

Contact:

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Mr. Martin Skancke
Board Chair
Principles for Responsible Investment

Mr. David Atkin
CEO
Principles for Responsible Investment

By email: governance@unpri.org, david.atkin@unpri.org

October 19, 2022

Dear Mr. Skancke and Mr. Atkin:

Re: Formal complaint regarding Serious Violations of the Principles for Responsible Investment (PRI) by signatory Nuveen, a TIAA company

We write on behalf of 299 individuals who hold retirement accounts with the Teachers Insurance and Annuity Association of America-College Retirement Equities Fund (TIAA).¹ In accordance with the PRI Serious Violations Policy,² we hereby lodge a formal complaint against PRI signatory Nuveen, the investment management arm of TIAA, which administers the responsible investing programs of the flagship TIAA General Account and the TIAA-CREF Fund Complex and likely other TIAA assets. We take issue with the significant gaps between TIAA/Nuveen's claims of responsible investing and its investments in climate-destructive activities and request the PRI Board to investigate and address both TIAA/Nuveen's irresponsible investments and systematic greenwashing practices.

¹ A list of the signatories is available in the attached Addendum. This complaint is also supported by numerous organizations. For a full and up-to-date list of signatories and endorsements, please refer to <https://ttaa-divest.org/pri-complaint>. This complaint was drafted with the assistance of TIAA-Divest! and the Center for International Environmental Law (CIEL). CIEL does not represent any of the individual or organizational complainants in this complaint.

² UN Principles for Responsible Investment, PRI Serious Violations Policy, <https://www.unpri.org/download?ac=13534> (accessed October 13, 2022)

Executive Summary

As detailed in this complaint, TIAA/Nuveen's climate commitments are contradicted by its substantial investments in fossil fuels and commodities linked to deforestation, which undermine the climate objectives established in the Paris Agreement.

This complaint focuses in particular on the following TIAA/Nuveen conduct:

- At least \$78 billion was invested in fossil fuels, including substantial bond holdings in coal infrastructure, which led to the expansion of coal mining and the use of coal power;
- Systematic land acquisitions and land management linked to deforestation, illegality, and human rights violations, including in the Brazilian Cerrado;
- Misleading marketing of funds with fossil fuel assets as sustainable environmental, social, and governance (ESG) products;
- Lack of transparency on the implementation of its net-zero commitments; and
- Lack of accountability to its stakeholders, most notably TIAA retirement account holders.

TIAA/Nuveen's investments in fossil fuels and commodities linked to deforestation are inconsistent with the objective of the Paris Agreement to limit temperature rise to 1.5°C. The Intergovernmental Panel on Climate Change (IPCC) has stated unequivocally that reducing deforestation and forest degradation remains critical to climate mitigation and "the achievement of long-term temperature goals in line with the Paris Agreement requires the rapid penetration of renewable energy and a timely phasing out of fossil fuels, especially coal, from the global energy system."³ The International Energy Agency (IEA) has also called for no new investment in fossil fuel supply projects in its roadmap for reaching net-zero emissions by 2050.⁴

TIAA/Nuveen has publicly dismissed divestment as an investment strategy⁵ but has failed to demonstrate meaningful climate impacts through its preferred strategy of indefinite engagement. TIAA/Nuveen's unwillingness to give proper consideration to divestment could itself be characterized as a violation of its fiduciary duty since it is obligated to explore the fullest range of investment scenarios on behalf of its clients. As other major institutions and investors divest from high-emitting assets in ever greater numbers, TIAA/Nuveen's ongoing investments in coal, oil, and gas, as well as land-based investments linked to deforestation and illegality, are financially, morally, and socially irresponsible.

³ Intergovernmental Panel on Climate Change (IPCC), *Working Group III Contribution to the IPCC Sixth Assessment Report on Mitigation of Climate Change* [AR6 WGIII], Ch. 7, 7.4.2, 7-48-49 (Forests and other ecosystems) and Ch. 17, 17-23 (Energy), available at: <https://www.ipcc.ch/report/ar6/wg3/>.

⁴ International Energy Agency (IEA), *Net Zero by 2050: A Roadmap for the Energy Sector* (May 2021) <https://www.iea.org/reports/net-zero-by-2050>.

⁵ Nuveen, *TIAA policy statement on responsible investing 7th Edition, amended February 2021*, p. 4, https://www.tiaa.org/public/pdf/ri_policy.pdf (stating "[W]e believe that divestment does not offer TIAA an optimal strategy for changing the policies and practices of issuers we invest in, nor is it the best means to produce long-term value for our participants and shareholders.")

These failures are within the control of Nuveen and its parent company TIAA. However, TIAA/Nuveen obscures this inconsistency with ESG rhetoric that is not grounded in fact. We, therefore, contend that TIAA/Nuveen's conduct demonstrates serious violations of the integrity of the PRI Initiative and the PRI Principles,⁶ and PRI's tolerance of TIAA/Nuveen's investment practices will only undermine the integrity of the PRI initiative.

With this complaint, we respectfully request that the PRI Board engage with TIAA/Nuveen regarding the violations we detail below, independently probe the issues raised in this complaint, and require TIAA/Nuveen to outline and undertake corrective actions that fully address the concerns raised here and bring TIAA/Nuveen fully into compliance with the PRI Principles. In the case that TIAA/Nuveen fails to resolve these issues, we request that the PRI Board use the full range of administrative options at its command, including delisting, in order to preserve the principles of PRI. Should Nuveen be delisted, we request that all other TIAA subsidiaries be prohibited from joining the PRI until these issues have been resolved.

Based on substantial research detailed in this complaint, we contend that TIAA/Nuveen should, at a minimum:

- 1) Measure and disclose TIAA's portfolio-wide emissions, including Scope 3 emissions of its portfolio companies.
- 2) Be fully transparent with respect to the methodology used to calculate financed emissions and any gaps in climate-related data.
- 3) Set and disclose short- and medium-term targets that would align TIAA/Nuveen's entire portfolio with a 1.5°C pathway.
- 4) Report on concrete impacts resulting from its engagement with portfolio companies and its progress in reducing portfolio-wide emissions.
- 5) Work with a panel of independent scientific and human rights experts and community stakeholders to assess and report transparently on TIAA's climate and social impacts.
- 6) Develop clear policies on company exclusions and divestment consistent with the fiduciary duties outlined in this complaint. Such policies should entail the following:
 - **Divesting from all current fossil fuel investments and activities, in line with a 1.5°C pathway and no later than 2025; and**
 - **Divesting from all companies engaged in deforestation, land grabs that are harmful to Indigenous communities and small farmers, and those that facilitate environmentally destructive industrial agriculture.**
- 7) Enact an immediate moratorium on all new direct investments in fossil fuels and all other highly-emitting assets, as well as all new investments in farmland, timberland, and industrial agriculture production.

⁶ UN Principles for Responsible Investment, *What are the principles for responsible investment?*, <https://www.unpri.org/about-us/what-are-the-principles-for-responsible-investment>

- 8) Restore lands to communities in cases where they had earlier been seized from legitimate rights holders or from public lands before being sold to TIAA/Nuveen or where they were purchased in violation of national laws.
- 9) End false and misleading advertising regarding its climate-related activities.
- 10) Link TIAA/Nuveen's executive compensation with meaningful climate action.

1. Overview of TIAA/Nuveen's Investment Portfolio

TIAA is the dominant provider of employer-sponsored savings plans in the US higher education market (colleges and universities) and manages retirement accounts for over 5 million active and retired employees at nearly 15,000 higher education, research, medical, cultural, nonprofit, and governmental institutions,⁷ often with a monopoly position that restricts the investment choices of policyholders.⁸ TIAA has total assets under management (AUM) of \$1.2 trillion as of June 30, 2022.⁹

Nuveen has been a wholly owned subsidiary of TIAA since 2014 and is one of the world's largest investment managers.¹⁰ Nuveen claims to manage all of TIAA's assets,¹¹ as well as nearly \$500 billion of third-party assets.¹² Nuveen further stipulates that it is responsible for managing the TIAA General Account, the insurance investment account which supports the TIAA Traditional annuity,¹³ as well as the TIAA-CREF Fund Complex.¹⁴ However, there is some inconsistency in Nuveen's reporting, as it claims its total AUM was \$1.1 trillion as of June 30, 2022, with nearly half of its investments in fixed income (See

⁷ TIAA, *Who we are*, <https://www.tiaa.org/public/plansponsors/who-we-are> (accessed October 13, 2022).

⁸ See, e.g., Princeton University, Yale University, University of Pennsylvania, University of Chicago, Missouri State system, Reed College.

⁹ TIAA assets under management as of 6/30/2022 are \$1,222 B or \$1.2T. See TIAA, *How we invest*, <https://www.tiaa.org/public/about-tiaa/how-we-help/how-we-invest> (accessed October 13, 2022).

¹⁰ Nuveen a TIAA company, *Nuveen by the Numbers*, <https://www.nuveen.com/en-us/about-us/about-nuveen/nuveen-by-the-numbers> (accessed October 13, 2022)

¹¹ FCLTGlobal, "Going Long" podcast, Ep. 31: Amy O'Brien, Head of Responsible Investing for Nuveen (September 19 2022), at 7:44, "We [Nuveen] manage all of our parent's [TIAA] assets."

<https://anchor.fm/going-long-fcltglobal/episodes/Ep--31-Amy-OBrien--Head-of-Responsible-Investing-for-Nuveen-e1nrcan>.

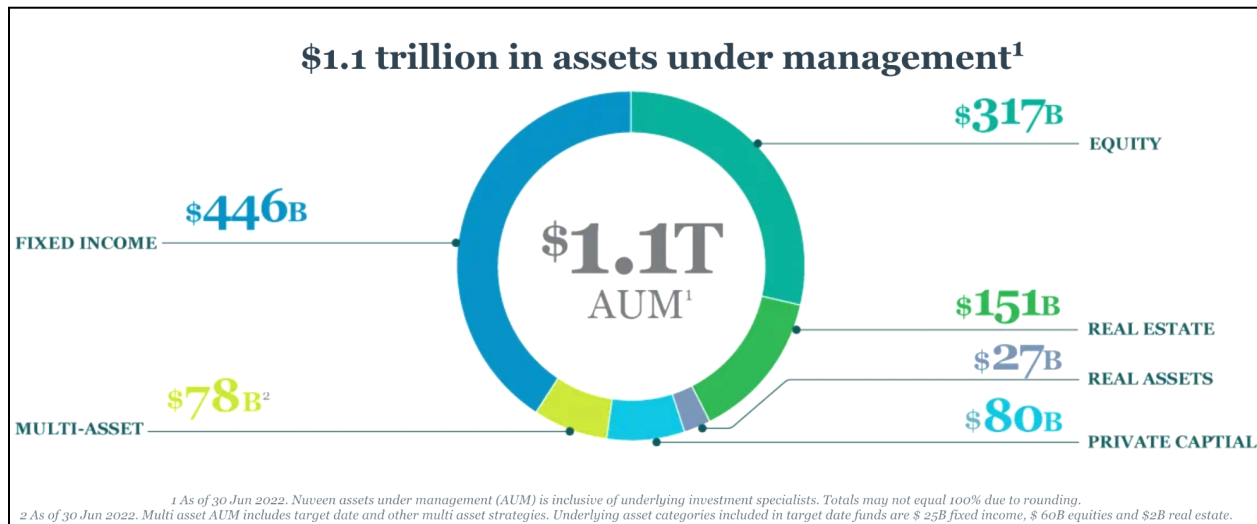
¹² Nuveen claims that as of December 31, 2021, its total AUM included \$796 billion (63%) from TIAA and \$466 billion (37%) from third parties, out of a total of \$1.26 trillion. See Moody's Investors Service, *Credit Opinion on Teachers Ins. and Annuity Assoc. of America* (June 16, 2022), p.3, https://www.tiaa.org/public/pdf/moodys_eco_report.pdf. However, the \$796 billion from TIAA that is stipulated in this report contrasts with the \$1.3 T AUM claimed to be managed by TIAA, so it appears Nuveen may be managing more than what it has stipulated here.

¹³ As of June 30 2022, the TIAA General Account held \$297.5 billion of AUM, consisting largely of public (48%) and private (21%) fixed income. Combined with total statutory capital at \$51.4 billion, total TIAA assets are calculated to be \$353.7 billion. See TIAA, *Financial Strength: The TIAA General Account* (June 30, 2022), https://www.tiaa.org/public/pdf/performance/retirement/profiles/TIAA_Gen_Act_Fin_Strength.pdf.

¹⁴ The TIAA-CREF Fund Complex consists of eight Accounts within CREF, the 68 funds within TIAA-CREF Funds ("TCF"), the 11 funds within TIAA-CREF Life Funds ("TCLF") and the single portfolio within TIAA Separate Account VA-1 ("VA-1"). Nuveen, 2020 – 2021 Annual Stewardship Report (November 2021), p 48, <https://www.nuveen.com/en-us/insights/responsible-investing/annual-stewardship-report>.

Graphic 1 below).¹⁵ This complaint is premised upon careful research and Nuveen’s claims that it manages all of TIAA’s assets.

Graphic 1: Nuveen’s Assets under Management as of June 30, 2022



Source: Nuveen¹⁶

2. Nuveen’s Investments Have Significant Exposure to Fossil Fuels & Deforestation

Analysis of TIAA/Nuveen’s investments indicate significant exposure to assets that are high-emitting or otherwise pose significant climate risk and commensurate financial risk, notably in the energy and utility sectors as well as the agricultural sector. In particular, relative to its peers, TIAA/Nuveen has high exposure to the coal industry through its bond portfolio as well as to tropical deforestation and ecosystem degradation through its land-based assets. TIAA/Nuveen has aptly summarized “Climate risk is financial risk,” and as explained below, such investments are inconsistent with TIAA/Nuveen’s commitment to the PRI Principles and to its fiduciary duties. (See also Section 3(a) on an analysis of the climate impacts of fossil fuels and Section 7 on an analysis of fiduciary duties.)

A. Fossil Fuel Investments

TIAA does not readily disclose the ratio of its portfolio that is invested in the fossil fuel industry.¹⁷ However, analyses by various credible organizations indicate that TIAA’s General Account, which is

¹⁵ As of June 30 2022, Nuveen’s total AUM was \$1.1 T. See *supra* note 10.

¹⁶ *Id.*

¹⁷ TIAA/Nuveen’s promise to improve carbon disclosure as part of its Climate Action Plan (CAP) released in December 2021 has identified a program of action that would take years to complete. Its CAP calls for a priority review for climate issues in its first round of only a portion of its portfolio. See Institute for Energy Economics and Financial Analysis (IEEFA), *TIAA climate policy gaps erode potential strength of \$1.4 trillion fund* (May 16, 2022), <https://ieefa.org/articles/tiaa-climate-policy-gaps-erode-potential-strength-14-trillion-fund>.

managed by Nuveen, has high exposure to fossil fuels.¹⁸ An analysis by the Institute for Energy Economics and Financial Analysis (IEEFA) has estimated at least \$78 billion in fossil-fuel risks in the fund's portfolio.¹⁹ Two independent organizations analyzed TIAA/Nuveen's bond holdings and have found that its holdings in the coal industry, in particular, are especially significant, relative to its peers.

a. IEEFA Analysis of Corporate Bond Holdings in TIAA General Account

To obtain a view of the climate issues related to TIAA/Nuveen's public, corporate bond holdings, researchers at IEEFA conducted a review of TIAA/Nuveen's 2021 bond disclosures included with TIAA's annual schedule of investments filed with the New York Department of Financial Services (DFS), TIAA's regulator.²⁰ For the purposes of this review, TIAA's filings under its annual bond holdings contain a grouping of bond issuances organized under the rubric "Issuer Obligations." The 'public corporate bonds' category covers a significant portion of TIAA's General Account bond investments of \$197 billion. Based on IEEFA's review, 'public corporate bonds' cover at least \$136.5 billion of the \$197 billion identified in TIAA's filing as of December 31, 2021,²¹ and consists largely of bonds issued by corporations from every sector of the economy.

IEEFA's analysis found the TIAA General Account to have exposure to approximately 1,100 bonds issued by oil, gas, and coal companies and utilities with fossil fuel exposure.²² This review of its \$136.5 billion General Account corporate bond portfolio finds it is carrying an estimated 17.2% exposure to fossil fuel and utility companies. The fossil fuel bond issuances from companies with fossil fuel exposure equaled approximately \$23.5 billion, or 17.2% of all of the Issuer Obligation bonds covered in the General Account corporate bond portfolio. TIAA's fossil fuel exposure compares with the market share in the S&P 500 for Utilities and Energy stocks in 2021, which was collectively 5.1%.²³ The companies with exposure to fossil fuels were identified by name, as that is the primary method of bond identification used in the DFS investment schedule filing. The oil and gas companies cover those companies typically found in the

¹⁸ Independent analyses were conducted by researchers at the Institute for Energy Economics and Financial Analysis (ieefa.org) and at the UCD Michael Smurfit Graduate Business School/GreenWatch.

¹⁹ Institute for Energy Economics and Financial Analysis (IEEFA) report (October 2022, forthcoming)

²⁰ The Bond disclosure covers several categories of bonds: Unaffiliated Bank Loans, Issuer Obligations, Residential Mortgage-Backed Securities, Commercial Mortgage-Backed Securities, Other Loan Backed and Structured Securities, SVO Identified Funds, Affiliated Bank Loans and Unaffiliated Bank Loans. See TIAA, *2021 Schedule of Investments*, p. E.10.200 <https://www.tiaa.org/public/pdf/t/tiaa-annual-statement-investment-schedules-2021.pdf>

²¹ See TIAA, *2021 Schedule of Investments*, Issuer Obligation, Actual Cost, p.E.10.200. The long-term bond filings are found on pages E10 to E10.200 in the filing. The summary of the broad bond categories is found on page E10.200. Issuer Obligations bonds are further broken down into several classifications of industrial and miscellaneous bonds and revenue bonds.

²² IEEFA report (November 2022, forthcoming)

²³ S&P Dow Jones Indices, Equity S&P 500, Fact Sheet (December 13, 2021) (available upon request)

Global Industry Classification Standard (GICS) classification for the Energy Sector.²⁴ The utilities and other electricity providers were included based on their reliance on oil, gas, and coal.²⁵

b. UCD /GreenWatch Analysis of TIAA/Nuveen Coal Industry Bondholdings

A separate independent analysis of bonds held by TIAA-CREF and Nuveen Alternative Advisors has found that TIAA/Nuveen is one of the largest holders of coal industry bonds in the world, ranking 4th globally.²⁶ (See Graphic 2 below) The analysis conducted by experts affiliated with the University College Dublin (UCD) Michael Smurfit Graduate Business School and GreenWatch utilized the Global Coal Exit List grouping of companies²⁷ and found that TIAA/Nuveen held \$9.6 billion of bonds issued by the coal industry that were active in 2020, of which nearly three-quarters are set to mature after 2030. (See Table 1 below).

Table 1: Top Bondholders of Companies in the Global Coal Exit List (USD billion)

Managing Firm Name	Investment Amount Maturing			(After 2030) / (Total)	Proportionality to Mean
	Total	Before 2030	After 2030		
Total	299	142	156	52.2%	1.00
VANGUARD GROUP	15	7	7	50.7%	0.97
BLACKROCK	14	6	7	53.9%	1.03
PRUDENTIAL FINANCIAL INC	11	3	7	69.4%	1.33
TIAA + NUVEEN	9.6	2.6	6.9	72.7%	1.39
>>TIAA-CREF	5.8	1.5	4.2	73.1%	1.40
>>NUVEEN ALTERNATIVES ADVISORS LLC	3.7	1	2.7	71.9%	1.38
UTI RETIREMENT SOLUTIONS LTD	7	7	0	4.4%	0.08
SBI PENSION FUNDS PVT	7	6	0	12.3%	0.23
JPMORGAN CHASE & CO	6	2	3	61.5%	1.18
METLIFE INVESTMENT MANAGEMENT LL	5	1	4	75.4%	1.44
ALLIANZ SE	5	2	2	52.1%	1.00
PRINCIPAL FINANCIAL GROUP INC	4	1	3	70.6%	1.35
MANULIFE FINANCIAL CORP	4	0.9	3	77.8%	1.49
GOLDMAN SACHS GROUP INC	4	1	2	68.2%	1.31
PUBLIC INVESTMENT CORP (PIC)	4	2	1	41.2%	0.79
FMR LLC	3	2	1	37.3%	0.71
WELLINGTON MANAGEMENT GROUP LLP	3	1	2	60.7%	1.16
APOLLO GLOBAL MANAGEMENT LLC	3	0	2	79.3%	1.52

[Source: "Toxic Bonds List." GreenWatch Working paper, University College Dublin] (See Appendix 4 for more detail)

²⁴ MSCI, *GICS Sector Definition* (last visited September 6, 2022).

https://www.msci.com/documents/1296102/1339060/GICS_Sector_Definitions.pdf/fd3a7bc2-c733-4308-8b27-9880dd0a766f.

