STATE OF WISCONSIN

SENATE CHAIR Howard Marklein

316 East, State Capitol P.O. Box 7882 Madison, WI 53707-7882 Phone: (608) 266-0703



ASSEMBLY CHAIR Mark Born

308 East, State Capitol P.O. Box 8952 Madison, WI 53708-8953 Phone: (608) 266-2540

JOINT COMMITTEE ON FINANCE

<u>MEMORANDUM</u>

To:

Members

Joint Committee on Finance

From:

Senator Howard Marklein

Representative Mark Born

Date:

August 14, 2023

Re:

SWIB Report to JFC

Attached is a report on all expenses charged to the trust funds under management and the number of full-time equivalent positions created or abolished during the quarter from the State of Wisconsin Investment Board, pursuant to s. 25.17(13m), Stats.

This report is being provided for your information only. No action by the Committee is required. Please feel free to contact us if you have any questions.

Attachments

HM:MB:jm

AUG 14 2023

August 11, 2023

Senator Howard Marklein, Co-Chair Joint Committee on Finance P.O. Box 7882 Madison, WI 53707

Senator Eric Wimberger, Co-Chair Joint Legislative Audit Committee P.O. Box 7882 Madison, WI 53707

Secretary Kathy Blumenfeld Department of Administration 101 East Wilson Street P.O. Box 7864 Madison, WI 53707

Representative Mark Born, Co-Chair Joint Committee on Finance P.O. Box 8952 Madison, WI 53708

Representative Robert Wittke, Co-Chair Joint Legislative Audit Committee P.O. Box 8953 Madison, WI 53708

Dear Senator Marklein, Senator Wimberger, Representative Born, Representative Wittke and Secretary Blumenfeld:

State statutes require the State of Wisconsin Investment Board (SWIB) to report all expenses charged to the trust funds under management and the number of full-time equivalent positions created or abolished during the quarter¹. The information contained in this report is for the quarter ended June 30, 2023.

						Т	railing 4 Qtr	
Total Cost of Management Summary		3Q2022	4Q2022	1Q2023	2Q2023		Total	% of Total
Internal Operating Expenses				 				
Operating Budget Expenses	\$	13,275,388	\$ 16,013,990	\$ 14,718,435	\$ 19,303,861	\$	63,311,674	56,2%
Custodial, Investment Operations & Banking		1,647,965	1,961,451	2,057,242	1,723,893		7,390,551	6.6%
Legal		625,000	371,714	561,635	558,921		2,117,270	1.9%
Investment Research & Consulting		9,112,954	7,570,768	8,387,483	8,535,712		33,606,917	29.9%
Total Internal Operating Expenses	\$	24,661,307	\$ 25,917,923	\$ 25,724,795	\$ 30,122,387	\$	106,426,412	94.4%
Securities Lending Agent Expenses	\$	1,198,959	\$ 1,125,732	\$ 1,455,665	\$ 1,064,140	\$	6,256,634	5.6%
Total SWIB Operating Costs	\$	25,860,266	\$ 27,043,655	\$ 27,180,460	\$ 31,186,527	\$	112,683,046	100.0%
External Investment Management Fees								
Externally Managed Separate Account Fees								
Beta One & Other - Separately Managed	\$	15,970,497	\$ 12,231,686	\$ 10,289,679	\$ 15,796,013	\$	54,287,875	7.7%
Supplemental Information - External Fund Fees								
Real Estate	\$	20,775,122	\$ 20,890,279	\$ 19,702,319	\$ 21,394,315	\$	82,762,036	11.7%
Private Equity & Venture Capital		67,722,428	72,422,893	55,955,436	64,812,083		260,912,839	36.9%
Hedge Funds		58,023,466	61,423,994	52,940,887	56,693,136		229,081,483	32.5%
Beta One & Other - External Funds		3,044,345	15,891,147	55,999,027	3,082,375		78,016,893	11.1%
Total External Investment Management Fees	\$	165,535,858	\$ 182,859,999	\$ 194,887,348	\$ 161,777,922	\$	705,061,126	100.0%
Total Cost of Management	\$	191,396,124	\$ 209,903,654	\$ 222,067,808	\$ 192,964,449	\$	817,744,172	

¹Wisconsin Statutes Section 25.17 (13m): Investment-related costs and expenses charged to the WRS Trust Funds, State Investment Fund, State Life Insurance Fund, Historical Society Endowment Fund, Injured Patients and Families Compensation Fund and UW Trust Fund, Investment transaction expenses, such as trading commissions and interest expense, are included in investment returns, and therefore not included in this report.

