independently, may each be priced at relatively low multiples. But if purchased and combined into a larger, cohesive entity, investors might be willing to pay a higher multiple for the aggregate than for any individual component.



**Placement Agent:** Unlike public stock management companies, most of whom utilize an in-house sales force to market their services, private equity partnerships are generally marketed by third-party placement agents. These outside marketing firms and individuals are paid a commission by the General Partner.

**Platform Company:** Some private equity buyout funds attempt to add value by merging companies into larger, more cost efficient enterprises. This strategy generally begins with the acquisition of a platform company, often a market leader, to which other companies are added.

**PPM (Private Placement Memorandum):** Because Limited Partnership interests are not registered with the SEC, private equity managers must distribute a comprehensive document to prospective investors that describes the broad investment thesis of the partnership, and highlights any risks involved in the partnership. This document is called a Private Placement Memorandum.

**Public to Private:** If a private partnership (or group of private partnerships) purchases all of the outstanding shares of a publicly traded company, the company's shares may be de-listed from the stock exchange. The company is then said to have been "taken private." For example, in June 1989, the private partnership Wings Holdings acquired the public stock of Northwest Airlines in a \$3.65 billion-dollar leveraged buyout. Following this acquisition, Northwest became a privately held corporation for the first time since 1941.

**Secondary Fund:** Occasionally, a Limited Partner will wish to sell his interest in a partnership before the term of the partnership is completed. Any such sale is termed a secondary market sale. A secondary fund creates a portfolio of partnership interests from earlier partnerships purchased in the secondary market. The advantage of a secondary fund is that it gives investors an opportunity to invest in seasoned partnerships from closed funds of prior vintage years.

**Sponsor:** Every private equity opportunity that Meketa Investment Group evaluates is assigned to a sponsor. This individual, who is a member of Meketa Investment Group's Private Equity Investment Committee, is responsible for the collection of information and the evaluation of the opportunity.

**Take Down/Draw Down:** A take down or a draw down is the same as a capital call.

**Term:** The term of a private equity partnership is its expected lifetime, and is specified in the Private Placement Memorandum. Most partnerships have a term of ten years, with the option to extend the term once or twice by an additional year if the Limited Partners approve.

The term of a partnership consists of several phases. After the final closing, no new commitments are accepted and the partnership enters the commitment phase or investment phase, legally lasting up to six years, but generally lasting three to four years, during which the individual investments are made. A distribution phase follows, during which mature investments are realized and profits distributed to the partners. The final phase is the liquidation phase, during which all remaining properties and assets are sold in order to terminate the partnership.

**Trade Sale:** The most prevalent exit strategy for many private equity managers involves selling a company in the private markets, usually through an auction process, to other private equity investors or to larger companies. This type of exit is termed a trade sale.

**Turnaround:** A turnaround strategy involves buying a troubled company, usually for a relatively low price, and making significant managerial or organizational changes to better the company's operations and enhance profitability.



**VCOC (Venture Capital Operating Company):** The IRS code defines one category of private partnerships to be venture capital operating companies for tax purposes. The General Partners of VCOCs are not required to register with the SEC as investment advisors. The name venture capital operating company relates only to the partnership's legal and tax structure, and does not imply that the partnership will invest in venture capital deals. For example, a middle market buyout fund, which invests only in mature companies with enterprise values of between \$200 million and \$1 billion, may be structured as a venture capital operating company.

**Venture Capital:** Money supplied to entrepreneurs to create new businesses is called venture capital. It is the first stage of financing for any new venture.

Traditionally, the recipient of the venture capital was a small group of entrepreneurs with an idea and a business plan, but no management team, corporate structure, revenues or profits. In the 1990s, however, venture capital was often used to seed established teams of entrepreneurs with well-defined products and in-place corporate structures. Thus, there is great variability in the meaning of venture capital and in the types of deals financed with venture capital money.

**Vintage Year:** The calendar year in which the first cash flow to a partnership occurred. This cash flow can be intended for management fees or investment capital. Vintage year can be used to differentiate the partnerships established over time by a General Partner, to track portfolio commitment pacing, and to benchmark portfolio performance.

**Warrants:** Just like publicly traded companies, private companies may issue warrants to their shareholders or to other groups providing some form of financing. A warrant is the right to purchase shares of the company's stock at a future date at a predetermined price, called the exercise price. Warrants become valuable if the exercise price is below the market price of the stock.