²⁵ This analysis relied substantially on the Fossil Free Funds analysis of utility and energy company exposure to fossil fuels. See *As You Sow, Fossil Free Funds*, <https://fossilfreefunds.org/>.

²⁶ All amounts in billions USD. Holder data covers bonds active as of the time of download only. Data downloaded from Bloomberg between May 25 - June 10 2022. Bonds issued before 2021. Company Universe based on Urgewald Global Coal Exit List 2021. A total of 12366 bonds worth \$3.1 trillion USD were active during 2020, covering approximately 650 issuing companies. Source: Hoepner, A., McQuade, M. and Schneider, F., 2022: "Toxic Bond List". GreenWatch Working paper, University College Dublin (UCD).

²⁷ See Urgewald, *Global Coal Exit List: Methodology*, <https://www.coalexit.org/methodology>.

A particularly egregious investment by TIAA/Nuveen includes bonds and shareholdings in the Indian energy and mining conglomerate Adani Group, with its primary business in coal. TIAA currently holds at least \$91.5 million in long-term bonds in Adani, with a majority of that exposure in Adani Ports.

Adani has been the subject of a multi-year global campaign for its development of the largest proposed coal mine in the history of Australia and the largest new coal mine in the world, the Carmichael coal mine in Queensland, Australia. Adani remains the biggest private developer of new coal in the world, and its rate of coal expansion is increasing as it invests in new coal mines, power stations, and ports.²⁸ In fact, since 2021, the company has increased its total mining production by 58%; approximately 92% of the company's mining portfolio is coal.²⁹

Accusations of corruption and environmental destruction have dogged the Adani Group. Around the coastline of India, Adani's plans to massively expand its coal transport ports are generating outcry from fishing villages and conservationists. Adani has plans to construct five additional coal power plants, and in the country's east, Adani is building a thermal power station designed to burn coal from Queensland and sell expensive power to neighboring Bangladesh.³⁰ Adani Ports has been delisted from multiple sustainability initiatives and indexes and has been the subject of divestment by major institutional investors.³¹ (See Appendix 1 Case Study 1 on Adani)

c. UCD/GreenWatch Analysis of TIAA/Nuveen Oil and Gas Industry Bond Holdings

Experts at UCD Michael Smurfit Graduate Business School and GreenWatch conducted a similar analysis of oil and gas bonds held by TIAA-CREF and Nuveen Alternative Advisors and found TIAA/Nuveen to be the 8th largest holder of oil and gas industry bonds in the world (See Table 2 below). The analysis utilized the Global Oil and Gas Exit List grouping of companies³² and found that TIAA/Nuveen held \$10.4 billion of bonds issued by the oil and gas industry that were active in 2020, of which over half are set to mature after 2030.

²⁸ Market Forces, *Adani's Massive Fossil Fuel Expansion Plans*, <https://www.marketforces.org.au/campaigns/stop-adani/adani-fossil-fuel-expansion-plans/>.

²⁹ SumOfUs, *Adani Group: Growth with Goodness Coal: Why investors should be wary of the Adani Group's greenwash* (July 26, 2022)

³⁰ Somini Sengupta et. al, *How One Billionaire Could Keep Three Countries Hooked on Coal for Decades*, New York Times (August 15 2019), <https://www.nytimes.com/2019/08/15/climate/coal-adani-india-australia.html>

³¹ #StopAdani, Investor Updates (https://www.stopadani.com/investor_updates) (noting Adani Ports has been removed from the UN Race to Zero initiative, Business Ambition for 1.5C, MSCI Climate indexes and the Dow Jones Sustainability Index. Investors who have divested from Adani Ports include Storebrand, Samsung Asset Management and others, while PIMCO has banned future investment in Adani Ports bonds).

³² Urgewald, Global Oil & Gas Exit List: GOGEL Explained, <https://gogel.org/gogel-explained>.

Table 2: Top Bondholders of companies in the Global Oil and Gas Exit List (USD billion)

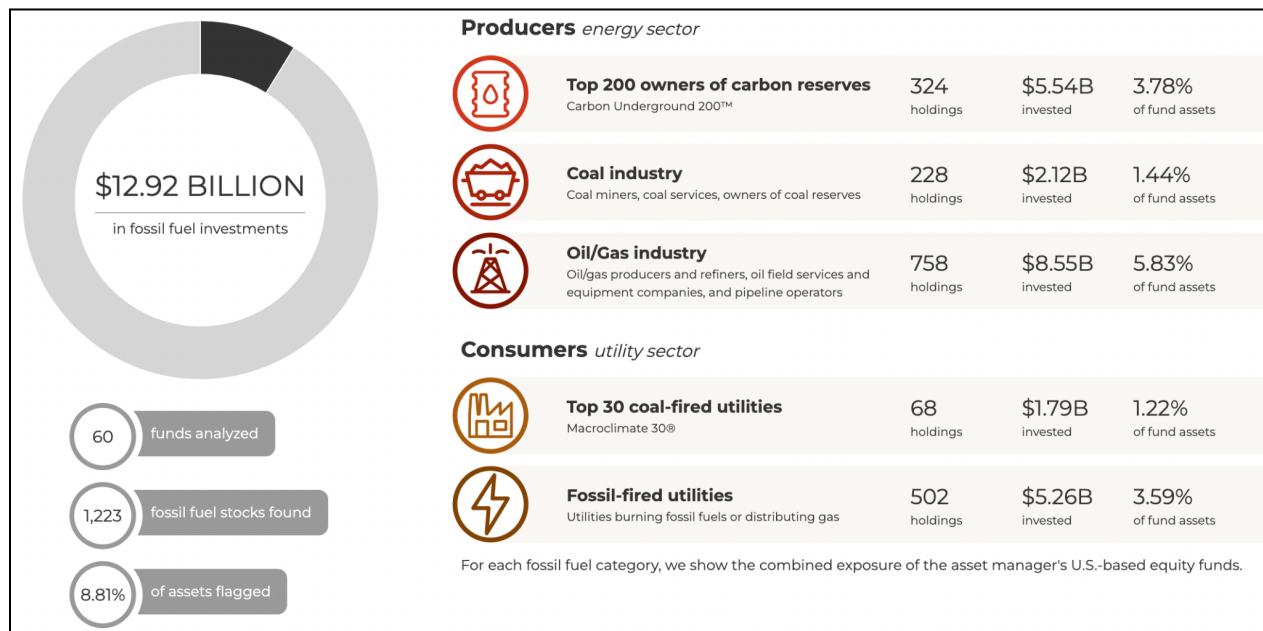
Managing Firm Name	Investment Amount Maturing			(After 2030) / (Total)	Proportionality to Mean
	Total	Before 2030	After 2030		
Total	558	299	259	46.5%	1.00
BLACKROCK	34	18	15	45.2%	0.97
VANGUARD GROUP	33	21	12	37.3%	0.80
PRUDENTIAL FINANCIAL INC	21	8	12	58.4%	1.26
ALLIANZ SE	17	9	8	46.7%	1.01
FMR LLC	15	7	7	51.3%	1.10
JPMORGAN CHASE & CO	12	6	6	49.4%	1.06
CAPITAL GROUP COMPANIES INC	11	6	4	42.5%	0.91
TIAA + NUVEEN	10.4	4.6	5.8	55.7%	1.20
>> TIAA-CREF	6.6	2.8	3.8	57.1%	1.23
>> NUVEEN ALTERNATIVES ADVISORS LLC	3.7	1.7	1.9	53.2%	1.14
GOLDMAN SACHS GROUP INC	8	4	4	48.3%	1.04
METLIFE INVESTMENT MANAGEMENT LL	8	3	5	58.8%	1.27
MANULIFE FINANCIAL CORP	7	2	4	66.7%	1.44
LORD ABBETT & CO LLC	7	5	1	20.6%	0.44
ROYAL BANK OF CANADA	6	3	3	46.1%	0.99
PRINCIPAL FINANCIAL GROUP INC	6	2	3	56.8%	1.22
PELLEGRINI SAGFCI	6	6	0	0.0%	0.00
CONSULTATIO ASSET MANAGEMENT	6	6	0	0.0%	0.00

[Source: "Toxic Bonds List." GreenWatch Working paper, University College Dublin (UCD)] (See Appendix 4 for more detail)

d. Mutual Funds and Fossil Fuels

Analysis of equity funds managed by TIAA/Nuveen shows that 8.81% of these investments are in fossil fuel stocks, with \$12.92 billion invested across 60 equity funds.³³ (See Graphic 2 below)

Graphic 2: Analysis of Fossil Fuel Exposure in TIAA/Nuveen Equity Funds (USD billion)



[Source: Fossil Free Funds]

Some of Nuveen's larger holdings in these funds include:

- **ConocoPhillips:** a major oil and gas company that has received the worst ratings on its decarbonization strategy and associated capital alignment by the Climate Action 100+ initiative.³⁴
- **Southern Power:** a "clean coal" utility company that has engaged in a multi-year disinformation campaign to stall action on climate change.³⁵

³³ As You Sow, *Fossil Free Funds: TIAA*, <https://fossilfreefunds.org/families?q=TIAA%20Investments%2FNuveen> These numbers and those that follow come from fossilfreefunds.org, "a search platform that looks at the climate impact of popular mutual funds and shows you if your money is being invested in fossil fuel companies, or companies with high carbon footprints." (Methodological note: "Open-end mutual funds and exchange-traded funds domiciled in the U.S. with at least 50% of assets invested in stocks. This data excludes bond funds, target date funds, and other asset classes like closed-end funds, collective trusts, and funds domiciled outside the U.S. This asset manager may have additional fossil fuel investments in those excluded funds." Data as of September 14 2022.)

³⁴ Climate Action 100+, *ConocoPhillips*, <https://www.climateaction100.org/company/conocophillips/#>.

³⁵ Energy and Policy Institute, *Southern Company Knew* (June 2022), <https://www.energyandpolicy.org/wp-content/uploads/2022/06/Southern-Company-Knew-Report-2022.pdf>.

- **American Electric Power:** a utility company that has received the worst rating on its short-term greenhouse gas (GHG) emission reduction targets and capital alignment by the Climate Action 100+ initiative.³⁶

As explained below, it is particularly noteworthy that 16 funds categorized as “sustainable” have received a score of D or lower in their fossil fuel exposure (see Appendix 5), with the worst performing fund – “Nuveen Global Net Zero Transition ETF” – receiving an “F” grade for its 15% exposure to fossil fuels.³⁷

TIAA/Nuveen is especially misleading about its ESG-themed products. Products advertised as “low carbon” or “ESG” lead the public to believe that these are especially environmentally responsible investments. But many of these products have high fossil fuel exposure, in many cases *higher* than TIAA’s non-ESG products. Here are some examples of funds that are managed by Nuveen:

- a. **TIAA-CREF Social Choice Low Carbon Equity Fund (TEWCX).**³⁸ Billing itself as a “low carbon” investment option, this fund holds \$54 million in fossil fuels, totaling 5.38% exposure, including investments in Halliburton, Sempra, and Oneok.³⁹
- b. **Nuveen’s ESG Large-Cap Value ETF (NULV).** This product has \$135.29 million invested in fossil fuels, an exposure of 8.37%.⁴⁰ At the time of this complaint, this fund had \$26 million in Sempra Energy, \$20 million in Halliburton, and \$22 million in Oneok. It also includes \$13 million in Bunge,⁴¹ an agricultural trader fined by the Brazilian Institute of Environment and Renewable Natural Resources for buying 3,000 tons of grain from farms that had destroyed native plants in Brazil’s Cerrado, one of the world’s most biodiverse ecosystems.⁴²
- c. **TIAA-CREF Social Choice Equity Fund (TISCX).**⁴³ With a total of \$463 million invested in fossil fuels, at 7.65% exposure, this ESG-themed fund includes \$27 million in the coal industry, \$330 million in oil and gas, and \$75 million in coal-fired utilities. Holdings include \$46 million in ConocoPhillips,

³⁶ Climate Action 100+, *American Electric Power Company*, <https://www.climateaction100.org/company/american-electric-power-company-inc/>.

³⁷ Fossil Free Funds, Nuveen Global Net Zero Transition ETF (NTZG), <https://fossilfreefunds.org/fund/nuveen-global-net-zero-transition-etf/NTZG/fossil-fuel-investments/FS0000HJK/F00001DPYR>.

³⁸ Fossil Free Funds, TIAA-CREF Social Choice Low Carbon Equity Fund (TCCHX), <https://www.nuveen.com/en-us/mutual-funds/tiaa-cref-social-choice-low-carbon-equity-fund?shareclass=Advisor>

³⁹ Fossil Free Funds, TIAA-CREF Social Choice Low Carbon Equity Fund (TEWCX), <https://fossilfreefunds.org/fund/tiaa-cref-social-choice-low-carbon-equity-fund/TEWCX/fossil-fuel-investments/FS0000BVON/F00000VTQK>.

⁴⁰ Fossil Free Funds, Nuveen ESG Large-Cap Value ETF (NULV), <https://fossilfreefunds.org/fund/nuveen-esg-large-cap-value-etf/NULV/fossil-fuel-investments/FS0000CSFQ/F00000XTWO>

⁴¹ Deforestation Free Funds, Nuveen ESG Large-Cap Value ETF (NULV), <https://deforestationfreefunds.org/fund/nuveen-esg-large-cap-value-etf/NULV/profile/FS0000CSFQ/F00000XTWO>

⁴² Deforestation Free Funds, TIAA-CREF Social Choice Low Carbon Equity Fund (TLWCX), <https://deforestationfreefunds.org/fund/tiaa-cref-social-choice-low-carbon-equity-fund/TLWCX/profile/FS0000BVON/F00000VTQJ>

⁴³ Nuveen, TIAA-CREF Social Choice Equity Fund (TICHX), <https://www.nuveen.com/en-us/mutual-funds/tiaa-cref-social-choice-equity-fund?shareclass=Advisor>

\$27 million in American Electric Power Company, \$25 million in both Sempra and Cheniere Energy, and \$21 million in Valero Energy.⁴⁴

- d. **TIAA-CREF Social Choice International Equity Fund. (TSONX)**⁴⁵ This fund has \$94.49 million in fossil fuels, at 8.67% exposure. Holdings include \$16.5 million in the coal industry and \$40 million in fossil-fired utilities. Its carbon footprint is higher than the median compared to industry benchmarks.⁴⁶ Oil and gas companies represent a total of \$76 million, including \$13 million in TotalEnergies, \$10 million in BP, \$6 million in Mitsubishi Corporation, and \$5 million in Repsol.⁴⁷

B. Investments in Land and Forest-Risk Commodity Companies

TIAA/Nuveen is one of the largest institutional investors of farmland and timberland in the world. As of December 31, 2021, Nuveen Natural Capital had \$10.5 billion of land-based assets under management and 3 million acres across 600 properties in ten countries. This includes approximately 1.1 million acres in Brazil, valued at \$2.2 billion AUM; 598,000 acres in the US, valued at \$5.8 billion AUM; and 907,000 acres in Australia, valued at \$1.39 billion AUM.⁴⁸

Many of TIAA/Nuveen's land investments support an unsustainable model of agriculture, including those that produce palm oil, paper/pulp, rubber, timber, beef, and soy. TIAA/Nuveen's landholdings in Brazil are particularly noteworthy. Credible reports have shown that TIAA/Nuveen is the biggest financial company buying farmland in Brazil, where it has acquired over one million acres of land, using shell companies to evade Brazil's law intended to limit foreign land ownership.⁴⁹ Most of TIAA/Nuveen's landholdings are in the Cerrado biome,⁵⁰ which is the most biodiverse savanna in the world, a highly

⁴⁴ Fossil Free Funds, TIAA-CREF Social Choice Equity Fund (TISCX), <https://fossilfreefunds.org/fund/tiaa-cref-social-choice-equity-fund/TISCX/fossil-fuel-investments/FSUSA00I37/FOUSA02VJF>

⁴⁵ Nuveen, TIAA-CREF Social Choice International Equity Fund (TSOHX), <https://www.nuveen.com/en-us/mutual-funds/tiaa-cref-social-choice-international-equity-fund?shareclass=Advisor>

⁴⁶ Fossil Free Funds, TIAA-CREF Social Choice International Equity Fund (TSONX), <https://fossilfreefunds.org/fund/tiaa-cref-social-choice-international-equity-fund/TSONX/carbon-footprint/FS0000BVOM/F00000VTQE>

⁴⁷ Fossil Free Funds, TIAA-CREF Social Choice International Equity Fund (TSONX), <https://fossilfreefunds.org/fund/tiaa-cref-social-choice-international-equity-fund/TSONX/fossil-fuel-investments/FS0000BVOM/F00000VTQE>

⁴⁸ Nuveen Natural Capital, *2022 Sustainability Report*, p.4-5, <https://documents.nuveen.com/documents/nuveen/default.aspx?uniqueid=e8afdc4c-c74c-418f-b610-de2f7607719e>.

⁴⁹ Chain Reaction Research, *The Chain: Federal Agency Deems TIAA's Land Holdings in Brazil Legally Null and Void* (December 18, 2020), <https://chainreactionresearch.com/the-chain-federal-agency-deems-tiaas-land-holdings-in-brazil-legally-null-and-void/>.

⁵⁰ Friends of the Earth US et al, *Harvard and TIAA's farmland grab in Brazil goes up in smoke* (October 18, 2019), <https://grain.org/en/article/6339-harvard-and-tiaa-s-farmland-grab-in-brazil-goes-up-in-smoke>

threatened ecosystem experiencing unprecedented deforestation, and a crucial watershed for Brazil.⁵¹ (see Appendix 1 Case Study 2 on Brazil)

TIAA/Nuveen also has investments in various companies engaged in forest-risk commodities that are devastating tropical forests. Analysis by Forests and Finance shows TIAA has shareholdings and bond holdings in some of the largest agricultural commodity companies, including Brazil's Suzano – the largest pulp producer in the world (\$50 million in bonds);⁵² CMPC – the second largest pulp producer in Latin America (\$75 million in bonds);⁵³ investments in Brazilian meat producers JBS⁵⁴ and Marfrig;⁵⁵ as well as investments in major soy producers and traders operating in Brazil such as Bunge⁵⁶ and Archer Daniel Midlands, including \$127 million in bonds to the latter.⁵⁷ Credible research has shown that pulp and paper companies in Brazil also contribute to deforestation because of the strong interaction with agricultural activities, namely cattle and soy.⁵⁸ TIAA/Nuveen's investments in JBS are particularly controversial given JBS' leading role in Brazil's cattle industry and its failure to rein in tropical deforestation in its supply chain.⁵⁹

In the United States, TIAA/Nuveen's acquisitions and advocacy for the financialization of land threaten access to land for small to mid-sized household farms, especially youth and landless farmworkers who wish to start their own farms. The National Young Farmers' Coalition has stated that its biggest problem is access to land.⁶⁰ The National Family Farm Coalition cites TIAA's capture of land resources as a major threat to its members, which include Black farmers' organizations and other minority groups.⁶¹ TIAA's accumulation of land increases speculative interest and raises the cost of reparative initiatives for groups who have been dispossessed of land in the US, especially Indigenous Peoples.⁶² In the last decade, TIAA

⁵¹ Jump in deforestation of world's most biodiverse savanna alarms Brazilian scientists, Reuters (January 3 2022), <https://www.reuters.com/business/environment/jump-deforestation-worlds-largest-savanna-alarms-brazilian-scientists-2022-01-03/>

⁵² Forests and Finance, forestsandfinance.org (Data as of October 2022). For an explanation of the methodology, see here: <https://forestsandfinance.org/methodology/>.

⁵³ Id.

⁵⁴ TIAA/Nuveen was a shareholder as of April 22, 2022, see <https://vds.issgovernance.com/vds/#/MTlwODY=/>.

⁵⁵ TIAA/Nuveen was a shareholder as of April 8, 2022, see <https://vds.issgovernance.com/vds/#/MTlwODY=/>.

Bondholdings derived from Forestsandfinance.org (bondholding value is unadjusted)

⁵⁶ TIAA/Nuveen was a shareholder as of May 12, 2022, see <https://vds.issgovernance.com/vds/#/MTlwODY=/>.

⁵⁷ Forests and Finance, forestsandfinance.org (Data as of October 2022). (bondholding value is unadjusted)

⁵⁸ See Karen Vermeer, Two sides of the same coin: How the pulp and paper industry is profiting from deforestation in the Amazon rainforest (September 21, 2020), <https://environmentalpaper.org/2020/09/two-sides-of-the-same-coin-how-the-pulp-and-paper-industry-is-profitin-g-from-deforestation-in-the-amazon-rainforest/>. See also Friends of the Earth US & Rede Social de Justiça e Direitos Humanos, *INDUSTRIAL SOY EXPANSION IN BRAZIL* (April 2022), <https://1bps6437gg8c169i0y1drtgz-wpengine.netdna-ssl.com/wp-content/uploads/2022/04/IndustrialSoyExpansion.Brazil.FoE-final.pdf>.