SWIB operating costs are charged to the trust funds under management. Externally managed fund fees for commingled assets are netted against investment returns generated by SWIB's external fund holdings. It is important to consider costs in the context of value-added investment returns. For example, during the five years ended December 31, 2022, after consideration of all expenses, costs, and fees, SWIB generated more than \$2.7 billion in additional profits beyond what would have been generated by the benchmark portfolio SWIB is measured against. These profits all go directly into the Wisconsin Retirement System for the benefit of its beneficiaries.

Attachment A provides a breakdown of the amount and percentage of assets managed under each type of dedicated and commingled account or partnership, and the change in the amount and percentage from the prior calendar quarter. As of June 30, 2023, SWIB's total authorized full-time equivalent positions are 290 as shown in the table below.

Assets Under Management & Positions						
	03/31/2023	06/30/2023				
Internal Management	46.5%	46.7%				
External Management	53,5%	53.3%				
Total SWIB Positions	290	290				

In addition, Attachment B provides details of the services provided to SWIB and their associated quarterly costs. For definitions of the expense categories presented in the Total Cost of Management Summary table, please refer to Attachment C.

As new investment strategies are implemented and markets continue to evolve, SWIB will continue evaluating the most efficient means to manage the trust fund assets. Please contact us if you have any questions or comments about this report.

Sincerely,

Edwin Denson

Epin Dema

Executive Director/Chief Investment Officer

Attachments

cc:

Members, Joint Committee on Finance Members, Joint Committee on Audit Robert Lang, Legislative Fiscal Bureau Joe Chrisman, Legislative Audit Bureau

Total Assets Under Management

Wisconsin Retirement System (WRS)	9/30/2	9/30/2022		12/31/2022		3/31/2023		023
	Amount (in millions)	Percent	Amount (in millions)	Percent	Amount (in millions)	Percent	Amount (in millions)	Percent
Internally Managed Assets	\$45,843	39.1%	\$46,587	37.9%	\$49,730	39.2%	\$50,868	39.5%
Externally Managed Dedicated Assets	26,743	22.8%	29,344	23.9%	29,282	23.1%	29,758	23.1%
Externally Managed Commingled Assets	44,579	38.0%	46,979	38.2%	47,809	37.7%	48,259	37.4%
Passive Index	1,711	1.5%	1,488	1.2%	1,168	0.9%	1,011	0.8%
2. Limited Partnerships	30,771	26.3%	31,719	25.8%	32,060	25.3%	32,894	25.5%
Active Managed Commingled	12,097	10.3%	13,772	11.2%	14,581	11.5%	14,354	11.1%
TOTAL WRS Assets	\$117,165	100.0%	\$122,910	100.0%	\$126,821	100.0%	\$128,885	100.0%

State Investment Fund - Internally Managed	\$17,876	\$17,742	\$19,285	\$19,718	
Separately Managed Funds - Internally Managed	\$93	\$95	\$98	\$96	
Separately Managed Funds - Externally Managed	\$2,438	\$2,523	\$2,582	\$2,603	

Total SWIB Assets Under Management	\$137,573		\$143,269		\$148,786		\$151,302	
HIMATON 1 & 1								
Total Internal Management	\$63,813	46.4%	\$64,423	45.0%	\$69,113	46.5%	\$70,682	46.7%
Total External Management	\$73,760	53.6%	\$78,846	55.0%	\$79,673	53.5%	\$80,620	53.3%

STATE OF WISCONSIN INVESTMENT BOARD Expenses for All Funds Under Management Quarter Ending June 30, 2023

	EXPENSE CATEGORY	SERVICE PROVIDED	E	XPENSES
Simple Benells				
Supplies Torvis Expenses 3 3,203 43,203 43,003 43,		·	\$	12,709,967
Custodial, Investment Operations and Banking Fees Master Custody Services \$ 273, 210		•		
Name		General Supplies & Services	•	
BNY Mellon Asset Servicing- Custady Master Custady Services 1,29,20,20 Markit NA	Total Intelligence		₽	19,303,001
Investment Operating Services 1,200,249 1,200,24				
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DLA Piper LLP (US)			\$	•
Legal Work for Investment Strategies				•
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Alembic Global Advisors	Investment Counsel			
Alex Solutions	Aksia LLC	Hedge Fund Investment Consulting	\$	193,750
Apox Systems - CH25				2,750
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Credit Benchmark, LTD Benchmark Service 50,000				
	Credit Benchmark, LTD	Benchmark Service		50,000

