**SECURITIES LENDING CASH COLLATERAL INVESTMENT GUIDELINES**

In accordance with the Agreement between the Lender and Bank, Cash Collateral received by the Bank on behalf of the Lender shall be held and maintained in a separately managed Cash Collateral Account established and maintained by the Bank for the Lender (the “Cash Collateral Account”), the assets of which shall be invested and reinvested in one or more of the Approved Investments below.

While the Cash Collateral Account will be operated on a cost basis, there is no guarantee that there will not be differences from time to time between the cost and the underlying fair market value of the assets held in the Cash Collateral Account. The cost or book value of the investment assets held in the Cash Collateral Account and their fair market value may differ from time to time. This difference may result in a loss, which is the responsibility of the Lender.

All Approved Investment, Credit Quality, Concentration and Liquidity guidelines set forth herein shall be applicable only at time of purchase (i.e., trade date).

Approved Investments may have fixed or floating interest rate provisions. Floating rate notes will reset no less frequently than quarterly.

Bank and/or Bank Affiliates may provide services with respect to Approved Investments, and may receive compensation with respect to these services. Lender consents to the retention by Bank and Bank Affiliates of such compensation.

1. **APPROVED INVESTMENTS**

1. **Instruments**

* Obligations of the U.S. Treasury as well as agencies and instrumentalities and establishments of the U.S. Government (“U.S. Government Securities”).
* Repurchase transactions (including tri-party repurchase transactions) collateralized at 102% or greater at time of purchase and marked to market on each business day.  Collateral will consist of one or more Approved Investments described herein without limitation on maturity, including equity securities, which are approved only as collateral for repurchase transactions.  Equity securities will consist of securities from major global indices.
* Obligations issued by the central government of any OECD country and any of their respective agencies, instrumentalities or establishments (“OECD Obligations”).
* Obligations issued by ‘supranational organizations’, including but not limited to African Development Bank, Asian Development Bank, Council of Europe, Eurofima, European Bank for Reconstruction and Development, European Investment Bank, Inter-American Development Bank, International Bank for Reconstruction and Development (World Bank), International Finance Corporation, and Nordic Investment Bank.
* Commercial paper, notes, bonds and other debt obligations (including funding agreements and guaranteed investment contracts), whether or not registered under the Securities Act of 1933, as amended.
* Certificates of deposit, time deposits and other bank obligations.
* Asset-backed securities, including asset-backed commercial paper.
* Shares of money market funds registered with the Securities and Exchange Commission under the Investment Company Act of 1940, including affiliated funds of the Bank. (These shares shall be deemed to have a final maturity of one business day for the purposes of the Maturity Guidelines in paragraph D.)
* Units of unregistered, collective investment vehicles sponsored or advised by the Bank or a Bank Affiliate. (These units shall be deemed to have a final maturity of one business day for the purposes of the Maturity Guidelines in paragraph D.)

Cash Collateral may be deposited at a central bank at the then prevailing overnight interest rate (which may be negative or zero) in the event that the [Lending Agent/Bank] is, acting in good faith and in a commercially reasonable manner, unable to invest such cash Collateral in the other Instruments listed above.

Repurchase transactions may be entered into with counterparties that are also Borrowers of Lender’s securities under terms that permit, among other things, the netting of the payment obligations owed to and by Lender under each of applicable Securities Borrowing Agreements and Master Repurchase Agreements.

2. **Currency**

* Shall be limited to the same currency in which the Cash Collateral being invested is denominated.

**B. CREDIT QUALITY**

* Repurchase transaction counterparties must have executed a written repurchase agreement with BNY Mellon, and will be limited to those counterparties on the BNY Mellon approved repo counterparty list.
* Obligations issued by ‘supranational organizations’ must be rated AAA or equivalent by at least one NRSRO.
* OECD Obligations, bank obligations, commercial paper (including asset-backed commercial paper), notes, bonds and other debt obligations must be rated at least A-1, P-1 or F1 or equivalent by an NRSRO. Obligations rated by more than one NRSRO must be rated A-1, P-1 or F1 or equivalent by at least two NRSROs. Obligations without a short term rating must have a long term rating of at least A, A2 or A or equivalent by an NRSRO. Obligations that have a long term rating from more than one NRSRO (but no short term rating) must be rated A, A2 or A or equivalent by at least two NRSROs. Obligations that are not rated will be Approved Investments if the issuer of the obligation meets the above rating criteria.
* Asset-backed securities (other than asset-backed commercial paper) must be rated AAA, Aaa or AAA by at least one of the following NRSROs: Standard & Poors, Moody’s or Fitch. Asset-backed securities (other than asset-backed commercial paper) rated by more than one of the foregoing NRSROs must be rated AAA, Aaa or AAA by at least two of: Standard & Poors, Moody’s and Fitch. Asset-backed securities (other than asset-backed commercial paper) that have only short term ratings must be rated A-1+, P-1 or F1+ by a NRSRO. Asset-backed securities (other than asset-backed commercial paper) that have only a short term rating from more than one NRSRO must be rated A-1+, P-1 or F1+ by at least two NRSROs.
* Registered money market funds must be rated in the highest category available to such funds by one NRSRO.
* Collective investment vehicles sponsored or advised by the Bank or a Bank Affiliate do not require a rating by a NRSRO.
* U.S. Government Securities do not require a rating by a NRSRO.

**C. CONCENTRATION GUIDELINES**

* Excluding U.S. Government Securities, repurchase agreements, shares of money market funds and collective investment vehicles, concentration of any Approved Investment in the Cash Collateral Account will not exceed 5% per issuer.
* A maximum of 25% of the Cash Collateral in the Cash Collateral Account may be invested in repurchase transactions with a single counterparty; provided that this concentration limit shall apply only if the Cash Collateral in the Cash Collateral Account exceeds USD 1,000,000.

**D. MATURITY GUIDELINES**

* Approved Investments will have a maximum final maturity of 3 years from settlement date. In the case of asset-backed securities, a maximum weighted average life (WAL) of 3 years from settlement date will apply.
* The weighted average maturity of Approved Investments in the Cash Collateral Account (based on the shorter of final maturity or days to reset for floating rate obligations) shall not exceed 90 days.

**E. LIQUIDITY GUIDELINES**

* All Approved Investments shall be deemed to be liquid at time of purchase, with the exception of time deposits and repurchase agreements having a final maturity greater than 7 days, which shall be deemed to be illiquid for purposes hereof.
* “Illiquid” Approved Investments shall not exceed 30% of the total amount of Approved Investments in the Cash Collateral Account.
* No Approved Investment having a final maturity longer than one business day shall be made if, immediately after such investment, the total amount of Approved Investments in the Cash Collateral Account would have less than 10% of total assets maturing in one business day.