⁵⁹ See, e.g., Global Witness, *Cash Cow* (June 23 2022), <https://www.globalwitness.org/en/campaigns/forests/cash-cow/>.

⁶⁰ National Young Farmers Coalition, <https://www.youngfarmers.org/landaccess/>

⁶¹ Roll Call, *As House focuses on China, farm groups see other land buyers*, <https://rollcall.com/2021/08/05/as-house-focuses-on-china-farm-groups-see-other-land-buyers/> (August 5, 2021)

⁶² Land-Grab Universities, High Country News (March 30, 2020), <https://www.landgrabu.org/>

has increased its land accumulation in Mississippi by five-fold, to over 108,000 acres, precisely in the region where Black farmers have lost the largest amount of land in recent decades due to discriminatory practices.⁶³ In the Midwest, TIAA acquisitions help large corn and soybean farms to expand in size, contributing to a trend of rural depopulation and economic decline, as well as soil erosion and water pollution.⁶⁴ There are similar impacts from TIAA/Nuveen's accumulation and management of timberland and farmland in the west, including the capture and depletion of scarce water resources.⁶⁵

3. TIAA/Nuveen's Investment Activities Put the Integrity of the PRI Initiative at Risk

Nuveen has explained that it implements its responsible commitment through "(1) engagement, (2) ESG integration and (3) driving positive impact across our portfolios."⁶⁶ In 2021, TIAA also set net-zero commitments for accounts managed by Nuveen: TIAA General Account – net zero by 2050; and Nuveen Real Estate – Net Zero by 2040.⁶⁷ However, Nuveen's investment practices (see above) and the vagueness of its plans to achieve net-zero goals raise serious doubt as to its commitment to climate action and the PRI Principles at large. TIAA's violations outlined below jeopardize the achievement of the PRI's objectives, most notably its goal of achieving sustainability outcomes as outlined in the PRI's 2021-24 Strategic Plan.

A. Violation of PRI Principle 1: Failure to "incorporate ESG issues into investment analysis and decision-making processes."

The extent of TIAA/Nuveen's investments in fossil fuels, contested land, and deforestation-linked commodities (see Section 2 above) are clearly antithetical to the objective of ESG integration. Their inclusion in TIAA/Nuveen's portfolio evinces a failure to give due consideration and weight to factors related to the investments' impacts on greenhouse gas emissions, biodiversity loss, and human rights (among the examples of ESG issues provided in PRI's guidance, *PRI Reporting Framework: Main Definitions* (2018)), as well as, critically, the risk that those ESG-related impacts pose to the portfolio.

TIAA/Nuveen's fossil fuel investments illustrate this incompatibility. The IPCC has affirmed that fossil fuels are the principal source of greenhouse gas emissions and that swift and steep reduction in those emissions is necessary to avert climate catastrophe. Fossil fuel combustion was responsible for over 80%

⁶³ Vann R. Newkirk II, *THE GREAT LAND ROBBERY: The shameful story of how 1 million black families have been ripped from their farms* (September 2019),

<https://www.theatlantic.com/magazine/archive/2019/09/this-land-was-our-land/594742/>

⁶⁴ ActionAid, *Part 2: TIAA's Farms Up Close* (July 8, 2019),

<https://www.actionaidusa.org/insight/tiaas-farms-up-close/>

⁶⁵ Tom Philpott, *Rivers of Finance, But Not a Drop to Drink: Financialization, Power and Agriculture in California's Parched Central Valley*, Institute For Food And Development Policy, VOL 26, No. 4, Winter 2020,

https://archive.foodfirst.org/wp-content/uploads/2020/12/Backgrounder_WINTER_12-05-2020-2.pdf

⁶⁶ Nuveen, *TIAA policy statement on responsible investing*, *supra* note 5, at p. 3.

⁶⁷ Nuveen, *TIAA General Account is Committing to Achieving Net Zero Carbon by 2050*. Press Release (May 12, 2021)

of total anthropogenic CO₂ emissions in the last decade and remains the majority source of emissions: CO₂ emissions from the combustion of fossil fuels accounted for 64% (38Gt) of total global GHG emissions in 2019, with methane – of which fossil fuel production and use are among the largest sources – contributing an additional 18% (11Gt).⁶⁸ The IPCC, therefore, notes that “the achievement of long-term temperature goals in line with the Paris Agreement requires the rapid penetration of renewable energy and a timely phasing out of fossil fuels, especially coal, from the global energy system.”⁶⁹ In scenarios with the greatest probability of limiting warming to 1.5°C with no or limited overshoot, the use of coal, oil, and gas must decline by a median of 95%, 60%, and 45%, respectively, by 2050, with phaseout completed in the second half of the century.⁷⁰ Ambitious pathways limiting temperature rise to 1.5°C could require a 100% decline in the use of coal, and a 90% decline in the use of oil and gas, by 2050.⁷¹ TIAA/Nuveen’s current investments in the fossil fuel industry are not aligned with these science-based benchmarks.

This misalignment is particularly evident with respect to TIAA/Nuveen’s coal industry investments. As outlined by climate scientists, “phasing out coal from the electricity sector is the single most important step to get in line with 1.5°C.”⁷² And as the UN Secretary-General has urged, “There must be no new coal plants built after 2021 [and] OECD countries must phase out existing coal by 2030, with all others following suit by 2040”⁷³ if we are to stay within the 1.5°C limit. More recently, the co-chairs of the *Glasgow Financial Alliance on Net Zero (GFANZ)*, Michael Bloomberg and Mark Carney, and the vice-chair Mary Schapiro, issued a statement entitled “No New Coal” on August 22nd, stating “we want to be equivocal on this point: **there is no rationale for financing new coal projects** (original emphasis).”⁷⁴ They note that “all rigorous science-based pathways” show that “**new coal capacity (both extraction and power generation) is inconsistent with achieving net zero and limiting global warming to 1.5°C.**”⁷⁵ TIAA/Nuveen’s coal industry investments are, therefore, clearly incompatible with a net zero by 2050 pathway.

TIAA/Nuveen’s oil and gas investments also demonstrate a failure to properly incorporate ESG issues, specifically related to the sector’s impacts on climate, communities, and ecosystems. A recent report by

⁶⁸ IPCC AR6 Working Group 1 Technical Summary at p. 80,

https://www.ipcc.ch/report/ar6/wg1/downloads/report/IPCC_AR6_WGI_TS.pdf

⁶⁹ IPCC, Working Group III Contribution to the IPCC Sixth Assessment Report on Mitigation of Climate Change [AR6 WGIII], Ch. 17, 17-23, available at: <https://www.ipcc.ch/report/ar6/wg3/>.

⁷⁰ AR6 WGIII, Summary for Policymakers (SPM) C.3.2, at SPM-32.

⁷¹ *Id.*

⁷² Climate Analytics, *Coal Phase-Out*, Briefing, <https://climateanalytics.org/briefings/coal-phase-out/>

⁷³ United Nations, *Secretary-General’s statement on the IPCC Working Group 1 Report on the Physical Science Basis of the Sixth Assessment* (August 9, 2021), <https://www.un.org/sg/en/content/secretary-generals-statement-the-ipcc-working-group-1-report-the-physical-science-basis-of-the-sixth-assessment>.

⁷⁴ GFANZ, *Statement on “No New Coal” from Michael R. Bloomberg, Mark Carney and Mary Schapiro* (August 22, 2022), <https://www.gfanzero.com/press/statement-on-no-new-coal-from-michael-r-bloomberg-mark-carney-and-mary-schapiro/>.

⁷⁵ *Id.*

Carbon Tracker concluded that “over \$1 trillion of oil & gas assets risk becoming *stranded* as a result of policy action on climate and the rise in alternative energy sources,”⁷⁶ and the majority of those assets are held by listed companies. While some industry lobbyists have continued to argue for natural gas as a clean alternative to coal and oil, scientists have been showing for more than a decade that natural gas is a dangerous emitter of methane, a systematically underreported greenhouse gas that is 86 times stronger than carbon dioxide over 20 years,⁷⁷ and that hydraulic fracking, a technique for extracting natural gas, is linked to major disruptions of communities and ecosystems.⁷⁸ Analysis has also shown that far from being a “bridge fuel” to a cleaner energy future, liquefied natural gas (LNG), particularly when exported, undercuts efforts to keep warming below 1.5°C.⁷⁹ The recent passage of the Inflation Reduction Act of 2022 in the United States, for example, has, for the first time, added a methane tax on designated petroleum and natural gas facilities,⁸⁰ heightening its stranded asset risk.

TIAA has acknowledged that “as a large asset manager and asset owner, our financed emissions are significantly larger than our operational emissions... We believe that the physical impacts of climate change are likely to impact our clients and our assets, and that a transition to a low carbon economy is inevitable and necessary. As investors and stewards of our clients’ retirement assets, we recognize that such a transition will pose risks to the companies in which we invest over the long term. We believe it is part of our duty to manage those risks.”⁸¹ TIAA/Nuveen claims that with ESG integration, “Our investment teams follow a consistent framework that drives ESG incorporation across the research, due diligence, portfolio management, monitoring and reporting stages of investment.”⁸² TIAA/Nuveen further state that “Our ESG integration activities... focus on building out the financial relevance of material ESG

⁷⁶ Carbon Tracker, *Unburnable Carbon: Ten Years On*, June 2022, <https://carbontracker.org/reports/unburnable-carbon-ten-years-on/>

⁷⁷ See IEA, *Global Methane Tracker 2022 - Overview* (2022), <https://www.iea.org/reports/global-methane-tracker-2022/overview> (“Globally, our analysis finds that methane emissions from the energy sector are about 70% greater than the sum of estimates submitted by national governments.”)

⁷⁸ Jeff Tollefson, *Methane leaks erode green credentials of natural gas*, *Nature*, Vol. 493, p.12 (2013), <https://www.nature.com/articles/493012a#ref-link-5>; Robert W. Howarth, *A bridge to nowhere: methane emissions and the greenhouse gas footprint of natural gas*, *Energy Science and Engineering*, Vol. 2(2) (May 15 2014), <https://onlinelibrary.wiley.com/doi/full/10.1002/ese3.35>; Avner Vengosh et. al, *A Critical Review of the Risks to Water Resources from Unconventional Shale Gas Development and Hydraulic Fracturing in the United States*, *Environ. Sci. Technol.* 2014, 48, 15, 8334–8348, <https://pubs.acs.org/doi/10.1021/es405118y#>; Robert W. Howarth et. al, *Should fracking stop?* *Nature* Vol. 477, p.271–275 (2011), <https://www.nature.com/articles/477271a>; Qingmin Meng, *The impacts of fracking on the environment: A total environmental study paradigm*, *Science of the Total Environment* 580 (2017) 953–957, <https://www.unco.edu/nhs/biology/about-us/franklin-scott/lab/images/Meng2017.pdf>.

⁷⁹ NRDC, *Sailing to Nowhere: Liquefied Natural Gas Is Not an Effective Climate Strategy* (December 2022), <https://www.nrdc.org/resources/sailing-nowhere-liquefied-natural-gas-not-effective-climate-strategy>.

⁸⁰ JonesDay, *Methane Charges: The Inflation Reduction Act's Stick Hidden in the Carrots* (September 2022), <https://www.jonesday.com/en/insights/2022/09/inflation-reduction-act-methane-charges>

⁸¹ TIAA, *TIAA CLIMATE REPORT 2021: Facing the climate crisis*, p2, https://www.tiaa.org/public/pdf/2/2021_climate_report.pdf.

⁸² Nuveen, *Responsible Investing at Nuveen* (June 2022), p.4, <https://documents.nuveen.com/documents/nuveen/default.aspx?uniqueid=47229934-4f42-4710-9618-96aedaa471a0>

themes and factors, and facilitating systematic access to and uptake of quality ESG information in the investment process.”⁸³

In December 2021, TIAA announced its Climate Action Plan (CAP), acknowledging that climate risk is an investment risk and setting a target for its General Account to reach net-zero carbon emissions by 2050.⁸⁴ However, rather than a substantive announcement, TIAA/Nuveen announced its commencement of a process to produce a plan. The CAP is restricted to 20~25% of the portfolio and lacks a timetable or benchmarks for the development of a comprehensive plan.

As stated above, TIAA/Nuveen admits that its financed emissions will likely physically impact both its clients and its assets, and it admits that it has a responsibility to address those risks. By failing to develop an immediate and aggressive plan to address the foreseeable climate risks and impacts, TIAA/Nuveen has demonstrated that it does not have an effective ESG analysis or decision-making process to address such risks.

TIAA/Nuveen’s lack of action and concrete plan to achieve net zero by 2050 sharply contrasts with some of its pension fund peers, most notably the Norwegian Government Pension Fund, which recently produced a 2025 Climate Action Plan that includes an intention to “Divest[] from companies with high and unmitigated climate risks.”⁸⁵ TIAA/Nuveen’s conduct also contrasts with the New York State Common Retirement Fund (CRF), which produced a Climate Action Plan in 2019.⁸⁶ This includes the following commitment:

“Formally integrate climate risk assessment and engagement into investment processes, including the development of an enhanced, phased, risk assessment process, to evaluate companies in high impact sectors on climate transition readiness. Those companies with poor performance would be placed on a watch list for prioritized engagement. **In the event that the poor performers fail to demonstrate improvement in transition readiness, additional actions such as underweighting, restricting new investments, or divestment may be considered consistent with the CRF’s investment policies, processes and fiduciary duty.** This process would begin with thermal coal companies and then move to other high impact sectors.”⁸⁷ (emphasis added)

⁸³ Nuveen, *TIAA policy statement on responsible investing*, *supra* note 5, at p.4.

⁸⁴ TIAA, *TIAA Releases First Climate Report* (December 21, 2021), <https://www.tiaa.org/public/about-tiaa/news-press/press-releases/2021/12-21>.

⁸⁵ Norges Bank Investment Management, *2025 Climate Action Plan: Driving our portfolio companies towards Net Zero 2050* (September 20, 2022), <https://www.nbim.no/en/the-fund/responsible-investment/2025-climate-action-plan/>.

⁸⁶ New York State Common Retirement Fund, *Climate Action Plan 2019* (June 2019), <https://www.osc.state.ny.us/files/reports/special-topics/pdf/climate-action-plan-2019.pdf>. See also *PROGRESS REPORT on the New York State Common Retirement Fund’s Climate Action Plan* (July 2022), <https://www.osc.state.ny.us/files/reports/special-topics/pdf/progress-report-climate-action-plan-2022.pdf>.

⁸⁷ Thomas P. DiNapoli, *NYS Common Retirement Fund’s Climate Action Plan* (June 16, 2019), <https://corpgov.law.harvard.edu/2019/06/16/nys-common-retirement-funds-climate-action-plan/>.

The NY state pension fund has already made a decision to divest from 22 thermal coal mining companies,⁸⁸ seven tar sands companies,⁸⁹ and \$238 million worth of stock and debt it holds across 21 shale oil and gas companies.⁹⁰ The New York City Comptroller's Office has also produced a comprehensive climate action plan and has reported the amount divested from fossil fuels as \$2.8 billion, with "\$1 billion remaining to complete full divestment."⁹¹ If TIAA/Nuveen had effective ESG screening processes that brought their investments in line with the 1.5°C pathway, divestment should feature more prominently in its strategy, similar to its pension fund peers.

TIAA/Nuveen asserts that it incorporates rigorous ESG criteria into all of its investment decisions and regularly re-evaluates these investments according to ESG standards.⁹² TIAA/Nuveen has claimed that the TIAA Policy Statement on Responsible Investing⁹³ applies to 100% of Nuveen's AUM, \$1.26 trillion as of December 31, 2021, across asset classes and investment specialists, as well as all TIAA and TIAA-CREF Fund Complex assets.

Despite TIAA/Nuveen's many statements acknowledging the climate-related risks of its portfolio and its commitment to ESG integration, TIAA/Nuveen's investment portfolio detailed above indicates a failure to implement these commitments. TIAA/Nuveen's continuing investments that should have failed any reasonable ESG test demonstrate that it has simply failed to implement the proper controls.

B. Violation of PRI Principle 2: Failure to "incorporate ESG issues into [TIAA/Nuveen's] ownership policies and practice."

TIAA/Nuveen touts engagement as a principal pillar of its efforts to incorporate ESG issues and dismisses divestment as a strategy, noting, "we believe that divestment does not offer TIAA an optimal strategy for changing the policies and practices of issuers we invest in, nor is it the best means to produce long-term value for our participants and shareholders."⁹⁴ TIAA/Nuveen reports that it has engaged 275 companies on expanding climate disclosure, targets, and scenario analysis.⁹⁵

⁸⁸ Thomas P. DiNapoli, *N.Y. pension fund one of world's most responsible*, Times of Union (July 12, 2020), <https://www.timesunion.com/opinion/article/N-Y-pension-fund-one-of-world-s-most-responsible-15403354.php>

⁸⁹ David Thurton, *New York state pension fund says it's selling off a \$7M stake in oilsands*, CBC News (April 12, 2021), <https://www.cbc.ca/news/politics/new-york-state-pension-oilsands-divestment-1.5983730>.

⁹⁰ Ross Kerber, *EXCLUSIVE New York pension fund to divest half its shale companies*, Reuters (February 9, 2022), <https://www.reuters.com/business/finance/exclusive-new-york-pension-fund-divest-half-its-shale-companies-2022-02-09/>.

⁹¹ New York City Comptroller, *NYC Climate Dashboard*, <https://comptroller.nyc.gov/services/for-the-public/nyc-climate-dashboard/climate-finance/> (accessed October 13, 2022).

⁹² Nuveen, *2020 RI Transparency Report*, p. 182, <https://www.unpri.org/signatory-directory/nuveen-a-tiaa-company/3942.article>.

⁹³ Nuveen, *TIAA policy statement on responsible investing*, *supra* note 5.

⁹⁴ *Id.*

⁹⁵ TIAA Climate Report 2021, *supra* note 81, at p4.

However, the alternative approach of engagement has repeatedly proven to be ineffective or of minimal impact,⁹⁶ especially when it is not backed by robust criteria for divestment or exclusion from an investment portfolio.⁹⁷ The limits of engagement have been illustrated by the Climate Action 100+ initiative, which is backed by 700 institutional investors with \$68 trillion in assets, including TIAA/Nuveen.⁹⁸ After several years of engagement, less than 12% of its 166 focus companies currently have adequate short-term emissions reduction targets or decarbonization strategies, while none have aligned its capital expenditure with a 1.5°C future or produced financial statements that reflect relevant climate risks.⁹⁹ These companies account for up to 80% of corporate industrial greenhouse gas emissions.¹⁰⁰

This is particularly evident with respect to fossil fuel companies. TIAA/Nuveen has touted its engagement with Exxon-Mobil; yet, Exxon remains committed to significant fossil fuel expansion and has so far failed to disclose its full suite of Scope 3 emissions or commit to a comprehensive net-zero goal.¹⁰¹ While the fossil fuel industry boasts of net-zero-by-2050 plans and its investments in a clean energy transition, the reality shows that there is very little willingness by, for example, the big oil, gas, and coal companies (“Carbon Majors”), to shift away from its business as usual focus on fossil fuels.¹⁰² Each of the oil majors’ exploration and development activities fails to meet the International Energy Agency’s standard of no new greenfield projects going forward. This standard is the critical metric used to map whether energy activities around the world are on a path to comply with the Paris Agreement.

A policy of indefinite shareholder engagement also presents a significant fiduciary danger, as it tolerates continued exposure to an industry that faces dire long-term risk. New York State acknowledged in its rationale for divestment from fossil fuel companies that the engagement process had proved frustrating.¹⁰³ It is noteworthy that globally, institutions representing an unprecedented total of over \$40 trillion worth of assets have now committed to some form of fossil fuel divestment, a figure that is

⁹⁶ See, e.g., A. Marsh, *Most Climate Action 100+ Companies Are Failing on Emissions*, Bloomberg (March 30, 2022), <https://www.bloomberg.com/news/articles/2022-03-30/most-climate-action-100-companies-are-failing-on-emissions>

⁹⁷ See, e.g., Ellen Quigley, Emily Bugden, and Anthony Odgers, *Divestment: Advantages and Disadvantages for the University of Cambridge* 110 (2021), <https://ssrn.com/abstract=3849513> (“By any threshold one could devise as to the efficacy of a tactic for action on climate change and other social and environmental issues, it would be difficult to deem shareholder engagement a success.”)

⁹⁸ Climate Action 100+, <https://www.climateaction100.org/whos-involved/investors/> (accessed October 13, 2022)

⁹⁹ Alex Wilks, The Sunrise Project, *Benchmarks show company climate inaction: why haven't CA100+ investors achieved more?* (March 30, 2022), <https://www.linkedin.com/pulse/benchmarks-show-company-climate-inaction-why-havent-ca100-alex-wilks>.