EXPENSE CATEGORY	SERVICE PROVIDED	EXPENSES
CUSIP Global Services	Research and Data Services	16,250
Cutter Associates	Investment Organization and Systems Consulting	13,727
DA Davidson & Co	Investment Research	26,700
Dacheng Xiu	Investment Research	25,000
Daiwa Capital Markets America Datacamp Inc	Investment Research Research and Data Services	9,000
Davy Securities Limited	Investment Research	5,983 19,500
Deutsche Bank	Tax registration fees	40,700
DiatomC LLC	Investment Consulting Services	97,440
Dow Jones News Service	Company and Industry News Services	790
DTCC - EPN	Trade Settlement Service	3,600
DTCC ITP LLC Eberstatistics LLC	Trade Settlement Service	2,315
EFront Financial Solutions Inc	Investment Forum Speaker Private Markets Portfolio Management Services	25,000 191,204
Empirical Research Partners LLC	Investment Research	38,200
enableIT LLC	Investment Research	7,920
Ernst & Young LLP	Tax Compliance Services & Investment Consulting	39,563
Euromonitor International	Research and Data Services	6,589
Evercore Group LLC	Investment Research	51,750
Exane Inc FactSet Research Systems Inc	Investment Research	44,575
FBN Securities, Inc.	Financial & Economic Database Investment Research	1,048,709
FIS Data Systems Inc.	Research and Data Services	2,400 16,469
Fitch Solutions Inc	Credit Rating Services	18,750
FocusEconomics S.L.U	Investment Consulting Services	36,783
Funston Advisory Services LLC	Investment Consulting Services	14,500
Furey Research Partners LLC	Small Cap Research	11,500
Gallagher	Insurance and Risk Management Services	15,875
Gcon4 Group Global Financial Data Inc	Integration Software Research and Data Services	3,698
Goodbody	Investment Research	33,000 500
Green Street Advisor	Real Estate Analytics	29,263
Guggenheim Securities LLC	Investment Research	5,900
Hammerstone Markets Inc	Investment Research	300
Haver Analytics	Global Macroeconomic Research	22,740
Ice Data LP	Fixed Income Indices	42,257
Institutional Shareholder Services Inc Intelligent Automation Consulting	Proxy Voting Analysis Automation Consulting Services	41,914
Investment Research Expense Accrual	Investment Research	15,000 (665,025)
IPC Systems Inc	Trading Telecommunication System	10,500
Janney Montgomery Scott	Investment Research	7,200
Jefferies Research Services LLC	Investment Research	57,050
Jerry Kang	Investment Forum Speaker	13,000
JP Morgan Keefe Bruyette & Woods (KBW)	Public Market Management Fee Investment Research	15,000
Kepier Capital Markets Inc	Investment Research	25,500 2,000
KeyBanc Capital Markets Inc	Investment Research	14,500
Keystone Consulting Inc	Investment Information Technology Consulting Services	80,960
Knowledge Services	Recruitment and Staffing Services	64,291
KPMG Limited	Tax Representation Services	5,840
Liberum Capital Inc	Investment Research	13,000
London Stock Exchange Loop Capital Markets LLC	London Stock Exchange Data Investment Research	(359) 6,300
Mackey LLC	Research Management System	35,577
Macquarie Capital (USA) Inc	Investment Research	11,000
Manalo Advisors Limited	Research and Data Services	3,750
Markit Group Limited	Investment Consulting Services	6,770
Markit NA	investment Data Management Software	27,500
Markit-EDM Limited Matrix IDM, LLC	Investment Consulting Services	191,319
McLagan Partners Inc	Investment Consulting Services Investment Compensation Data and Analysis	9,800 6,250
Meketa Investment Group	Public Markets External Manager Consultant	70,365
MNI Market News	Research and Data Services	3,893
Money-Media Inc	Research and Data Services	5,250
Moodys Analytics	Economic, Currency & Bond Analysis	85,334
Morningstar Inc	industrial Sector Market Research & Analysis	20,500
MSCI - Barra MSCI Inc - Risk Metrics Solutions	Research and Data Services	99,475
MSCI, Inc	Research and Data Services Research and Data Services	288,722 132,023
MT Analytics ULC	Investment Consulting Services	125,974
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EXPENSE CATEGORY	SERVICE PROVIDED	EXPENSES
My Data Outlet International, LLC	Research and Data Services	22,000
Needham & Company LLC	Investment Research	11,300
NEPC LLC	Investment Consulting Services	80,000
Northcoast Research Partners, LLC	Research and Data Services	3,800
Northland Securities Novus Partners Inc	Investment Research	4,500
Nuware Technology Corp	Profit & Loss Analytics System Investment Information Technology Consulting Services	18,885 65,120
NYSE Market Inc	New York Stock Exchange Data	6,551
Oliver James	Investment Consulting Services	74,752
Oppenheimer & Co Inc	Investment Research	11,050
Options Price Reporting Authority	Quote System for Options Market	2,077
Oxford Economics USA INC	Research and Data Services	24,463
Pac-Invest Phil Erlanger Research Co Inc	Research and Data Services Investment Research	12,765
Piper Sandler & Co	Investment Research	4,000 44,450
Pitchbook Data Inc	Research and Data Services	20,000
PremiaLab	Investment Research	12,451
Private Placements Investors Association	Investment Research	315
Quantum Research Consulting LLC	Investment Consulting	39,600
Raymond James	Research and Data Services	16,550
Redburn Europe Limited Refinitiv	Investment Research Research Pricing (Autex, Baseline, FirstCall)	18,000
Renaissance Macro Research	Macro Economic Research	215,565 10,750
RIMES Technologies Corporation	Research and Data Service	46,250
Robert W. Baird & Co.	Investment Research	59,825
Rosenblatt Securities Inc	Investment Research	7,000
Roth Capital Partners	Investment Research	6,100
Russell Investment Group	Index Data	8,932
S&P Global Market Intelligence SailPoint Technologies, Inc.	Industry & Corporate Research Information Security Software	105,825
Sanford C Bernstein & Co LLC	Investment Research	57,000 44,150
Seaport Global Securities LLC	Research and Data Services	17,460
Sharp Decisions Inc	Investment Information Technology Consulting Services	90,240
Sheffield Haworth Inc	Recruitment Consulting	150,000
Sidoti & Company LLC	Investment Research	7,350
Simcorp USA, Inc. SMBC Nikko Securities America Inc	Investment System	854,558
Snowflake Inc	Investment Research Research and Data Services	10,000 41,667
Solve Advisors Inc	Investment Research	10,000
SPACInsider	Research and Data Services	3,149
Spherion	Recruitment and Staffing Services	10,663
Standards Board for Alternative Investments Limited	Investment Membership	2,440
State Street	Investment Consulting	20,000
Statista Stephens Inc	Investment Research Investment Research	177
StepStone Group	Private Equity Consulting Services	9,250 224,348
StepStone Group Real Estate	Real Estate Consulting Services	59,330
Stifel Nicolaus & Company Incorporated	Investment Research	30,150
Susquehanna Financial Group LLP	Investment Research	2,800
SVB Leerink	Research and Data Services	3,500
SWIFT SC SystemsAccountants	Research and Data Services	300
Taranis, Inc.	Investment Information Technology Consulting Services Investment Information Technology Consulting Services	87,040 66,660
TD Securities (USA) LLC	Investment Research	1,000
Telsey Advisory Group	Consumer Sector Research	18,750
The Benchmark Company LLC	Investment Research	3,150
The Financial Times Limited	Investment Research	8,047
The Leuthold Group LLC	Broad Based Market Research	2,000
The Nasdaq Stock Market, LLC Toronto Stock Exchange	Research & Data Services Market Data	3,150
TradeWeb	On-Line Fixed Income Trading Services	7,759 10,188
Trahan Macro Research LLC	Research and Data Services	5,300
Trivariate Research LP	Investment Research	5,000
Truist Securities, Inc.	Investment Research	12,150
Tudor Pickering Holt & Co	Investment Research	2,500
Unit4 Business Software Inc Verity LLC	Financial & Administration Services System	77,019
Vertical Research Partners	Research Management System Industrial Sector Market Research & Analysis	36,289 5,000
Verus Advisory Inc	Benchmarking Consulting Services	2,500
Virtu ITG Analytics LLC	Trading Transaction Cost Analysis	20,500