¹⁰⁰ Climate Action 100+, *Companies* (accessed April 7, 2022)

¹⁰¹ Oil Change International, *Big Oil Reality Check 2022* (May 2022), <https://priceofoil.org/2022/05/24/big-oil-reality-check-2022/>

¹⁰² *Id.*

¹⁰³ See, e.g., Anne Barnard, *New York's \$226 Billion Pension Fund Is Dropping Fossil Fuel Stocks* (2021), <https://www.nytimes.com/2020/12/09/nyregion/new-york-pension-fossil-fuels.html> (“But Mr. DiNapoli, who also long advocated for engagement over divestment, said a turning point for him came with what he called ExxonMobil’s “disappointing, frustrating” rebuffs in recent years to the New York State fund, California’s teachers’ pension fund and other shareholders that have pushed for a more environmentally sustainable business plan.”)

higher than the annual GDP of the United States and China combined.¹⁰⁴ Far from causing losses to the portfolio, evidence suggests divestment from fossil fuels and elimination of exposure to this sort of systemic risk would produce positive or neutral results. Independent research has found that California's largest public pension funds, CalPERS and CalSTRS, would have gained an additional \$19+ billion in revenue by 2019 if they had divested from fossil fuels in 2009¹⁰⁵ and that the costs of divestment estimated by CalPERS and CalSTRS were significantly exaggerated.¹⁰⁶ In fact, CalSTRS's divestment from coal has demonstrated a positive benefit to the portfolio.¹⁰⁷

Another key pillar of TIAA/Nuveen's ESG integration strategy is voting. TIAA/Nuveen claims that it "executes thoughtful, case-by-case voting on management and shareholder proposals for publicly traded companies."¹⁰⁸ TIAA/Nuveen's general policy on proxy voting regarding climate issues explains that it "will generally support reasonable shareholder resolutions seeking disclosure of greenhouse gas emissions, the impact of climate change on a company's business activities and products and strategies designed to reduce the company's long-term impact on the global climate."¹⁰⁹ However, its company-level voting records provide a mixed account of its votes with respect to ESG issues, particularly with respect to climate. In 2021-22, TIAA/Nuveen repeatedly voted *against* shareholder resolutions that supported setting targets for greenhouse gas emissions. The rationales given for these votes are vague, such as "Support for the proposal is not warranted as the proposal is not an effective or practical means to address the underlying issue or achieve the intended outcome."¹¹⁰ (See Appendix 2: Proxy Voting Record for more details)

- **Bank holdings:** TIAA/Nuveen elected not to support any of the votes lodged at Wall Street banks to align its financing with the IEA Net Zero scenario,¹¹¹ despite clear evidence of Wall Street banks' leading role in financing the fossil fuel industry.¹¹² This includes votes lodged with JPMorgan Chase, which has been consistently ranked the largest global financier of fossil fuels and fossil fuel expansion.¹¹³ TIAA/Nuveen also voted against multiple resolutions to bring bank financing into alignment with the Paris Agreement.

¹⁰⁴ Global Fossil Fuel Commitments Database, [Divestmentdatabase.org](https://divestmentdatabase.org) (Accessed April 6 2022). See also Stand.Earth et al, *Invest Divest 2021: A Decade of Progress Towards a Just Climate Future* (October 2021), <https://www.stand.earth/sites/stand/files/divestinvestreport2021.pdf>.

¹⁰⁵ Fossil Free California, *CA/CO Pension Funds Lost Billions on Fossil Fuels* (November 11, 2019), <https://fossilfreeca.org/study-ca-and-co-pension-funds-lost-billions-on-fossil-fuels/>.

¹⁰⁶ Fossil Free California, *Hyperbole in the Hearings: Pension Funds Exaggerate the Cost of Divestment* (May 9, 2022), <https://fossilfreeca.org/wp-content/uploads/2022/05/Hyperbole-in-the-Hearings.pdf>.

¹⁰⁷ Fossil Free California, *CalSTRS Exaggerates Costs of Divestment* (May 3, 2022), <https://fossilfreeca.org/calstrs-exaggerates-costs-of-divestment/>.

¹⁰⁸ Nuveen, *TIAA policy statement on responsible investing*, *supra* note 5, at p.4.

¹⁰⁹ *Id.*, at p20.

¹¹⁰ Nuveen, *Key proxy vote rationales for 2020-21*, Monster Beverage Corporation, <https://www.nuveen.com/en-us/insights/responsible-investing/proxy-vote-rationales>.

¹¹¹ See, e.g., Nuveen, *Proxy Voting Records*, JPMorgan Chase, <https://vds.issgovernance.com/vds/#/MTlwODY=/>.

¹¹² See, e.g., Rainforest Action Network et al, *Banking on Climate Chaos 2021: Fossil Fuel Finance Report 2021*, <https://www.bankingonclimatechaos.org/>; Interfaith Center on Corporate Responsibility, *2022 Climate Finance Resolutions Going to a Vote*, <https://www.iccr.org/2022-climate-finance-resolutions-going-vote>.

¹¹³ *Id.*

- **Fossil Fuel holdings:** TIAA/Nuveen voted against adopting net-zero emissions targets in multiple resolutions lodged with fossil fuel companies, including major oil and gas companies such as Royal Dutch Shell and Enbridge, and against reporting on the costs and benefits of environmental-related expenditures, such as by Exxon.
- **Big Ag holdings:** Among the few climate-related resolutions brought to agribusiness, TIAA/Nuveen voted against a “Report on Integrating ESG Metrics Into Executive Compensation Program” at Pilgrim’s Pride and against an “Annual Vote and Report on Climate Change” at Monster Beverage. Given TIAA/Nuveen’s significant exposure to the agricultural sector, TIAA/Nuveen should be playing a more active role in exercising its responsible ownership by filing resolutions at the large agricultural commodity companies it invests in.

C. Violation of PRI Principle 3: Failure to “seek appropriate disclosure on ESG issues by the entities in which [TIAA] invests,” including supporting shareholder initiatives and resolutions which promote ESG disclosure

TIAA/Nuveen states that it has targeted 147 companies in the past year, seeking specific actions to improve climate disclosure and accountability¹¹⁴ TIAA/Nuveen has explained that it specifically seeks reporting aligned with the recommendations of the Task Force on Climate-related Financial Disclosures and stronger board and management oversight and accountability for climate risk and encourages companies to adopt science-based emissions reduction targets that align with the Paris Agreement.¹¹⁵ While this is a step in the right direction, it is unclear whether TIAA/Nuveen is seeking disclosure of ESG issues from the companies that matter, and these measures remain inadequate for securing meaningful emissions reductions and ensuring companies align with a 1.5°C pathway.

The issue of carbon disclosures at private equity companies is taking on increasing concern.¹¹⁶ Here TIAA/Nuveen also lags in comparison to its colleagues.

TIAA’s quarterly and annual filings to the New York Department of Financial Services contain a category of *Other Invested Assets*, which contain private equity as well as real estate joint venture investments.¹¹⁷ This asset category carries a value of \$34.1 billion and encompasses approximately 2,000 additional investments that appear to cover the global economy.¹¹⁸ The filings show that TIAA has substantial

¹¹⁴ TIAA Climate Report 2021, *supra* note 81, at p.4.

¹¹⁵ Nuveen, 2020 – 2021 Annual Stewardship Report, *supra* note 14, at p. 14.

¹¹⁶ See, e.g., Private Equity Stakeholder Project & Americans for Financial Reform Education Fund, *Private Equity Climate Risks Scorecard 2022* (September 2022), <https://peclimaterisks.org/>; Reclaim Finance, *Private equity: fuelling climate crisis from the shadows* (September 16, 2022), <https://reclaimfinance.org/site/en/2022/09/16/private-equity-fuelling-climate-crisis-from-the-shadows/>.

¹¹⁷ TIAA, 2021 Schedule of Investments, Schedule BA Other Invested Assets, E.07-01 and E.07.16.

¹¹⁸ TIAA, 2021 Schedule of Investments, Section BA Other Invested Assets p. E.07.20 TIAA/About TIAA/Governance and Accountability/TIAA Accounts/ Quarterly Statement September 2021, available at <https://www.tiaa.org/public/about-tiaa/corporate-governance-leadership/document-library>.

investments in private equity. TIAA has investment partnerships with most of the top fossil fuel private equity players and a host of others. (See Table 4 below).

TIAA/Nuveen states that it takes ESG into consideration in its private equity investments.¹¹⁹ However, despite heightened scrutiny of the sector's growing portfolio of fossil fuel investments,¹²⁰ there is no indication of TIAA/Nuveen's efforts to seek ESG disclosure from such companies. Unfortunately, the information provided by TIAA in its quarterly and annual filings with DFS is quite limited, including with respect to climate.

This sector of the capital markets has a long history of limited transparency. For example, an investor like TIAA/Nuveen places a tranche of cash with a private equity manager. The manager invests in an array of projects based on an investment plan presented to TIAA and other investors.¹²¹ Private equity funds promise a higher return than equities or bonds and also are riskier. The actual companies that receive investments from private equity managers are not usually publicly reported unless the fund manager or companies see it in their interest to do so.

Additional research tools are needed to evaluate the carbon footprint of these investments. Recently released reports have identified leading financiers in the fossil fuel private equity space.¹²²

TIAA/Nuveen has relegated the Other (private equity) portion of the portfolio to lower priority status. This is an unfortunate approach. There is nothing stopping TIAA/Nuveen from immediately informing its portfolio of private equity and other special investment fund managers that it wants to forgo any future investments in fossil fuels, which would put it on notice for the future. Further, TIAA/Nuveen can establish the proper policies for the future selection of private equity fund managers as well as address exit strategies for existing private equity investments that do not align with a 1.5°C pathway.

¹¹⁹ Nicholas Liolis, *Responsible investing: combining ESG with financial outcomes*, Nuveen Investment Outlook, <https://www.nuveen.com/en-us/insights/investment-outlook/combining-esg-with-financial-outcomes>.

¹²⁰ Hiroko Tabuchi, *Private Equity Funds, Sensing Profit in Tumult, Are Propping Up Oil*, New York Times (October 13, 2021), <https://www.nytimes.com/2021/10/13/climate/private-equity-funds-oil-gas-fossil-fuels.html>.

¹²¹ IEEFA, *Private Equity's Losing Bet on PJM Coal Plants*, June 2, 2022, <https://ieefa.org/resources/private-equitys-losing-bet-pjm-coal-plants>

¹²² See *Private Equity Climate Risks Scorecard 2022*, *supra* note 116.

Table 4: TIAA Investments with Top Private Equity Fossil Fuel Investors & Climate Scorecard¹²³

Investment Partner	Amount (million, USD)	Climate Scorecard
Blackstone	84.6	D
Brookfield Asset Managers	35.7	D
Carlyle Group/NGP	13.4	F
Oaktree Capital	18.8	D
TPG	6.7	B
Kayne Anderson	5.2	N/A
Warburg Pincus	3.9	D
CVC Capital	7.7	N/A
TOTAL	\$176.00	

D. Violation of PRI Principle 4: Failure to “promote acceptance and implementation of the Principles within the investment industry,” most notably by supporting regulatory or policy developments that enable implementation of the Principles.

TIAA asserts that it is committed to policy influence and “actively help[s] to shape legislation, public policy and global standards related to RI [responsible investing] best practices.”¹²⁴ However, several examples demonstrate that this is not the case.

TIAA/Nuveen’s recent commentary on the Securities Exchange Commission (SEC) Climate Disclosure Rule argues against core proposals to counter greenwashing by public companies.¹²⁵ TIAA/Nuveen calls for abandoning the proposed disclosure requirements for climate-related targets, tools, and transition plans and instead proposes a “comply or explain” approach to disclosures. Further, TIAA/Nuveen states that the “SEC should not subject data disclosed under the Proposal to any required audit or attestation.”¹²⁶ TIAA/Nuveen also calls for the exclusion of collective investment vehicles, including its Real Estate Account, from the disclosures.¹²⁷ Given heightening concerns around greenwashing by the private sector in relation to its climate commitments¹²⁸ and an uptick in litigation against companies engaged in misleading practices, it is deeply concerning that TIAA/Nuveen is advocating for a weakening of accountability measures against such practices.

¹²³ *Id.* and IEEFA report (October 2022, forthcoming), *supra* note 19.

¹²⁴ Nuveen, *TIAA policy statement on responsible investing*, *supra* note 5, at p.4.

¹²⁵ TIAA, Submission to the Securities and Exchange Commission “Re: The Enhancement and Standardization of Climate-Related Disclosures for Investors, File No. S7-10-22” (June 17, 2022), <https://www.sec.gov/comments/s7-10-22/s71022-20132159-302651.pdf>

¹²⁶ *Id.*, p.7.

¹²⁷ *Id.*, p.5.

¹²⁸ See, e.g., United Nations, *We cannot afford greenwashing’: Guterres highlights key role of Net-Zero experts* (April 27, 2022), <https://news.un.org/en/story/2022/04/1117062>.

TIAA/Nuveen has also failed to support policy developments at the local level that would enable the implementation of the Principles. The management of the Cricket Valley Energy Center recently intervened with objections to the permitting process for the New York Power Authority’s “Marcy to New Scotland; Princetown to Rotterdam Project,” which would expand New York State’s high-power transmission infrastructure in order to relieve bottlenecks that prevent renewable energy generated in Northern New York from reaching the energy-intensive New York City region.¹²⁹ As noted above, Cricket Valley is partially owned by TIAA, and TIAA was one of the major financial backers for its construction. TIAA’s significant equity stake in Cricket Valley permits it to exercise a degree of control over policies such as the above intervention. However, TIAA/Nuveen staff declined to provide any details on the decision to intervene other than a blanket statement that “We support and are completely on board with New York’s clean energy goals.”¹³⁰ (See Appendix 1 Case study 3 on Cricket Valley Energy)

E. Violation of PRI Principle 5: Failure to “work together to enhance our effectiveness in implementing the Principles.”

TIAA/Nuveen’s activities have, in fact, lowered standards for other PRI signatories, as evidenced by its engagement on farmland issues. This has, in turn, weakened the PRI’s effectiveness.

TIAA/Nuveen led in writing the Principles for Responsible Investment in Farmland¹³¹ during the time period when the United Nations Committee on World Food Security was negotiating human rights-based Guidelines for the Responsible Governance of Land, Fisheries and Forests. Since the unanimous adoption of the Guidelines by UN members in 2012, TIAA/Nuveen has never acknowledged these higher standards, which emphasize the protection of land tenure for the right to food of marginalized and vulnerable groups. Instead, TIAA/Nuveen has pushed for the adoption of the Farmland Principles by the PRI, which it repeatedly cites in all of its sustainability reports and materials.

TIAA/Nuveen has adopted key performance indicators which are of minimal impact. In particular, it includes a due diligence process in land acquisition that only requires a limited paper trail from sellers without exploring whether the land was properly titled in the first place or if its acquisition violated

¹²⁹ New York State Department of Public Service, *Application of LS Power Grid New York, LLC, LS Power Grid New York Corporation I, and the New York Power Authority for a Certificate of Environmental Compatibility and Public Need Pursuant to Article VII for Edic/Marcy to New Scotland; Princetown to Rotterdam Project* [19-01931/19-T-0549],

<https://documents.dps.ny.gov/public/MatterManagement/CaseMaster.aspx?MatterSeq=60515&MNO=19-T-0549>.

Testimony was provided by Cricket Valley Energy Center

(<https://documents.dps.ny.gov/public/Common/ViewDoc.aspx?DocRefId={8C730B28-FADD-4476-BDC4-B55ABC6027A6}>) and by Guidehouse Inc. on behalf of Cricket Valley Energy Center

(<https://documents.dps.ny.gov/public/Common/ViewDoc.aspx?DocRefId={CEB675A8-D0CE-4DD1-8816-BE61786924DE}>).

¹³⁰ TIAA Divest!, Group Minutes for Nuveen/TIAA-Divest! Meeting on Friday 10 July 2020 11:00 EDT,

<https://tiaa-divest.org/wp-content/uploads/2020/09/Nuveen-meeting-1-Group-Minutes.pdf>

¹³¹ PRI, *Responsible investment in farmland* (July 1 2015),

<https://www.unpri.org/farmland/responsible-investment-in-farmland/716.article>.

limits on foreign land ownership. Its environmental key performance indicators include soil testing and variable rate sprayers, both of which are standard agricultural technologies that do not set high benchmarks for responsibility, nor do these indicators signify that environmental damage is being avoided. TIAA/Nuveen's development and promotion of the Farmland Principles and low standards in key performance indicators, therefore, harm the reputation of the PRI.¹³²

F. Violation of PRI Principle 6: Failure to “report on [TIAA’s] activities and progress towards implementing the Principles.”

TIAA/Nuveen is lacking in transparency and accountability with respect to its progress in addressing investment portfolio climate risks. In fact, in 2021, TIAA/Nuveen earned an “F” for transparency on climate change from CDP (formerly the Carbon Disclosure Project), the preeminent global disclosure system for investors, companies, cities, states, and regions to manage their environmental impacts.¹³³

TIAA/Nuveen has never disclosed its portfolio-wide carbon footprint and has not indicated any plans to do so. TIAA/Nuveen has yet to publish the total emissions of all assets under management. It claims to have “evaluated the timescale, level of importance, impact, and likelihood of several aspects of climate risk, including carbon-intensive assets and the physical, macroeconomic, and water impacts from climate change.”¹³⁴ There is no record of who conducted this evaluation or what it revealed. Two exceptions are 1) operational emissions: TIAA/Nuveen has provided the company’s emissions for existing buildings and office construction: 101,449 t CO₂e in 2019,¹³⁵ and some emissions associated with its farmland investments.¹³⁶ **Apart from these, TIAA/Nuveen has not published an established emissions baseline that would allow the public to gauge the company’s overall progress toward reducing its carbon footprint.** TIAA/Nuveen has recently explained that it would use a 2021 baseline to calculate its portfolio emissions, aggregating the Scope 1 and Scope 2 emissions associated with its corporate fixed income and direct real estate and setting its 2025 targets.¹³⁷ However, TIAA/Nuveen has not committed to using the best practice industry standards provided by the Partnership for Carbon Accounting Financials (PCAF),¹³⁸ and the exclusion of Scope 3 emissions excludes a significant proportion of the financed emissions.¹³⁹

¹³² ActionAid & Friends of the Earth US, *TIAA’s Accumulation of Farmland Is Not Responsible* (November 2020), <https://www.actionaidusa.org/publications/tiaas-accumulation-of-farmland-is-not-responsible/>

¹³³ Nuveen is an investor signatory of CDP. TIAA is reported to not have reported to the CDP in both 2021 and 2022. <https://www.cdp.net/en/responses?utf8=%E2%9C%93&queries%5Bname%5D=tiaa>.

¹³⁴ Nuveen, 2020 RI Transparency Report, *supra* note 92, at p.40.

¹³⁵ TIAA Climate Report 2021, *supra* note 81, at p. 20.

¹³⁶ Nuveen Natural Capital, *2022 Sustainability Report*, *supra* note 48, p14.

¹³⁷ NY Department of Financial Services, Webinar on Climate-Related Tools and Data (April 2022), available at: https://www.dfs.ny.gov/industry_guidance/climate_change. Statement by Nuveen representative at 46:35-47 min: <https://meetny.webex.com/recordingservice/sites/meetny/recording/4db11ea4a3a9103a8fef00505681d6c5/playback>

¹³⁸ TIAA/Nuveen is not listed as a signatory to Partnership for Carbon Accounting Financials as of October 13 2022, <https://carbonaccountingfinancials.com/financial-institutions-taking-action#overview-of-financial-institutions>.

¹³⁹ See, e.g., Center for American Progress, *Why Companies Should Be Required To Disclose Their Scope 3 Emissions* (December 13, 2021),

TIAA/Nuveen has also failed to disclose a transition plan or interim targets for achieving its goal of net-zero emissions for a portion of its portfolio. TIAA/Nuveen has not published short- and medium-term targets for its goal of achieving net-zero emissions by 2050 for the General Account and by 2040 for Nuveen Real Estate and TIAA’s corporate operations. There is one exception: Nuveen has published a detailed plan for reducing emissions across the real estate equity portfolio to net zero by 2040.¹⁴⁰ In 2021, TIAA announced that “we are in the process of setting interim emission reduction targets” for the General Account, “which will be released in 2022.”¹⁴¹ Those targets are not yet published. TIAA has explained that “As an active manager of a diversified investment account, we will get to net zero over time through investment selection, portfolio repositioning and continued engagement with companies and carbon producers to reduce emissions around the world,” including “balanc[ing] any remaining emissions with investments that remove carbon at a rate consistent with the Paris Agreement.”¹⁴² However, this pledge has not been accompanied by a detailed transition plan and is limited to the General Account, which constitutes approximately one-third of TIAA/Nuveen’s total AUM.

Despite TIAA/Nuveen’s many statements about its commitments to transparency, it, in fact, withheld substantive and specific information about ESG processes and impacts.

TIAA/Nuveen has never articulated the criteria or sources of data that it uses to evaluate ESG investments. The summary prospectus for the “Social Choice Equity Fund” says merely: “The ESG criteria are generally implemented based on data provided by independent research vendor(s). The evaluation process favors companies with leadership in ESG performance relative to their peers.”¹⁴³ Nuveen’s report to PRI claims that it has a system of ESG data and ratings but that these are not accessible to the public: “Nuveen’s primary source of ESG information is our proprietary Responsible Investing Data Platform (RIDP), which provides all investment teams access to high quality ESG data and ratings and facilitates deeper, more actionable ESG analysis.”¹⁴⁴ Nuveen claims to have “evaluated the timescale, level of importance, impact, and likelihood of several aspects of climate risk, including carbon-intensive assets

<https://www.americanprogress.org/article/why-companies-should-be-required-to-disclose-their-scope-3-emissions/>.

¹⁴⁰ Nuveen, *2021-2022 Real Estate ESG Report* (July 8, 2022), p. 20,

<https://www.nuveen.com/global/insights/alternatives/2022-nre-annual-esg-report>. TIAA/Nuveen also claims ““Nuveen Real Estate has publicly committed to making the global property portfolio it manages operationally net zero carbon by 2040 and has developed a pathway to do so. This is ten years ahead of the Paris Agreement targets.” (Nuveen, *Responsible Investing at Nuveen*, p. 9, <https://documents.nuveen.com/Documents/Nuveen/Default.aspx?uniqueId=8f6bf99f-c376-4e64-920c-6b69918991b8>). This is misleading: to meet the Paris targets, all public and private entities need to cut carbon emissions dramatically now in order to reach a collective global zero carbon baseline by 2050.

¹⁴¹ TIAA *Climate Report 2021*, *supra* note 81, at p.18.

¹⁴² TIAA, *Financial Strength: The TIAA General Account*, *supra* note 13, at p. 4.

¹⁴³ Nuveen, TIAA-CREF Social Choice Equity Fund - Summary Prospectus, MARCH 1, 2022, AS AMENDED AND RESTATED MAY 1, 2022, p.4, <http://connect.rightprospectus.com/TIAA/TADF/87244W300/SP>. See also Nuveen, 2020 RI Transparency Report, *supra* note 92, at p. 44.

¹⁴⁴ Nuveen, 2020 RI Transparency Report, *supra* note 92, at p. 111.

and the physical, macroeconomic, and water impacts from climate change.”¹⁴⁵ There is no record of who conducted this evaluation and whether or not climate scientists were involved. Many of the documents explaining Nuveen’s ESG criteria and reporting, as referenced in Nuveen’s 2020 RI Transparency report (the most recent), include links to documents that lead to “unavailable pages.”¹⁴⁶ (See Appendix 3)

Nuveen also makes clear that its ESG screening process may prompt it to invest in a company that has a strong record on one or two ESG factors but not on all three. Thus, environmental concerns may be outweighed by social or governance factors. “Concerns in one area do not automatically eliminate an issuer from being an eligible investment. When ESG concerns exist, the evaluation process gives careful consideration to how companies address the risks and opportunities they face in the context of their industry and relative to their peers.”¹⁴⁷ Nuveen’s ESG activity includes encouragement to boards to include women directors, for example, but may not also consider climate change or other environmental impacts.

TIAA/Nuveen’s information about ESG activities and climate targets are opaque in ways that actively mislead participants and the public about the climate impacts of its investments. While TIAA/Nuveen has touted the value of engagement with portfolio companies, the benefits to the climate from such engagement are not visible. Nor has TIAA/Nuveen been transparent about its criteria for the level of carbon emissions or quality of the company’s transition plan that would disqualify a company from inclusion in its portfolio.

TIAA/Nuveen insists that all funds undergo ESG screening, but it **has major investments in coal and oil.** Given its lack of specificity about ESG standards, targets, and measurements, we do not know what sources or data TIAA/Nuveen is using to justify its investments in Adani, for example, which seeks to build the largest coal mine in Australia, or in oil companies such as ConocoPhillips, British Petroleum, Repsol, Exxon-Mobil, and Shell.

TIAA/Nuveen has especially substantial holdings in **“natural” (fossil) gas.** TIAA/Nuveen claims that a number of major natural gas companies meet its ESG standards, including **Halliburton**, the largest provider of hydraulic fracturing in the world; Oneok, a company that gathers, processes, transports, and stores natural gas; and **Sempra Energy**, the largest natural gas utility in the United States. Sempra is the majority owner of a natural gas export terminal in Louisiana, has lobbied and advocated for natural gas at the expense of renewable energy, and is planning to build more export facilities.¹⁴⁸ TIAA has directly financed the construction of two natural gas-fired electric generating plants in New York and Ohio. (See

¹⁴⁵ Nuveen, 2020 RI Transparency Report, *supra* note 92, at p. 40.

¹⁴⁶ Nuveen, 2020 RI Transparency Report, *supra* note 92, at pp. 41-46, 99, and 102.

¹⁴⁷ Nuveen, 2020 RI Transparency Report, *supra* note 92, at p.113.

¹⁴⁸ *Newsletter: This San Diego energy company is doubling down on fossil fuels*, Los Angeles Times (August 12 2021),

<https://www.latimes.com/environment/newsletter/2021-08-12/this-san-diego-energy-company-is-doubling-down-on-fossil-fuels-boiling-point>.

Appendix 1 Case Study 3) These facilities emit over six million tons of CO₂e each year (conservatively). It is unclear what criteria TIAA/Nuveen uses to assess the environmental impacts of these investments.

Since the 2020 RI Transparency report, Nuveen has published some relevant new reports, but none spell out detailed ESG criteria or strategies to calculate and reduce the environmental and social impacts of fossil fuel investments.¹⁴⁹ Indeed, most of TIAA/Nuveen's public reporting can best be described as marketing material, in which it tries to position itself in the best light in order to blunt criticism such as those found in this complaint. None of these reports offer a detailed explanation of Nuveen's criteria for measuring climate risks and impacts, evaluating environmental factors, screening and excluding companies, or aligning with the 1.5°C pathway of the Paris Agreement in achieving its net-zero goals. TIAA/Nuveen's lack of transparency about its progress in implementing the PRI Principles with respect to climate change, including how it is planning and working toward achieving its net-zero goals, is particularly problematic in light of its substantial investments in climate-harming industries.

4. TIAA's Violations are Serious

TIAA/Nuveen's violations of the PRI Principles, through its ongoing and substantial investments in fossil fuels and deforestation-linked activities, have significant climate and social impacts, as detailed throughout this complaint, and will likely have a material negative impact on the long-term value of the fund.

In particular, fossil fuel companies both create and face outsized exposure to climate-related risk, including several forms of transition risk arising from regulatory changes required to achieve the Paris Agreement goals, market dynamics favoring clean energy, and climate litigation.¹⁵⁰ For example, continued regulatory actions to phase out gasoline-powered cars, support the deployment of renewable energy, and decarbonize industrial processes, among others, directly threaten the long-term outlook of the fossil fuel sector. Further, this risk is neither slow nor predictable. As outlined by the UN Principles for Responsible Investment,¹⁵¹ a rapid and significant policy response to climate change could quickly and dramatically devalue — or strand — fossil fuel assets, presenting a severe potential downside risk to investors.¹⁵² The recent IPCC report has affirmed this assessment, noting with high confidence that

¹⁴⁹ See, e.g., Nuveen Natural Capital, *2022 Sustainability Report*, *supra* note 48; Nuveen, *2021-2022 Real Estate ESG Report*, *supra* note 142; Nuveen, *Responsible Investing at Nuveen*, *supra* note 142 ; Nuveen, *Global Fixed Income Impact Report 2021*, <https://documents.nuveen.com/Documents/Nuveen/Default.aspx?uniqueId=7434b525-2e91-4c80-ad9d-8f3949ca-d64d>.

¹⁵⁰ See IEEFA, *Two Economies Collide: Competition, Conflict, and the Financial Case for Fossil Fuel Divestment* (October 13, 2022), pp. 31-50, <https://ieefa.org/resources/two-economies-collide> (discussing the fossil fuel companies' outsized exposure to future climate-related risks).

¹⁵¹ See UN Principles for Responsible Investment, *The Inevitable Policy Response to Climate Change*, <https://www.unpri.org/sustainability-issues/climate-change/inevitable-policy-response> (accessed October 13, 2022).

¹⁵² Carbon Tracker Initiative, *Balancing the Budget* (November 1, 2019), <https://carbontracker.org/reports/balancing-the-budget/> (“Companies that continue to sanction higher-cost

“limiting global warming to 2°C or below will leave a substantial amount of fossil fuels unburned and could strand considerable fossil fuel infrastructure.” The report estimates that “the combined global discounted value of the unburned fossil fuels and stranded fossil fuel infrastructure has been projected to be around 1–4 trillion dollars from 2015 to 2050 to limit global warming to approximately 2°C, and it will be higher if global warming is limited to approximately 1.5°C.”¹⁵³

TIAA’s current investments in fossil fuel-fired electricity generation assets illustrate its failure to recognize and address the risk of asset stranding due to climate change regulations. In New York, the > \$1 billion that TIAA and other investors provided to construct the Cricket Valley Energy Center will be required to shut down by 2040 to comply with State climate change legislation. (See Appendix 2 Case Study 3) TIAA was also a major investor in a similar project in Ohio, the Carroll County Energy Center, which will be similarly impacted by US Federal regulations. TIAA/Nuveen has not sold its stake in either plant, and its ESG decision-making process did not capture the financial risks of owning such carbon-intensive assets.

TIAA/Nuveen’s substantial investments in land-based assets are also significantly exposed to climate-related risk. The US Government Accountability Office (GAO) outlined these risks well in its May 2021 report on Retirement Savings:

Retirement plan investments are subject to both physical and transition risks from climate change. Physical risks from climate change can be from acute, adverse events or from longer-term shifts in climate patterns that can have financial impacts on companies, such as direct damage to company assets and indirect impacts from disruptions to supply chains, according to reporting from a stakeholder we interviewed. For example, an increase in the frequency of wildfires could damage property and hinder the operations of some companies, potentially resulting in financial losses for the companies and reduced investment returns for the retirement plans that invest in them.¹⁵⁴

The UN has recently warned that global average temperatures may reach 1.5°C above pre-industrial levels by 2026¹⁵⁵ and 3.2°C by 2100 under current climate policies.¹⁵⁶ Such significant temperature rises are expected to have devastating impacts on land, ecosystems, and crop yields,¹⁵⁷ with noticeably worse impacts in a 2°C warmer world as compared to 1.5°C.¹⁵⁸ Increased weather variability, drought,

projects which do not fit with a lower demand scenario risk destroying significant shareholder value through the creation of stranded assets, as well as contributing to the failure to achieve climate goals.”)

¹⁵³ Jim Skea et al., *Working Group III Summary for Policymakers*, at p36, in *IPCC, Climate Change 2022: Mitigation of Climate Change* [hereinafter WGIII AR6 SPM].

¹⁵⁴ US Government Accountability Office, *RETIREMENT SAVINGS: Federal Workers’ Portfolios Should Be Evaluated For Possible Financial Risks Related to Climate Change* (May 2021), <https://www.gao.gov/assets/gao-21-327.pdf>.

¹⁵⁵ United Nations, *Climate: World getting ‘measurably closer’ to 1.5-degree threshold* (May 9, 2022), <https://news.un.org/en/story/2022/05/1117842>.

¹⁵⁶ See WGIII AR6 SPM, *supra* note 155, at C.3.2, SPM-32.

¹⁵⁷ IPCC, *Special Report on Climate Change, Desertification, Land Degradation, Sustainable Land Management, Food Security, and Greenhouse gas fluxes in Terrestrial Ecosystems, Summary for Policymakers*, https://www.ipcc.ch/site/assets/uploads/2019/08/4.-SPM_Approved_Microsite_FINAL.pdf

¹⁵⁸ World Resources Institute, *Half a Degree and a World Apart: The Difference in Climate Impacts Between 1.5°C and 2°C of Warming* (October 7, 2018),

fires, and regulations to address GHG emissions associated with land use, for example, could result in the stranding of TIAA/Nuveen's agricultural and timberland assets.¹⁵⁹ TIAA/Nuveen's investments in real property are also at risk due to extreme weather and coastal flooding, as recently evidenced by Hurricane Ian in the United States, which left billions of dollars in property damage.¹⁶⁰

In short, TIAA/Nuveen's current investment practices jeopardize the long-term value of its funds due to the significant exposure to stranded asset risks and, therefore, can be characterized as a serious violation.

5. TIAA/Nuveen's Violations are Systematic

TIAA/Nuveen has been systematic in its failure to incorporate ESG issues and report on the progress in implementing its responsible investment policies and commitments. TIAA/Nuveen has been equally systematic in its greenwashing activities. Both appear to be an outcome of TIAA's larger culture of unaccountability to its participants and a lack of commitment at the top to address the urgency of the climate crisis.

As detailed above, TIAA/Nuveen's investment practices indicate a systematic failure to incorporate ESG issues. To summarize, TIAA/Nuveen has significant exposure to the fossil fuel industry, estimated at \$23.5 billion, or 17.2% of all of the Issuer Obligation bonds analyzed in the General Account, which is exclusively managed by Nuveen. Additionally, an analysis of TIAA/Nuveen's equity funds managed by Nuveen shows that 8.81% of these investments are in fossil fuel stocks, with \$12.92 billion invested across 60 equity funds. Sixteen funds categorized as "sustainable" have received a score of D or lower in their fossil fuel exposure (See Section 2-A above and Appendix 5). With respect to investments in land and the land use sector, TIAA/Nuveen has shown a pattern of acquiring and industrializing land use to the detriment of local communities and natural ecosystems. In the case of its investments in Brazil, credible investigations show this has been through the systematic use of shell companies to evade Brazil's law intended to limit foreign land ownership (See Section 2-B above and Appendix 1 Case Study on Brazil).

Moreover, TIAA/Nuveen has been systematic in its failure to report on the progress it is making to achieve its climate commitments and has instead greenwashed its climate-harming investment practices. As outlined above, neither TIAA nor Nuveen has disclosed its portfolio-wide carbon footprint, and apart from Nuveen's operational emissions, there is no established emissions baseline that would

<https://www.wri.org/insights/half-degree-and-world-apart-difference-climate-impacts-between-15c-and-2c-warming>

¹⁵⁹ Caldecott, B.L., Howarth, N. and McSharry, P. (2013) *Stranded assets in agriculture: protecting value from environment-related risks*. Smith School of Enterprise and the Environment, University of Oxford, <http://www.smithschool.ox.ac.uk/publications/reports/stranded-assets-agriculture-report-final.pdf>.

¹⁶⁰ *Hurricane Ian Could Cost Up to \$17 Billion in Uninsured Losses*, The Motley Fool, <https://www.msn.com/en-us/money/insurance/hurricane-ian-could-cost-up-to-17-billion-in-uninsured-losses/ar-A12R44B>.

allow the public to gauge TIAA/Nuveen’s overall progress toward reducing its carbon footprint. Neither TIAA nor Nuveen have published portfolio-wide short- and medium-term targets for its goal of achieving net-zero emissions by 2050, with the exception of Nuveen’s real estate equity portfolio. (See Section 3-F) While TIAA/Nuveen has published a high-level summary of its engagement activities and reported on the “success rate” of such activities,¹⁶¹ there is no accompanying explanation of how TIAA/Nuveen is assessing “success.” It is, therefore, nearly impossible to understand the actual progress TIAA/Nuveen is making toward achieving its stated net-zero goal.

In place of detailed reporting on progress being made, TIAA/Nuveen repeatedly reassures clients and the public that it is especially rigorous and conscientious about environmental responsibility and assessing the environmental impacts of its investments. TIAA/Nuveen asserts that it incorporates rigorous ESG criteria into all of its investment decisions, and regularly re-evaluates its investments according to ESG standards.¹⁶² TIAA/Nuveen’s greenwashing practices are pervasive, as evidenced by statements and advertisements such as those listed below:

- a. “We are proud of the leadership role we have played for decades and of our track record of achieving beneficial outcomes related to ESG practices throughout the investment value chain.”¹⁶³
- b. “Nuveen is a pioneer in impact measurement. In 2019, we significantly enhanced impact reporting, began expanding datasets to measure impact, and elevated industry leadership position and shaped standards through high-profile international initiatives and thought leadership.”¹⁶⁴
- c. “It is core to our values to operate sustainably — ensuring that our processes, buildings and actions reflect our desire to be a good steward of the environment.”¹⁶⁵
- d. “Standing watch for our clients — It is our duty to act in line with our clients’ interests, and to carefully consider the physical and transition risks associated with our investments for the TIAA General Account ... and Nuveen clients.”¹⁶⁶

¹⁶¹ Nuveen, 2020 – 2021 Annual Stewardship Report, *supra* note 14, at p.14.

¹⁶² Nuveen, 2020 RI Transparency Report, *supra* note 92, p. 182.

¹⁶³ Nuveen, *TIAA policy statement on responsible investing*, *supra* note 5, at p. 1.

¹⁶⁴ Nuveen, 2020 RI Transparency Report, *supra* note 92, p. 98.

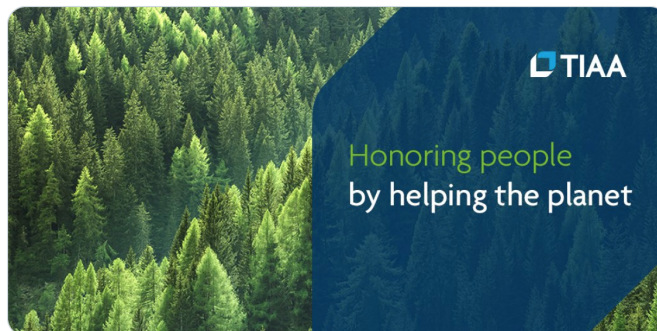
¹⁶⁵ *TIAA Climate Report 2021*, *supra* note 81, at p. 7.

¹⁶⁶ *Id.*



...

TIAA was proud to partner with [@arborday](#) to plant 267 trees to thank our employees' friends and family working in healthcare for their commitment to our communities every day. go.tiaa.org/36WFPPX



1:30 PM · Apr 4, 2022 · Hootsuite Inc.

Source: <https://twitter.com/TIAA/status/1511033386248323075> (Viewed October 5th, 2022)

Unfortunately, TIAA/Nuveen's rhetoric on responsible investing is not matched by its actual investment practices. Its lack of responsiveness to requests and complaints from plan participants and affected communities demonstrates how these violations are an outcome of TIAA/Nuveen's larger culture of unaccountability to its stakeholders and a lack of commitment at the top to address the urgency of the climate crisis.

6. TIAA/Nuveen's Violations are Within the Legitimate Sphere of Control of the Institution

TIAA does not employ external asset managers, relying instead on its subsidiary Nuveen, thereby giving it the freedom and ability to manage its own portfolio according to its own criteria.

Nuveen, TIAA's asset manager, directly manages 99% of its assets under management.¹⁶⁷ This means that TIAA assets under Nuveen's management are all, or almost entirely, within the legitimate sphere of TIAA/Nuveen's control.

Additionally, Nuveen reports that it selects its investments using its own proprietary formulae, giving it further control over the selection process: "We created and utilize a proprietary, technology-enabled platform to share ESG data, research and tools to augment traditional investment analysis, providing visibility into the financial risks and opportunities inherent in ESG."¹⁶⁸ "In 2019, we expanded our ESG integration and engagement activities in a more formally connected and synergistic manner to further our investment teams' convictions on material ESG themes and factors through development of proprietary ESG materiality frameworks."¹⁶⁹ "With the launch of our custom-built RI Data Platform in 2018, we are able to put ESG/sustainability data directly in the hands of investment teams and are driving the creation of proprietary ratings and analytics. Our commitment is to providing actionable data: All fixed income portfolio managers have access to proprietary ESG ratings in their portfolio management systems. All corporate fixed income portfolio managers serving the TIAA General Account review ESG performance quarterly."¹⁷⁰

Because TIAA/Nuveen has full access to ESG data and directly manages all investments, there is little doubt that the financed emissions and other social and environmental harms that result from its investment choices are within its legitimate sphere of control.

7. TIAA/Nuveen's Investment Activities Likely Constitute a Breach of its Trustees' and Fund Managers' Fiduciary Duties

As a PRI signatory, TIAA/Nuveen is required, "where consistent with [its] fiduciary responsibilities,"¹⁷¹ to implement the six principles outlined above. Ample evidence demonstrates that, in general, divestment is a prudent investment strategy that is consistent with a pension fund's fiduciary duties.¹⁷² TIAA/Nuveen is, therefore, within the bounds of its fiduciary obligations to implement the

¹⁶⁷ Nuveen, 2020 RI Transparency Report, *supra* note 92, p. 15.

¹⁶⁸ Nuveen, 2020 RI Transparency Report, *supra* note 92, at p. 38.

¹⁶⁹ Nuveen, 2020 RI Transparency Report, *supra* note 92, at p. 49.

¹⁷⁰ Nuveen, 2020 RI Transparency Report, *supra* note 92, at p. 98.