EXPENSE CATEGORY	SERVICE PROVIDED	E	EXPENSES
Visible Alpha LLC	Research and Data Services		23,739
Wedbush	Investment Research		4,500
William Blair & Company LLC	Investment Research		7,800
Wisconsin Technology Council	Investment Research Sponsorship		7,500
With Intelligence LLC	Investment Data and Research		8,568
Wolfe Trahan	Transportation and Macro Economic Research		17,000
Wolters Kluwer Law & Business	GDP Forecasting Services		13,608
Wolverine Execution Services LLC	Options Trading Platform		1,395
WorldBridge Partners Inc	Recruitment Consulting		46,250
Worth Charting LLC	Investment Consulting Services		11,000
Zelman & Associates, A Walker & Duntop Company	Investment Forum Speaker		7,500
Total Investment Counsel	·	\$	8,535,712
Separate Account Public Market Management Fees			
Alliance Bernstein	Public Market Management Fees	\$	8,939,525
Blackrock	Public Market Management Fees		1,321,428
Dodge and Cox	Public Market Management Fees		742,574
Driehaus	Public Market Management Fees		282,930
eSecLending	Public Market Management Fees		4,000
Fidelity Investments	Public Market Management Fees		1,379,853
Parametric	Public Market Management Fees		586,270
Prudential Global Investment Management (PGIM)	Public Market Management Fees		140,952
Wellington Trust Company	Public Market Management Fees		2,398,482
Total Separate Account Public Market Management Fees		\$	15,796,013
Securities Lending Agent Fees			
BNY Mellon Asset Servicing	Securities Lending Agent Fees	\$	1,064,140
Total Securities Lending Agent Fees		\$	1,064,140
Total Quarterly Charges to Funds		\$	46,982,540
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^{*}All costs reported are on an accrual basis except for internal operating costs which are on a cash basis of accounting. Negative expense amounts are due to accrual adjustments and/or other miscellaneous adjustments.