¹⁷¹ UN PRI, *What are the principles for responsible investment?*, <https://www.unpri.org/about-us/what-are-the-principles-for-responsible-investment>

¹⁷² See, e.g., IEEFA, *Two Economies Collide: Competition, Conflict, and the Financial Case for Fossil Fuel Divestment* *supra* note 152, pp. 54-56, (citing studies by Blackrock and Meketa finding divestment consistent with prudent fund management).

recommendations in this complaint, including divestment from activities that are clearly contributing to the climate crisis.

In fact, TIAA/Nuveen’s current investment activities and unwillingness to give serious consideration to divestment likely constitute a breach of its fiduciary duties to its clients. As outlined above, TIAA/Nuveen’s conduct is inconsistent with the implementation of the PRI Principles and its own public commitments to responsible investing, and may therefore constitute a violation of the fiduciary duty to act in accordance with plan documents, including the PRI Principles to which it has committed. Failing to divest may also contravene TIAA/Nuveen’s fiduciary obligations as it discounts the clearly demonstrated and communicated interests of TIAA account holders to pursue pecuniary benefits in a manner consonant with and cognizant of broader planetary stability and economic security. Moreover, a failure to even consider divestment as a possibility is likely a derogation of the fund’s obligation to consider investment alternatives.¹⁷³

A. TIAA/Nuveen’s Fiduciary Duties Under US Law

TIAA/Nuveen is bound by the fiduciary duties stipulated in the Employee Retirement Income Security Act of 1974 (ERISA),¹⁷⁴ which provides some of the highest fiduciary responsibilities in the financial services industry. A fiduciary must discharge its duty “with the care, skill, prudence, and diligence under the circumstances then prevailing that a prudent man acting in a like capacity and familiar with such matters would use in the conduct of an enterprise of a like character and with like aims.”¹⁷⁵ The duty of prudence includes a duty to regularly review and monitor investments.¹⁷⁶ This was affirmed in the recent US Supreme Court case of *Hughes v. Northwestern University*, which found that even when investors can choose their investments, “plan fiduciaries are required to conduct their own independent evaluation to determine which investments may be prudently included in the plan’s menu of options,”¹⁷⁷ and must consequently remove imprudent investments within a reasonable time. In other words, a plan fiduciary must prudently select and monitor each and every investment option offered on the plan’s investment menu. An ERISA fiduciary to a plan must also diversify plan investments to minimize large losses unless it is clearly prudent not to do so, act according to the plan document to the extent consistent with ERISA,¹⁷⁸ and act solely in the interest of plan participants and beneficiaries. Fund managers are thus legally obligated to put the participants’ interests ahead of their own when making decisions about the plan.

¹⁷³ See generally IEEFA, *Two Economies Collide: Competition, Conflict, and the Financial Case for Fossil Fuel Divestment*, *supra* note 152.

¹⁷⁴ US Department of Labor, ERISA, <https://www.dol.gov/general/topic/health-plans/erisa>.

¹⁷⁵ 29 U.S.C. § 1104(a)(1)(B)

¹⁷⁶ See *Tibble v. Edison International*, 575 U.S. 523, 528, 530 (2015) (holding that a fiduciary’s allegedly imprudent retention of an investment can trigger ERISA’s limitations period, because a fiduciary is required to “conduct a regular review” of investments).

¹⁷⁷ *Hughes v. Nw. Univ.*, 142 S. Ct. 737, 742 (2022) (citing *Tibble v. Edison Int’l*, 575 U.S. at 529-30). https://www.supremecourt.gov/opinions/21pdf/19-1401_m6io.pdf.

¹⁷⁸ ERISA § 404(a)(1)(A) through ERISA § 404(a)(1)(D).

B. TIAA/Nuveen is Ignoring the Expressed Interests of its Plan Participants

TIAA participants care about the stability of their retirement funds and the stability of the planet, without which both the prospects of a steady income and the ability to enjoy it would be in jeopardy. TIAA's customer base is largely made up of employees of higher education institutions,¹⁷⁹ a cohort recognized as being among those most concerned about climate change.¹⁸⁰ It is also noteworthy that many of TIAA's account holders are those who are contributing to critical climate change research and helping to inform the global consensus on climate change impacts and drivers and necessary measures to mitigate the climate crisis. Such efforts are being undermined precisely by some of the companies in which TIAA/Nuveen invests: investee companies such as Exxon and Chevron have been repeatedly exposed for fueling disinformation campaigns regarding climate science and lobbying against climate policies, even to this day.¹⁸¹

The interests of TIAA's plan participants have been clearly demonstrated by recent resolutions calling for divestment from fossil fuels and deforestation. Seventeen faculty senates and teachers' unions have filed resolutions since 2021 urging TIAA to take aggressive action to decarbonize its portfolio.¹⁸² Faculty and staff at **Cornell University, CUNY, The New School**, and TIAA's largest university client in the world, the **State University of New York**, together passed 11 faculty resolutions and six educational union resolutions in 2021 – including a statewide **United University Professions** resolution (representing 37,000 members) – pushing TIAA for complete fossil fuel divestment and no deforestation investments.¹⁸³ On December 9th 2021, the **University of Montana (UM)** Faculty Senate passed a new TIAA Divest Resolution, pushing for “the immediate divestment of TIAA funds from all fossil fuel holdings.”¹⁸⁴ Recently the **American Federation of Teachers (AFT)**, a union representing 1.7 million

¹⁷⁹ Moody's Investors Service, Teachers Insurance and Annuity Association of America: Rising Interest Rates Relieves Compression Spread, Credit Opinion (June 16, 2022), https://www.tiaa.org/public/pdf/moodys_eco_report.pdf.

¹⁸⁰ Center for Climate Integrity, *July 2021 Surveys of Michigan, Wisconsin, Minnesota and Pennsylvania all indicate that individuals with more than a bachelors degree are the most concerned part of the population about climate change*. (Proprietary Research)

¹⁸¹ See, e.g., ClientEarth, *The Greenwashing Files*, <https://www.clientearth.org/projects/the-greenwashing-files/>; Center for International Environmental Law (CIEL), *Smoke and Fumes*, <https://www.smokeandfumes.org/>; US House Committee on Oversight and Reform, *Fueling the Climate Crisis: Exposing Big Oil's Disinformation Campaign to Prevent Climate Action* (October 28, 2021), <https://oversight.house.gov/legislation/hearings/fueling-the-climate-crisis-exposing-big-oil-s-disinformation-campaign-to>; US House Committee on Oversight and Reform, *Fueling the Climate Crisis: Examining Big Oil's Prices, Profits, and Pledges* (September 15, 2022), <https://oversight.house.gov/legislation/hearings/fueling-the-climate-crisis-examining-big-oil-s-prices-profits-and-pledges>; Documented, *Dark Money Group Weaponizes State Treasurers in Attacks on Climate Policy* (August 5 2022), <https://documented.net/investigations/dark-money-group-weaponizes-state-treasurers-in-attacks-on-climate-policy>.

¹⁸² TIAA Divest, <https://tiaa-divest.org/>, (Last visited October 13, 2022)

¹⁸³ UUP Resolution on TIAA Divestment (Passed January 23rd, 2021), https://tiaa-divest.org/wp-content/uploads/2021/01/TIAA_FossilFuel_Disinvestment_Resolution-for-UUP-BOT.pdf

¹⁸⁴ TIAA Divest, *University of Montana Faculty Senate Resolution on TIAA Divestment* (December 14, 2021), <https://tiaa-divest.org/university-of-montana-faculty-senate-resolution-on-tiaa-divestment/>.

members, passed a resolution calling on TIAA to divest.¹⁸⁵ AFT is a powerful collective voice that should clearly factor into TIAA/Nuveen’s fulfillment of its fiduciary duties.

At an individual level, the following case study is instructive:

In 2020, Cornell University Professor and TIAA retirement account holder Caroline Levine approached her Cornell colleague, Maureen O’Hara, Chair of TIAA’s Corporate Governance and Social Responsibility Committee, with concerns about TIAA’s investments in fossil fuels. O’Hara responded with a willingness to listen, adding “Trustees do not speak on behalf of TIAA, leaving that to our CEO.”¹⁸⁶

In her conversation with O’Hara, Levine explained that TIAA was not, in fact, an industry leader in environmental investing. As evidence, she cited the poor ratings given to TIAA/Nuveen’s investment products by the website “Fossil Free Funds,” which analyzes the sustainability profile of mutual funds on a monthly basis.¹⁸⁷ Many TIAA/Nuveen products continue to receive grades of C, D, and F, while “top-rated funds” offered by other companies consistently receive A grades. O’Hara was dismissive of the site.

O’Hara followed up a year later with an email to Levine explaining that divestment from fossil fuels was not possible because it would harm the financial performance of the TIAA portfolio. O’Hara said that the company was pursuing a strategy of engagement to support the transition to renewables.¹⁸⁸

While TIAA/Nuveen has publicly addressed the institution’s reluctance to divest,¹⁸⁹ it has failed to offer convincing evidence that divestment would cause financial harm. Moreover, it has not been demonstrated that the alternative approach of engagement is securing the climate transition that is needed to stay within 1.5°C of warming. Prudent fund management in the sole interest of plan participants and beneficiaries does not compel investment in fossil fuels and deforestation-causing activities. Absent evidence that divestment would materially and irreparably cause pecuniary harm, TIAA/Nuveen’s unwillingness to consider divestment as a possibility, let alone divest from fossil fuels and deforestation-causing activities in the face of its PRI commitments and repeated requests by a large number of its plan participants raises significant concerns regarding TIAA/Nuveen’s fulfillment of its fiduciary duties. Adequate consideration of climate risk is not merely about honoring participants’ and beneficiaries’ abstract preferences, but about recognizing their concrete demands for fund managers to consider the deterioration of material conditions due to climate change and the resultant economic

¹⁸⁵ American Federation of Teachers, *AFT Resolution: DIVEST FROM FOSSIL FUELS AND REINVEST IN WORKERS AND COMMUNITIES* (July 16, 2022),

<https://www.aft.org/resolution/divest-fossil-fuels-and-reinvest-workers-and-communities>

¹⁸⁶ Cornell email, August 17, 2020.

¹⁸⁷ A project of non-profit organization As You Sow, fossilfreefunds.org is clear about its methodology, explaining that it “sources financial data on equities and mutual funds from Morningstar. [Its] database contains information on thousands of U.S. open-end and exchange traded mutual funds, some of the most common funds held in 401(k)s, 403(b)s, and other retirement plans.” <https://fossilfreefunds.org/how-it-works>

¹⁸⁸ Cornell email, March 22, 2021.

¹⁸⁹ Nuveen, 2020 – 2021 Annual Stewardship Report, *supra* note 14, at p. 45.

insecurity, which will undermine not only the stability of the retirement portfolio's pecuniary gains but also participants' and beneficiaries' opportunity to enjoy them.

C. TIAA/Nuveen is Failing to Prudently Select and Monitor its Investment Options

Given fossil fuels are the primary driver of the climate crisis, with their production and use generating the large majority of global emissions,¹⁹⁰ TIAA/Nuveen's continued investments in fossil fuels bring into question its prudence in selecting and monitoring investment options. Fossil fuel investments are not only exposed to significant climate-related financial risks, as outlined above but are also significant contributors to systemic risks to the financial system, making such investments imprudent in light of clear scientific consensus.

The Financial Stability Oversight Council (FSOC)¹⁹¹ and others¹⁹² have recognized that climate change has the potential to destabilize the normal functioning of the financial system and lead to serious negative consequences for the real economy through a multitude of physical and transition risks. A London School of Economics study projected that unaddressed climate change resulting in a warming of 2.5°C by 2100 could reduce the value of global financial assets by as much as \$24 trillion.¹⁹³ The Director of the International Monetary Fund's (IMF) monetary and capital markets department has warned that the climate crisis could "absolutely" ignite a financial crisis.¹⁹⁴

As the leading cause of the climate crisis, fossil fuels directly contribute to systemic financial risk and, therefore, can negatively affect the rest of the investment portfolio.

If TIAA/Nuveen was genuinely looking out for the best long-term interest of its investments and the interests of its account holders, it would have prepared an analysis of a fossil-free portfolio, including

¹⁹⁰ See WGIII AR6 SPM, *supra* note 155, at Figure SPM.1, SPM-6.

¹⁹¹ United States, Financial Stability Oversight Council, *Report on Climate-related Financial Risk 2021*, <https://home.treasury.gov/system/files/261/FSOC-Climate-Report.pdf>.

¹⁹² See, e.g., Climate-Related Market Risk Subcommittee, Market Risk Advisory Committee of the U.S. Commodity Futures Trading Commission, *Managing Climate Risk in the US Financial System* (September 2020), <https://www.cftc.gov/sites/default/files/2020-09/9-9-20%20Report%20of%20the%20Subcommittee%20on%20Climate-Related%20Market%20Risk%20-%20Managing%20Climate%20Risk%20in%20the%20U.S.%20Financial%20System%20for%20posting.pdf>; CERES, *Addressing Climate as a Systemic Risk: A Call to Action for US Financial Regulators* (June 2020), <https://www.ceres.org/sites/default/files/reports/2020-06/Financial%20Regulators%20FULL%20FINAL.pdf>; Network for Greening the Financial System (NGFS), *A call for Action: Climate Change as a Source of Financial Risk* (April 2019), https://www.ngfs.net/sites/default/files/medias/documents/ngfs_first_comprehensive_report_-_17042019_0.pdf.

¹⁹³ The Grantham Research Institute on Climate Change, London School of Economics and Political Science, *Climate Value at Risk' of global financial assets* (April 2016), <https://www.lse.ac.uk/GranthamInstitute/news/us2-5-trillion-of-the-worlds-financial-assets-would-be-at-risk-from-the-impacts-of-climate-change-if-global-mean-surface-temperature-rises-by-2-5c/>.

¹⁹⁴ CNN Business, *Climate change could ignite a financial crisis, IMF official says* (June 3, 2021), <https://www.cnn.com/2021/06/03/investing/climate-change-financial-crisis-imf/index.html>.

the potential negative and positive effects of divestment. TIAA/Nuveen's imprudent dismissal of divestment has precluded that possibility.

8. TIAA/Nuveen has Ignored the Pleas of Affected Communities and Concerned Citizens

TIAA/Nuveen has been consistently unresponsive to communities affected by its investments as well as to concerned citizens who have voiced their desire for TIAA/Nuveen to divest from fossil fuels as well as deforestation and land grabs.

On May 12th 2020, a group of concerned TIAA plan participants organized under "TIAA-Divest!" delivered a letter to TIAA board members and executives. Signed by 75 allied groups, the letter outlined several environmental concerns, including the fact that TIAA has billions of dollars invested in fossil fuel companies and that "TIAA is the largest single owner of Cricket Valley Energy (CVE), a new, heavily polluting, fracked-gas power plant which TIAA helped to build against the wishes of the low-income rural community where it is located. Residents have fought CVE permitting and construction for ten long years."¹⁹⁵ (See Appendix 1 Case Study 3)

This letter prompted TIAA's Responsible Investing team to hold an hour-long teleconference with members of the group on June 10th 2020. Nuveen's RI team met with TIAA-Divest!, which clearly explained its constituents' expectations.¹⁹⁶ The group was promised meaningful follow-up and clarifying information. Nothing followed except a single letter explaining the refusal to divest from Cricket Valley Energy: "We are continuing to evaluate options for our investment in CVE, including a possible exit, but any action we take must be done with consideration for the long-term financial interests of our clients. As outlined in our Policy Statement on Responsible Investing, we do not believe that a blanket divestment of our stake in CVE would be an optimal strategy for producing long-term value for our participants."¹⁹⁷ TIAA-Divest! Responded with a letter that received no reply.¹⁹⁸

On April 1st, 2021, peaceful demonstrators delivered a petition with 21,739 signatures to TIAA Headquarters in Manhattan, addressed to TIAA CEO Thasunda Brown Duckett. The petition called on the company to halt new investments in fossil fuels, fully divest from fossil fuels by 2025, and immediately stop the acquisition of both farm and timberland around the world.¹⁹⁹ There has been no response.

¹⁹⁵ TIAA-Divest!'s Demand Letter to Maureen O'Hara, Chair The Corporate Governance and Social Responsibility Committee of the Board of Trustees (May 12, 2020), <https://tiaa-divest.org/tiaa-divests-demand-letter/>

¹⁹⁶ TIAA-Divest minutes of meeting with Nuveen, *supra* note 132.

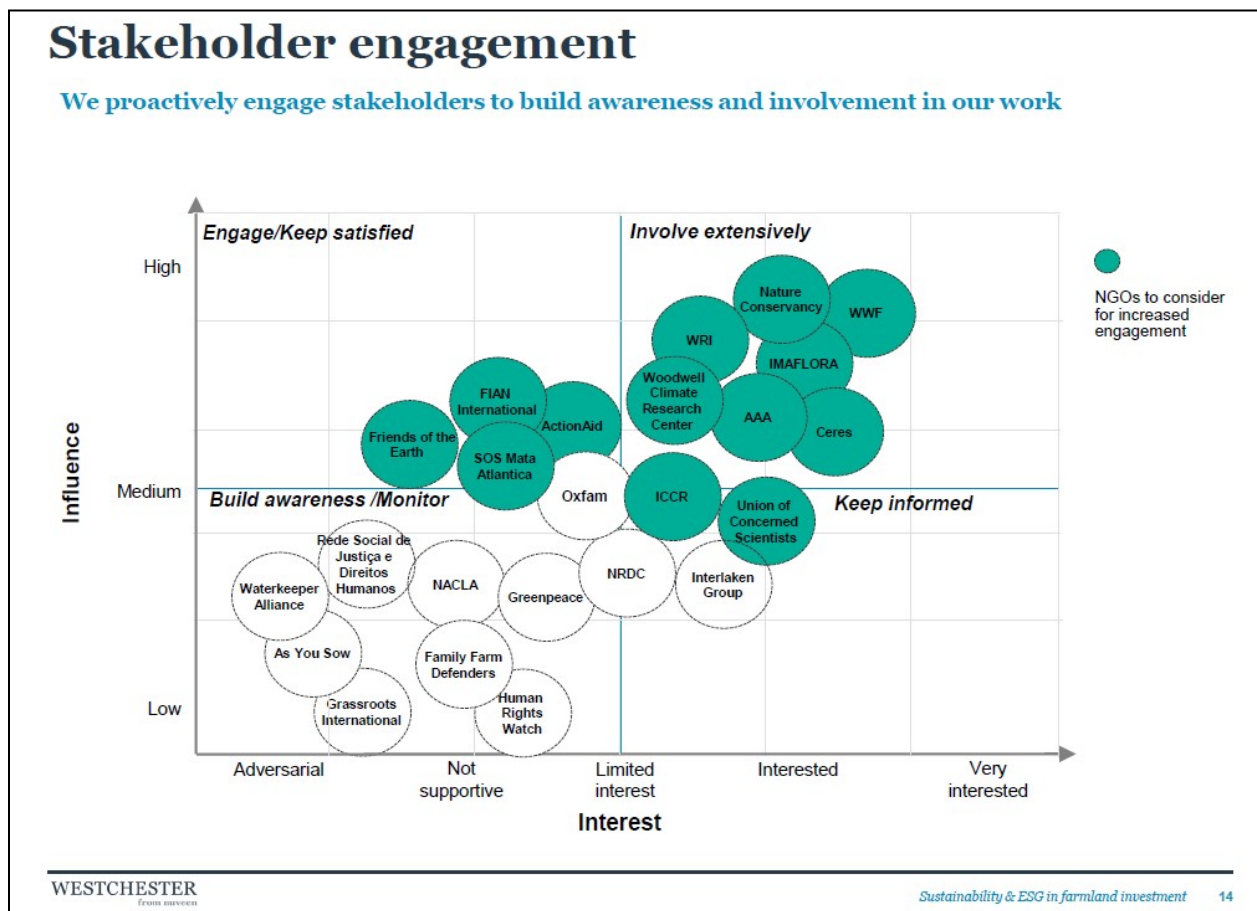
¹⁹⁷ TIAA response letter to TIAA-Divest! (September 3, 2020), https://tiaa-divest.org/wp-content/uploads/2020/09/TIAADivest-Reply_09.03.20_Final-v2.pdf

¹⁹⁸ TIAA-Divest response letter to Nuveen (October 16, 2020), <https://tiaa-divest.org/wp-content/uploads/2020/10/Nuveen-Reply-10-16-20-final.pdf>

¹⁹⁹ TIAA-Divest, TIAA-Divest's Actions, <https://tiaa-divest.org/tiaa-divests-actions/>

TIAA/Nuveen has a long history of refusing to engage in serious dialogue with affected communities and groups advocating on their behalf. In 2018, the Interfaith Center for Corporate Responsibility attempted to schedule a meeting in New York between representatives of communities affected by TIAA investments in farmland and industrial agriculture, but TIAA delayed committing to participation and would not agree to an agenda that would have allowed time for presentations by the affected groups or dialogue. In 2019, Altamiran Ribeiro of the Catholic Church’s Pastoral Land Commission in Brazil requested to meet with TIAA leadership during a visit to Washington DC, but TIAA would not agree to meet at the executive level.

On January 26, 2021, Nuveen Natural Capital CEO Martin Davies presented a chart to the University of Iowa Faculty Senate, which was indicative of the company’s views of affected communities and civil society organizations. The chart relegated organizations focusing on human rights and working with affected communities to positions of lower status and low priority for engagement (see graphic below).



As members of the academic community, the complainants contend that it is inappropriate for TIAA/Nuveen to ignore relevant information simply because it considers the source of that data to be

“adversarial” or have “low influence.” Such an approach is inconsistent with TIAA/Nuveen’s claims that “We can lead through collaboration.”²⁰⁰

9. Relief Requested of the PRI Board

With this complaint, we respectfully request the PRI Board to urgently evaluate TIAA/Nuveen’s implementation of its commitment to the PRI Principles in light of the factual information and analysis provided in this complaint. We request that the PRI Board engage with TIAA/Nuveen regarding these violations and require TIAA/Nuveen to outline and undertake corrective actions to fully address the concerns that have been raised here. In the case that TIAA/Nuveen fails to resolve these issues, we request that the PRI Board use the full range of administrative options at its command, including delisting, in order to preserve the integrity of the PRI.

At a minimum, we urge TIAA/Nuveen to measure and disclose portfolio-wide emissions, including Scope 3 emissions of its portfolio companies; be fully transparent with respect to the methodology used to calculate financed emissions and any gaps in climate-related data; set and disclose short- and medium-term targets that would align TIAA/Nuveen’s entire portfolio with a 1.5°C pathway; report on concrete impacts resulting from its engagement with portfolio companies and its progress in reducing portfolio-wide emissions; develop clear policies on company exclusions and divestment consistent with the fiduciary duties outlined in this complaint; end false and misleading advertising regarding its climate-related activities; and link TIAA/Nuveen’s executive compensation with meaningful climate action.

We further urge TIAA/Nuveen to undertake the following corrective actions consistent with the recommendations put to TIAA/Nuveen in September 2021 by approximately 120 organizations.²⁰¹

- 1) **Enact an immediate moratorium on all new direct investments in fossil fuels and all other high-emitting assets.** TIAA/Nuveen must immediately adopt a policy to avoid new investments in fossil-fuel infrastructure and greenhouse gas-intensive industries and stop all new direct investments in fossil fuels, from extraction and processing to pipelines, petrochemicals, and power plants;
- 2) **Enact an immediate moratorium on all new investments in farmland, timberland, and industrial agricultural production.** TIAA needs to take a decisive step back from the trend of accumulation of large farms and other arable lands by distant institutional investors and provide transparency about the farms and timberland that it already owns;
- 3) **Divest from all current fossil-fuel investments and activities, in line with a 1.5°C pathway and no later than 2025.** Divestiture must include any and all parts of the fossil-fuel supply chain, from exploration and extraction through transportation, refining, distribution, power

²⁰⁰ “Going Long” podcast, Interview with Amy O’Brien, *supra* note 11 at 00:24:40.

²⁰¹ TIAA-Divest & Stop Land Grabs Coalition, Letter to TIAA President & CEO Thasunda Brown Duckett (September 28, 2021), <https://tiaa-divest.org/wp-content/uploads/2021/09/TIAA-Net-Zero-2050-sign-on-letter-1.pdf>.

- generation, wholesaling, and retailing. TIAA/Nuveen should immediately divest from companies engaged in fossil fuel expansion as well as CVE, a new, heavily polluting, fracked-gas power plant which TIAA has built against the wishes of the low-income rural community where it is located;
- 4) **Divest from all companies engaged in deforestation, land grabs that are harmful to Indigenous communities and small farmers, and those that facilitate environmentally destructive industrial agriculture;**
 - 5) **Restore lands to communities in cases where it had earlier been grabbed from legitimate rights holders or grabbed from the public lands before being sold to TIAA/Nuveen or purchased in violation of national laws; and**
 - 6) **Work with a panel of independent scientific and human rights experts and community stakeholders to assess and report transparently on TIAA/Nuveen's climate and social impacts.** TIAA/Nuveen must consult with the communities impacted by climate change and land grabbing and with scientists and other researchers who are experts on the climate crisis, and it must report publicly on its progress in addressing associated climate and social impacts.

Many investors have already begun to measure and disclose their portfolio emissions, divest from fossil fuels — starting with coal — in favor of renewables, and work to eliminate deforestation and land grabbing in their portfolios. Many others have set specific near-term targets for reducing the percentage of carbon emissions in their portfolio by 2025 and 2030 in line with a 1.5°C pathway. TIAA/Nuveen's failure to take the actions highlighted in this complaint indicates a lack of will and commitment by the TIAA/Nuveen leadership to implement the PRI Principles. We call on TIAA/Nuveen to take urgent and meaningful action on the climate emergency now, in the interest of its retirement account holders and their beneficiaries, and for the future of our planet.

APPENDIX 1: Case Studies

Case Study 1: Adani Group and the Carmichael Mine

TIAA holds at least \$91.5 million in long-term bonds with the Adani Group²⁰² (see Table I below), an Indian multinational conglomerate made up of six publicly traded companies across coal extraction, coal power, port transport, utility infrastructure, and renewable energy.

Table I: TIAA Bond Holdings of Adani Subsidiaries

Filing page # (PDF page #)	CUSIP	Name	Book Value	Date Acquired	Maturity
E10.125 (240)	00652M-AD-4	ADANI PORTS AND SPECIAL SR UNSEC	20,840,275	6/22/17	7/30/27
E10.126 (241)	00652M-AE-2	ADANI PORTS AND SPECIAL SR UNSEC	11,173,728	6/26/19	7/3/29
E10.126 (241)	00652M-AF-9	ADANI PORTS AND SPECIAL SR UNSEC	5,647,951	7/16/19	7/24/24
E10.126 (241)	00652M-AG-7	ADANI PORTS AND SPECIAL SERIES 144A	12,500,000	7/28/20	8/4/27
E10.126 (241)	00652M-AH-5	ADANI PORTS AND SPECIAL SERIES 144A	8,100,000	1/26/21	2/2/31
E10.126 (241)	00652M-AJ-1	ADANI PORTS AND SPECIAL SERIES 144A	8,000,000	7/26/21	8/2/41
E10.126 (241)	00652M-AK-8	ADANI PORTS AND SPECIAL SERIES 144A	10,000,000	7/26/21	2/2/32
E10.126 (241)	00652X-AB-4	ADANI TRANSMISSION LTD SERIES 144A	11,946,000	11/14/19	5/21/36
E10.126 (241)	00654A-AA-4	ADANI GREEN ENERGY UP SR SEC	3,351,381	7/19/19	12/10/24
Total			91,559,335		

The Adani Group was founded by Gautam Adani in 1988. It runs a diverse set of businesses, including mines, port management, electric power generation and transmission, renewable energy, airport operations, natural gas, food processing, and infrastructure.²⁰³ The Adani Group works through partnerships in 130 countries and has a market capitalization of \$170 billion.²⁰⁴ It is the second largest group in India, and Gautam Adani is the richest man in Asia.

²⁰² Adani Group, <https://www.adani.com/> (last visited August 31, 2022).

²⁰³ Adani Group, Adani Corporate Brochure, <https://www.adani.com/-/media/Project/Adani/downloads/Adani-Group-Corporate-Brochure-July-2022.pdf>.

²⁰⁴ Adani Group, Investor Presentation August 2022, <https://www.adanigreenenergy.com/investors> (last visited August 31, 2022)

Coal Expansion

In order for the world to meet its goals under the Paris Agreement, no new fossil fuel facilities can open. After years of study, there is absolute clarity among scientists that coal is the worst driver of carbon emissions warming the planet. The world's scientists have warned: coal use must plummet 80% this decade to keep global warming below 1.5°C.²⁰⁵ But Adani is planning to massively increase the production and use of coal.²⁰⁶

Annual CO₂ emissions from this proposed project are estimated to be up to 120 million tonnes per annum, equivalent to putting out 7.7 billion tonnes of greenhouse gases over its lifetime of 60 years.²⁰⁷ The company's significant coal expansion plans will only increase its climate culpability. Adani has bought eight new coal blocks in the last two years, bringing its total to 17,²⁰⁸ despite the company's claim that it had no interest in taking part in new coal block auctions and that coal was "becoming an increasingly insignificant part of the group's portfolio."²⁰⁹ Since 2021, the company has increased its total mining production by 58%.²¹⁰ Approximately 92% of the company's mining portfolio is coal. Adani's coal expansion is being increasingly funded by global bond investors, with Adani now the largest Indian issuer of foreign-denominated bonds, with more than \$8 billion USD/EUR bonds presently outstanding.²¹¹

One Adani project, in particular, the Carmichael mine, located in Queensland, Australia, has been the target of an international opposition campaign for most of the last decade. The original plan projected the production of 60 million tons of coal per year.²¹²

Carmichael is the largest proposed coal mine in the history of Australia, one of the top five coal producers in the world. Opposition from climate and environmental organizations, tourists and related businesses, and Indigenous communities has resulted in 113 major companies refusing to support the

²⁰⁵ Carbon Brief, *Analysis: Why coal use must plummet this decade to keep global warming below 1.5C* (February 6, 2020), <https://www.carbonbrief.org/analysis-why-coal-use-must-plummet-this-decade-to-keep-global-warming-below-1-5c>

²⁰⁶ #StopAdani, *Adani's Big Coal Problem*, https://www.stopadani.com/adanis_big_coal_problem

²⁰⁷ Global Energy Monitor, *Carmichael Coal Project*, https://www.gem.wiki/Carmichael_Coal_Project

²⁰⁸ *The World's Third-Richest Man Sells the World a Green Dream Built on Coal*, Bloomberg (September 8, 2022), <https://www.bloomberg.com/news/features/2022-09-09/world-s-third-richest-billionaire-adani-pivots-from-coal-mogul-to-green-champion>.

²⁰⁹ *India's Adani not interested in domestic coal mine auctions - CFO*, Reuters (August 6, 2020), <https://www.reuters.com/article/adani-results-coal/indias-adani-not-interested-in-domestic-coal-mine-auctions-cfo-idINKCN2522IW>.

²¹⁰ Adani Group, *Adani Enterprises Ltd FY22 Results*, <https://www.adanienterprises.com/newsroom/media-releases/adani-enterprises-ltd-fy22-results>

²¹¹ *Adani Group raises \$9 billion from offshore bond market*, Mint (October 6, 2021), <https://www.livemint.com/companies/news/adani-group-raises-9-billion-from-offshore-bond-market-11633457139162.html>

²¹² *Adani is poised to ship its first coal – is this failure for Australia's defining climate campaign?*, Guardian (December 18, 2021), <https://www.theguardian.com/environment/2021/dec/18/adani-is-poised-to-ship-its-first-coal-is-this-failure-for-australias-defining-climate-campaign>.

project. Some of the most prestigious global banks and insurance companies have made a no-fund (no cover) pledge regarding Adani and the Carmichael mine. (See Table II)

Table II: Selected List of the more than 100 Companies Avoiding Doing Business with Adani Group and Carmichael Project²¹³

AECOM	Citibank	Morgan Stanley
Allianz	Credit Suisse	Nippon Life
ANZ	Deutsche Bank	PIMCO
Arch Capital	Fidelis	Royal Bank of Scotland
Aurecon	General Electric	Samsung
AXA	Goldman Sachs	Santander
BNY Mellon	HSBC	Société Générale
Barclays	ING	U.S. Bancorp
BNP Paribas	J.P. Morgan	

Despite this controversy, the mine, rail, and port projects have moved forward. The mine made its first deliveries in January 2022.²¹⁴

The Carmichael mine violates all reasonable environmental, social, and governance standards.

Environmental Impacts

1. Emissions

Independent expert evidence to the land court concluded that the average annual emissions produced from burning coal from Carmichael would be greater than 77 million tons per annum, and 4.6 billion tons of carbon emissions would be produced throughout the life of the mine.²¹⁵

2. Water depletion and pollution

It is estimated the Carmichael mine will draw at least 270 billion liters of groundwater over the life of the mine, a devastating impact on already depleted water sources. Adani has already polluted one of the largest coastal wetlands in Queensland, allowing coal-laden water pollution to flow into the Caley Valley wetlands,²¹⁶ a haven for threatened species. The project will also

²¹³ Market Forces, The Adani List, <https://www.marketforces.org.au/campaigns/stop-adani/theadanielist/> (last visited August 31, 2022)

²¹⁴ Smh.com.au, Adani Ramps up Production amid surging coal energy prices (August 25, 2022), <https://www.smh.com.au/business/companies/adani-mine-ramps-up-production-amid-surging-coal-energy-prices-20220825-p5bcs9.html>.

²¹⁵ JOINT REPORT to the Land Court of Queensland on “Climate Change – Emissions”, December 2014. See Adani Mining Pty Ltd v Land Services of Coast and Country Inc & Ors [2015] 36 QLCR 394, 433, available at <https://archive.sclqld.org.au/qjudgment/2015/QLC15-048.pdf>.

²¹⁶ Sbs.com.au, Mining giant Adani fined for polluting 'beautiful' Queensland wetlands during monster storms (March 26, 2019),

threaten the ancient Doongmabulla Springs – 160 wetlands that provide permanent water during drought.²¹⁷ Water experts say Adani’s coal mine could permanently drain these springs,²¹⁸ a rare desert oasis and the most important cultural site for the Wangan and Jagalingou Traditional Owners. Adani has also breached its pollution license at Abbot Point by 800%,²¹⁹ allowing polluted, coal-laden water to spew out of the Abbot Point coal port and into the Great Barrier Reef World Heritage Area.

3. Air pollution

Coal from the Carmichael mine is transported to India, where it is burned to produce electricity. The impact of coal combustion on community health in India has been estimated at more than 100,000 premature deaths annually, with coal causing a range of health problems, including lung cancer, heart disease, and birth defects.²²⁰ Air pollution kills an estimated 10 million people²²¹ globally each year, with communities that live around coal-fired power stations, coal mines, and haulage lines particularly impacted. On its own website, Adani identifies itself as “the largest private thermal power producer in India with an installed capacity of 12,450 MW” and states that “Our Seven power projects are spread out across the states of Gujarat, Maharashtra, Rajasthan, Karnataka and Chhattisgarh.” Adani is constructing or anticipating construction on five additional plants²²² to be located in the states of Jharkhand, Madhya Pradesh, Gujarat, Rajasthan, and Karnataka.

4. Biodiversity impacts

The Carmichael coal mine cleared critical habitat for the endangered Black Throated Finch despite warnings from expert ecologists that this could send this bird extinct. In 2020, Adani was prosecuted and found guilty of illegal land clearing on the mine site²²³ and was fined again later that year for bulldozing species' habitat without conducting surveys, also putting endangered

<https://www.sbs.com.au/news/article/mining-giant-adani-fined-for-polluting-beautiful-queensland-wetlands-during-monster-storms/qzcfg9p6>.

²¹⁷ EcoLogical 2017. *Draft Groundwater Dependent Ecosystem Management Plan: Carmichael Coal Mine Project*.

²¹⁸ Adani groundwater plan could permanently drain desert oasis, scientists say, ABC.net.au (March 20, 2018), <https://www.abc.net.au/news/2018-03-21/adani-groundwater-plan-risks-permanent-damage-to-desert-springs/9569184>.

²¹⁹ Adani spent a year trying to hide this information on its reef spill, ABC.net.au (August 9, 2018), <https://www.abc.net.au/news/2018-08-10/adani-spent-a-year-trying-to-hide-reef-spill-details/10090632>.

²²⁰ Scientific American, *Coal-Fired Power in India May Cause More Than 100,000 Premature Deaths Annually* (March 11, 2013), <https://www.scientificamerican.com/article/coal-fired-power-in-india-may-cause-more-than-100000-premature-deaths-annually/>

²²¹ David Wallace-Wells, *Air Pollution Kills 10 Million People a Year. Why Do We Accept That as Normal?* New York Times (July 8, 2022), <https://www.nytimes.com/2022/07/08/opinion/environment/air-pollution-deaths-climate-change.html>

²²² Adani Power, Upcoming Power Plants, <https://www.adanipower.com/upcoming-power-plants>

²²³ 'Deeply inadequate': Adani fined \$25K for breaching environmental approval, Brisbane Times (December 2, 2020), <https://www.brisbanetimes.com.au/national/queensland/deeply-inadequate-adani-fined-25k-for-breaching-environmental-approval-20201202-p56jy3.html>

species, the Yakka Skink and Ornamental Snake, at further risk.²²⁴ In India, many of Adani's proposed coal expansions are in pristine forest areas home to threatened species, including elephants, tigers, and sloth bears.²²⁵

Social Impacts

Adani's port development at Vizhinjam and its proposed port expansion at Kattupalli, north of Chennai, are being fiercely protested by local fishing communities. The proposal threatens Lake Pulicat and the livelihoods of fisherfolk.²²⁶

Adani's Mundra, the world's biggest coal import terminal, has had injurious health impacts and destroyed traditional livelihoods.²²⁷ It was subject to government fines prior to the accession of the Modi Government in 2014. Adani plans to use the Mundra Port to import Carmichael coal to feed a new highly polluting 'coal-to-plastics' plant.²²⁸

Adani's coal mine would violate the rights of Wangan and Jagalingou people (W&J),²²⁹ with a devastating impact on totemic plants and animals, polluting and draining billions of liters of groundwater and obliterating the sacred Doongmabulla Springs system. Adani's coal trains would run through Juru, Jaanga, and Birri country, threatening sacred sites. Water experts say Adani's coal mine could permanently drain a rare desert oasis and the most important cultural site for the Wangan and Jagalingou Traditional Owners. The W&J people have never given their free, prior, and informed consent to Adani's coal mine; they have said no to Adani four times and waged a long battle against Adani in the courts.

²²⁴ Snake, lizard threaten Adani's \$16bn Oz coal mine project, Times of India (August 6 2015), <https://timesofindia.indiatimes.com/business/india-business/snake-lizard-threaten-adanis-16bn-oz-coal-mine-project/articleshow/48367979.cms>

²²⁵ India's ancient tribes battle to save their forest home from mining, Guardian (February 10, 2020), <https://www.theguardian.com/environment/2020/feb/10/indias-ancient-tribes-battle-to-save-their-forest-home-from-mining>

²²⁶ Ground report: Why Pulicat residents are opposing Adani port expansion in TN, The News Minute (January 28, 2021), <https://www.thenewsminute.com/article/ground-report-why-pulicat-residents-are-opposing-adani-port-expansion-tn-142354>.

²²⁷ Adani Watch, Adani's port developments create a sea of troubles (February 3, 2020), <https://www.adaniwatch.org/adani-s-port-developments-create-a-sea-of-troubles>.

²²⁸ Adani blasted over 'toxic' \$4bn plan to use Australian coal to make plastic in India, Guardian (June 18, 2021), <https://www.theguardian.com/business/2021/jun/17/adani-blasted-over-toxic-4bn-plan-to-use-australian-coal-to-make-plastic-in-india>

²²⁹ Wangan & Jagalingou Family Council, *Our Fight: Stop Adani destroying our land and culture* <https://wanganjagalingou.com.au/our-fight/>. See also Wangan and Jagalingou People's Submission to the United Nations Committee on the Elimination of Racial Discrimination (CERD) on July 31 2018, <https://wanganjagalingou.com.au/wp-content/uploads/2018/08/Request-for-Urgent-Action-by-Wangan-and-Jagalingou-People-to-CERD-31-July-2018.pdf> and RMIT University report, *First Peoples and Land Justice Issues in Australia* (March 17, 2021), p. 20-27, <https://www.rmit.edu.au/research/centres-collaborations/business-and-human-rights-centre/research-projects/first-peoples-land-justice-issues-australia>.

While the promise of jobs in economically depressed Queensland has always been the justification that counters the well-known environmental impact, Adani's claim to create 8,000 new jobs appears to be overstated.²³⁰ To date, the Adani Mine is said to have created 1,500 jobs. However, a number of those jobs were involved in building the railroad and will not be permanent positions.