Explanation of Expenses

Internal Operating Expenses

Internal operating expenses consist primarily of staff compensation and fringe benefits. SWIB employs a staff of professional investment and support staff to manage trust fund assets. Other internal operating expenses consist of office equipment, supplies, business travel, information technology equipment and services, and general services.

Custodial & Banking Fees

Wisconsin Certificate of Deposit Program: Under a contract with SWIB, Bankers' Bank administers the program under which the State Investment Fund (SIF) purchases certificates of deposit from Wisconsin-based banks and thrifts. Most administrative costs are paid by the participating banks. SWIB's expenses help underwrite other administrative costs, such as insurance that SWIB requires to be purchased.

BNY Mellon: Provides master custodial and administrative services (safekeeping of assets, income collection, valuations and accounting) for public and private domestic and foreign securities in the Wisconsin Retirement System (WRS), the SIF, and the other separately managed trust funds. In addition, SWIB receives performance measurement and analytical services through its contract with BNY Mellon, which serves as the official book of record for SWIB's accounting and performance measurement functions. BNY Mellon provides data and analytical tools used by SWIB for compliance and risk management. These include global collateral management, data management, and hosting services. Fees for these services are established by contract.

US Bank: The State of Wisconsin contracted with US Bank to be the state's working bank. The fees paid to US Bank by the SIF reflect bank service charges that are not directly applicable to the fund participants.

Legal Fees, Services, and Expenses

Under authority delegated by the Attorney General, pursuant to s. 25.18 (1) (a) Statutes, SWIB may employ legal counsel for any matters arising out of the scope of its investment authority. This includes legal services relating to bankruptcies, class actions, private markets transactions, fiduciary advice, securities law, investment litigation, and other similar matters.

Investment Counsel

Current law gives SWIB the authority to employ investment counsel in any matters arising out of the scope of its investment authority. Investment research and services provided include global market, industry, economic and company information, financial and performance analytics, news information, pricing and exchange data, credit ratings, financial modeling, economic forecasting, trading services, and a variety of Board consultations. These services enable SWIB to perform due diligence on current and future holdings and assist in monitoring investments.

Securities Lending Agent Fees

Securities lending programs generally earn income through the reinvestment of cash collateral posted by borrowers and through the collection of fees for loans where non-cash collateral is posted. SWIB's securities lending income is shared with the agent to pay the costs associated with the administration of the program. Securities lending agent fees are reported as expenses.

Externally Managed Separate Account Fees

External asset managers have been delegated authority within guidelines established by SWIB to determine investment strategy and purchase securities in SWIB's name within a SWIB account. Fees are typically assessed as a percentage of the market value of assets under management and in some cases, fees are based on investment performance.

External Funds Fees

SWIB invests in separate legal entities managed by external investment managers to gain exposure to select strategies including Public Markets, Private Equity, Venture Capital, Real Estate and Hedge Funds. In exchange for their investment management services, the external managers charge a fee within the entity they manage. Fees are typically assessed as a percentage of the market value of assets under management, commitments, and in some cases are based on investment performance. While the fees charged to these external vehicles do not meet the statutory definition of a cost or expense to SWIB, they are currently included in SWIB's total cost of management. Accordingly, these fees are reported as supplemental information. Beginning in 2023, External Funds Fees for private markets are reported on a net fee basis rather than gross. Net fees reflect fee offsets, waivers, and deferrals.