Governance Impacts

In 2021 Adani allegedly tried to bury an RMIT Australian University Study that found Adani violated international human rights law in its interactions with W&J.²³¹ The study recommended that mine construction be suspended until Traditional Owners gave their consent. The United Nations Committee on the Elimination of Racial Discrimination has also requested Adani's mine be suspended because it violates Indigenous rights.²³²

Adani's violations of ESG standards are not limited to the Carmichael coal mine. Accusations of corruption and environmental destruction have dogged the Adani Group. In central India, Adani plans to strip mine ancestral lands belonging to the Indigenous Gond people.²³³ Large tracts of biodiverse forest, including elephant habitats, are in its firing line. Around the coastline of India, Adani's plans to massively expand its ports are generating outcry from fishing villages and conservationists. In the country's east, Adani is building a thermal power station designed to burn coal from Queensland and sell expensive power to neighboring Bangladesh.²³⁴ Adani is also a major refiner and trader in palm oil, an industry responsible for devastating huge areas of rainforest in Southeast Asia.²³⁵

Investigations, court actions, and allegations of impropriety have accompanied Adani's progress in many of its business schemes:

²³⁰ *Qld treasurer's Adani job claim is false*, The Canberra Times (June 7, 2019),

<https://www.canberratimes.com.au/story/6206544/qld-treasurers-adani-job-claim-is-false/>

²³¹ RMIT University, *When native title fails: First Nations people are turning to human rights law to keep access to cultural sites* (October 22, 2021), <https://www.rmit.edu.au/news/all-news/2021/oct/native-title>

²³² *Adani coal mine should be suspended, UN says, until all traditional owners support the project*, ABC.net.au (January 24, 2019),

<https://www.abc.net.au/news/2019-01-25/adani-mine-should-be-suspended-un-traditional-owners/10686132>

²³³ Adani Watch et. al, *Dossier on the Adani Group's environmental and social record* (September 2020),

https://d3n8a8pro7vhmx.cloudfront.net/bobbrownfoundation/pages/3149/attachments/original/1601623934/Adani_Dossier_Preliminary_Sept2020.pdf.

²³⁴ *How One Billionaire Could Keep Three Countries Hooked on Coal for Decades*, New York Times (August 15 2019), <https://www.nytimes.com/2019/08/15/climate/coal-adani-india-australia.html>.

²³⁵ Adani Watch, *Palm Oil: Adani's involvement in an industry that has wreaked havoc across the rainforests of South-East Asia* (February 4, 2020),

https://www.adaniwatch.org/palm_oil_adani_s_involvement_in_an_industry_that_has_wreaked_havoc_across_the_rainforests_of_south_east_asia

- A 2017 Guardian investigation²³⁶ revealed that Adani allegedly siphoned hundreds of millions of dollars of borrowed money into offshore tax havens. Legal documents detail how Adani set up a front company in Dubai, ordered equipment from that company, and then sold it back to itself at massively inflated prices. They then used a complex money trail to hide the profits in a tax haven.
- The Adani Group is also developing a major port in Myanmar, leasing land from a corporation owned by that country's infamously brutal military. In Myanmar, the company allegedly made payments to companies connected to the country's military junta. Although the company has denied any wrongdoing, Adani was excluded from Standard and Poors' Sustainability index.²³⁷
- In August 2022, the Anthropocene Fixed Income Institute, an NGO, complained to the United States Securities and Exchange Commission that a recent \$300 million Sustainability Linked Bond disclosure by Adani Electricity Mumbai, Ltd. Failed to disclose the company's links to the Carmichael mine and infrastructure projects.²³⁸ The company responding to Standard and Poors Global's questions denied the existence of the Adani Group and said that the Carmichael mine was a different company.²³⁹ According to a July 2022 Adani Group Corporate Brochure,²⁴⁰ the company is identified as the Adani Group on its website. The company also highlights as part of the operations of the Adani Group, the Carmichael mine, Bowen Rail, and the North Queensland Export Terminal.²⁴¹

Eight other specific instances of Adani's corporate malfeasance are documented in Environmental Justice Australia's *Adani Brief Update*.²⁴²

Financial Risks to TIAA/Nuveen Resulting from this Investment

The Adani Group's support of the Australian project has dragged down its enterprise-wide standing. From the beginning, the mine had a marginal financial profile and an overwhelmingly flawed Environmental Social and Governance profile.²⁴³ Under the best of circumstances, the coal mine will take a few years to become profitable. A 2022 study titled "Stranded Assets in the Coal Export Industry? The

²³⁶ *Adani mining giant faces financial fraud claims as it bids for Australian coal loan*, Guardian (August 15, 2017), <https://www.theguardian.com/world/2017/aug/16/adani-mining-giant-faces-financial-claims-as-it-bids-for-australian-coal-loan>.

²³⁷ S&P Global, *Removal of Adani Ports and Special Economic Zone from the Dow Jones Sustainability Indices* (April 12, 2021), https://www.spglobal.com/spdji/en/documents/indexnews/announcements/20210412-1355163/1355163_disi-adani-20210412.pdf.

²³⁸ Banks hit by 'fraud' complaint to SEC over Adani SLB coal links, Global Capital (October 21, 2021), <https://www.globalcapital.com/article/297sitz2boxhpl0ffm29s/sri/banks-hit-by-fraud-complaint-to-sec-over-adani-slb-coal-links>

²³⁹ *Id.*

²⁴⁰ Adani Group, Adani Corporate Brochure, *supra* note 201.

²⁴¹ *Id.*, p. 25-26

²⁴² Environmental Justice Australia, *The Adani Brief Update*, <https://envirojustice.org.au/blog/2019/01/02/the-adani-brief/>

²⁴³ IEEFA, Press Release: Adani's US\$7bn Australian coal project unviable (November 25, 2013), <https://ieefa.org/articles/press-release-adanis-us7bn-australian-coal-project-unviable>.

Case of the Australian Galilee Basin,” developed by Deutsches Institut für Wirtschaftsforschung in conjunction with Australian experts, found it was “highly implausible” that mines in the central Queensland basin could run profitably and there was a high probability they would end up as stranded assets.²⁴⁴

The persistence and breadth of opposition drove Adani to change its name in Australia from Adani Mining to Bravus. The port Abbot Point Coal Terminal was renamed the North Queensland Export Terminal, and Adani Ports created a company named Bowen Rail Company to haul coal from the mine to the port. The rebranding is a significant response to the governance, reputational and financial dilemmas facing the project. Although the mine, rail, and port projects are set up under different corporate rubrics, the wholesale name change obscures the interconnectedness of the governance and financial structure.²⁴⁵ The Adani Group is a family enterprise where funds are readily passed between parents and subsidiaries and between subsidiaries. It is, therefore, likely that TIAA’s Adani Ports and SEZ bond investments will find their way into all of the enterprises mentioned in this case study.

²⁴⁴ ‘Highly implausible’ that new Galilee Basin coalmines would be profitable, study finds, Guardian (May 26, 2022), <https://www.theguardian.com/australia-news/2022/may/27/highly-implausible-that-new-galilee-basin-coalmines-would-be-profitable-study-finds>.

²⁴⁵ Scroll.in, *From 2014 to 2019: How the Adani Group funded its expansion* (May 16, 2019), <https://scroll.in/article/923201/from-2014-to-2019-how-the-adani-group-funded-its-expansion>.

Case Study 2: TIAA Land Acquisitions in Brazil

TIAA/Nuveen investment/ownership amount: \$2.2 billion AUM

TIAA owns 1,095,337 acres in Brazil (37% of its global farmland ownership), equivalent to \$2.2 billion AUM in farm/forest/timber land that is managed by its subsidiary Nuveen Natural Capital.²⁴⁶

Location of Acquisitions: Cerrado

Most of TIAA/Nuveen's landholdings are in the Cerrado biome, which is the most biodiverse savanna in the world and a crucial watershed for Brazil. The focus of the case presented here is TIAA/Nuveen's land acquisitions in the MATOPIBA region (which includes the northeastern states of Maranhão, Tocantins, Piauí, and Bahia), the frontier of Cerrado deforestation for soybeans.

TIAA disclosure of investment risks: None

TIAA/Nuveen did not disclose to third-party investors the legal risks of acquiring land as a foreign company under Brazilian law, risks that result from legal restrictions on foreign land ownership and from land disputes, and human rights violations.²⁴⁷ As detailed below, TIAA has allegedly acquired over one million acres of land in Brazil using shell companies to skirt Brazil's law intended to limit foreign land ownership.²⁴⁸ This was done principally through Radar Propriedades Agrícolas (Radar), established in 2008 with Brazilian sugar producer Cosan, with 81% owned by a TIAA-CREF unit and 19% by Cosan at the time. TIAA has also channeled money into Brazilian land through TIAA-CREF Global Agriculture LLC (TCGA), which was launched in 2012 as a US\$2 billion global farmland fund focused on acquiring farmland in Australia, Brazil, and the US.²⁴⁹ TCGA invested in Brazil through a separate company, Tellus Brasil Participações Ltda, (Tellus), which was 49% owned by TIAA, and 51% by Cosan. In 2020, Brazil's Institute of Settlement and Agrarian Reform found that TIAA's use of shell companies to avoid this law was illegal.²⁵⁰ The traditional peasant communities negatively impacted by TIAA/Nuveen's investment are multi-ethnic, including Indigenous Peoples and descendants of formerly enslaved Black Brazilians, whose occupation of this land for generations gives them rights under Brazilian law that have been ignored.

²⁴⁶ Nuveen Natural Capital, *2022 Sustainability Report*, *supra* note 48, at p. 6.

²⁴⁷ Rede Social de Justiça e Direitos Humanos, GRAIN, Inter Pares, and Solidarity Sweden, *Foreign pension funds and land grabbing in Brazil* (November 16, 2015), <https://grain.org/article/entries/5336-foreign-pension-funds-and-land-grabbing-in-brazil>.

²⁴⁸ *Id.* See also, Friedrich Graf von Westphalen & Partner mbB, *How Brazilian restrictions on the acquisition of rural land by foreigners have an impact on corporate transactions* (February 21, 2018), <https://www.fgvw.de/en/news/archive-2018/company-law-how-brazilian-restrictions-on-the-acquisition-of-rural-land-by-foreigners-have-an-impact-on-corporate-transactions>.

²⁴⁹ *Id.*

²⁵⁰ *U.S. Pension Fund TIAA Embroiled in Brazil Land-Buying Probe*, Bloomberg (December 17, 2020), <https://www.bloomberg.com/news/articles/2020-12-17/u-s-pension-fund-tiaa-embroiled-in-brazil-land-purchase-probe>.

TIAA/Nuveen continues to portray its farmland operations as sustainable, despite its practices that include the funding of actors engaged in land grabbing, deforestation, watershed destruction and contamination of water and the associated violation of human rights to food and water, and threats of violence. In addition to TIAA's use of companies like Radar to avoid compliance with Brazil's foreign land ownership laws, TIAA has also partnered with and funded other actors in Brazil with known links to deforestation and land grabbing.²⁵¹

Environmental Impacts

TIAA/Nuveen has acknowledged that its largest farm operator in Brazil is SLC Agricola,²⁵² which has been identified as the largest deforester in the Cerrado.²⁵³ TIAA/Nuveen's partnership with SLC Agricola and others has allowed TIAA/Nuveen to be one step removed from the harmful activities carried out by these companies and thereby avoid direct responsibility for deforestation, environmental contamination, and land conflicts. A study by Chain Reaction Research found that 7,339 acres (2,970 ha) of TIAA/Nuveen farmland in Matopiba, which largely overlaps with the Cerrado, had been deforested between 2009-2018.²⁵⁴ In 2018, TIAA/Nuveen pledged that it would no longer engage in deforestation, though its pledge still allows it to buy land from others who had deforested it less than a decade previously. Following the pledge, a further 5807 acres (2350 ha) of forests were burned off on three farms in 2019 under unclear circumstances.²⁵⁵ AidEnvironment also found that 11,293 acres of land were deforested in 2020 on a farm operated by SLC Agricola and engaged with TIAA/Nuveen on its responsibility.²⁵⁶ In response, TIAA/Nuveen replied that its tenant SLC Agricola was deforesting a part of the farm not owned by TIAA/Nuveen.²⁵⁷ This illustrates how TIAA/Nuveen has been able to avoid responsibility while continuing to partner with deforesting companies.

TIAA/Nuveen's large-scale farms with one or two crops imposed over large biodiverse areas with different soil types are inherently unsustainable for the loss of biodiversity and lack of ecological fitness. They require large amounts of water and chemicals, which deplete and contaminate the watershed, with dire impacts on communities downstream. These impacts have been detailed in a 2018 report on a civil society fact-finding mission that visited the communities of Melancias, Baixão Fechado, Sete Lagoas, Brejo das Meninas, and Santa Fé in municipalities of Santa Filomena and Gilbués, in the state of Piauí

²⁵¹ ActionAid & Friends of the Earth US, *TIAA's Accumulation of Farmland Is Not Responsible*, *supra* note 132, at p 9.

²⁵² TIAA acknowledged this on video recorded during a promotional tour for investors in northeast Brazil. Available upon request.

²⁵³ Chain Reaction Research, *Key Cerrado Deforesters in 2020 Linked to the Clearing of More Than 110,000 Hectares* (March 30, 2021), <https://chainreactionresearch.com/report/cerrado-deforestation-2020-soy-beef/>.

²⁵⁴ Chain Reaction Research, *TIAA's Farmland Funds Linked to Fires, Conflicts and Legacy Deforestation Risks in Brazil* (January 2020), p. 7-9, <https://chainreactionresearch.com/wp-content/uploads/2020/01/Radar-company-report-2.pdf>.

²⁵⁵ *Id.* at p. 10-11.

²⁵⁶ *Key Cerrado Deforesters in 2020 Linked to the Clearing of More Than 110,000 Hectares*, *supra* note 256.

²⁵⁷ Chain Reaction Research, *The Chain: Key Cerrado Deforesters in 2020 Linked to the Clearing of More Than 110,000 Hectares – Update*, <https://mailchi.mp/chainreactionresearch.com/the-chain-key-cerrado-deforesters-in-2020-linked-to-the-clearing-of-more-than-110000-hectares-update?e=46e63604f5>.

and spoke with representatives of 20 additional communities.²⁵⁸ It is important to note that TIAA/Nuveen acquisitions of land and business relationships draw additional capital into land grabbing and deforestation in the region, causing harm that extends to hundreds of communities.

Social Impacts

The land TIAA/Nuveen is acquiring in the Northeast Cerrado is community common lands that were classified under Brazilian law as public lands. The law grants recognition of rights to land use by traditional peasant communities who lived, farmed, and fished in river valleys and also relied on the high plateaus for forest products and for grazing land that is crucial to their livelihoods.²⁵⁹

In recent decades, land-grabbers laid claim to these community common lands on the high plateaus, either on paper or by occupation, and then began to register transactions with these land using corrupt officials.²⁶⁰ TIAA began buying land with this type of allegedly dubious paper trail around 2008 through its joint venture Radar.²⁶¹ However, communities besieged by land-grabbers do not have the resources to defend their claims, especially when they face more than one land-grabber, and must often focus defense on the land closest to community centers. Investigations allege that this has allowed TIAA to do business with land-grabbers and buy off some of the less contested common lands. None of the lands are believed to have gone through a public auction, which should have been required to privatize public lands. This failure with respect to land acquisition more generally has been recognized by the World Bank, which initiated a project with the state of Piauí in 2015 to regularize land titling in the region where TIAA had already made acquisitions, in spite of system-wide irregularities.²⁶² Many of these communities affected by the World Bank Program have objected to this kind of regularization that does not take into account all of their legitimate tenure rights.²⁶³

²⁵⁸ FIAN International, Rede Social de Justiça e Direitos Humanos and Comissão Pastoral da Terra (CPT), *The Human and Environmental Cost of Land Business: The case of MATOPIBA, Brazil* (2018), https://www.fian.org/files/files/The_Human_and_Environmental_Cost_of_Land_Business-The_case_of_MATOPIBA_240818.pdf.

²⁵⁹ Peasants' land rights are legally guaranteed by Brazil's Federal Constitution of 1988 and the more recent Piauí Land Act of 2019. See Friends of the Earth US & Rede Social de Justiça e Direitos Humanos, *INDUSTRIAL SOY EXPANSION IN BRAZIL: Financialization, Deforestation, and Dispossession in the Birthplace of Waters* (April 2022), p.6. <https://foe.org/news/caught-red-handed-reports/>.

²⁶⁰ Caio de Freitas Paes, *Trader Cargill, pension fund TIAA linked to land grabs in Brazil's Cerrado*, Mongabay (February 3, 2021), <https://news.mongabay.com/2021/02/trader-cargill-pension-fund-tiaa-linked-to-land-grabs-in-brazils-cerrado/>

²⁶¹ TIAA-CREF, U.S. Investment Giant, Accused of Land Grabs in Brazil, New York Times (November 17, 2015), <https://www.nytimes.com/2015/11/17/world/americas/tiaa-cref-us-investment-giant-accused-of-land-grabs-in-brazil.html>.

²⁶² On December 21, 2015, the World Bank approved a \$120 million loan to the government of Piauí. The loan agreement for the project "Piauí: Pillars of Growth and Social Inclusion" (project no. P129342) was signed on April 27, 2016, and the project ran until December 31, 2020.

²⁶³ Campanha Nacional em Defesa do Cerrado, The World Bank's land program in the State of Piauí, Brazil, is a license for land grabbing (March 21, 2018), <https://grain.org/en/article/5909-the-world-bank-s-land-program-in-the-state-of-piaui-brazil-is-a-license-for-land-grabbing>

TIAA/Nuveen's acquisition of farm and forest land is driven by the speculative needs of capital rather than the social needs of such land use. The large-scale production of agricultural commodities concentrated in a few countries creates volatility in commodity markets and contributes to hunger crises rather than addressing them, as TIAA/Nuveen claim. This type of agricultural speculation undermines the development of sustainable territorial food markets. TIAA/Nuveen's mechanized monocrop plantations do not sustain local livelihoods; instead, they displace people from rural communities by taking away their common forests and grasslands, which are crucial to community livelihoods, and contaminating and depleting their water. Rather than investing responsibly, TIAA's investments contribute to the violation of these communities' human rights to food and water.²⁶⁴

TIAA's reported business dealings with land-grabbers and companies that lease its land create a hostile environment in which local communities face threats of violence. TIAA is alleged to have purchased at least six large parcels of land from the De Carli family, which has had titles annulled for corrupt acquisition.²⁶⁵ The De Carli family has been described as one of Brazil's largest land-grabbers, accused of being responsible for violence (including murder).²⁶⁶ It has also been reported that TIAA bought land from another notorious land grabber Luiz Ricardi.²⁶⁷ The deployment of armed paramilitary guards by TIAA's tenants, such as SLC Agricola, is used to intimidate local communities from using their common lands and claiming their rights.²⁶⁸

TIAA's investment in eucalyptus and other timberland plantations in the Cerrado supports the growth of a socially (and environmentally) unsustainable pulp industry through its major business partner Suzano, which is involved in a land conflict with Pataxó Indigenous communities in Bahia.²⁶⁹ That case illustrates one of the ways TIAA's farm and timber investments support industries engaged in a high level of conflict, while TIAA has directly acquired land in areas where communities have limited resources to defend against the loss of common lands.

Governance Risks

The environmental and social impacts described above are a foreseeable outcome of TIAA's acquisition of land in a region where land transactions have been carried out with irregular documents and where the legitimate tenure rights of Indigenous Peoples and peasant communities have been ignored. TIAA/Nuveen's investments have made a major contribution to the flow of money into the hands of reported land-grabbers (including those from whom TIAA purchased land), corrupt officials, and companies such as SLC Agricola who have engaged in deforestation, human rights violations and

²⁶⁴ See *TIAA's Accumulation of Farmland Is Not Responsible*, *supra* note 132.

²⁶⁵ *TIAA's Farmland Funds Linked to Fires, Conflicts and Legacy Deforestation Risks in Brazil*, *supra* note 257.

²⁶⁶ TIAA-CREF Bought Brazilian Farmland From Notorious Land Grabber, Report Says, NPR, (November 17, 2015) <https://www.npr.org/sections/thetwo-way/2015/11/17/456351339/tiaa-cref-bought-brazilian-farmland-from-notorious-land-grabber-report-says>.

²⁶⁷ *Trader Cargill, pension fund TIAA linked to land grabs in Brazil's Cerrado*, *supra* note 263.

²⁶⁸ *The Human and Environmental Cost of Land Business: The case of MATOPIBA, Brazil*, *supra* note 261, p. 6, 57-61.

²⁶⁹ Sarah Sax, *With plantation takeover, Brazil's Indigenous Pataxó move to reclaim their land* (July 14, 2022), <https://news.mongabay.com/2022/07/with-plantation-takeover-brazils-indigenous-pataxo-move-to-reclaim-their-land/>.

unethical business practices. These acquisitions and investments impede good land governance and the recognition of the land rights of communities and vulnerable groups, as entailed in the UN Committee on World Food Security's guidelines on tenure.²⁷⁰

Financial Risks/Reputational Risks to TIAA Resulting from this Investment

TIAA/Nuveen has failed to hold substantive discussions with civil society organizations most concerned about its investments in Brazil, dismissing them in presentations made to investors. (See Section 8 above) After years of pressure, it has released only incomplete information about its properties and environmental practices, business partners, and community relations. The finding by the Institute for Settlement and Agrarian Reform that its acquisitions in Brazil violated the law and other problems were addressed only in an FAQ document that is not part of its "Sustainable Investment" report series. In the FAQ, it states, "As a private firm we do not comment on specific investment structures, and we believe our operations are fully compliant with Brazilian law."²⁷¹ In summary, TIAA/Nuveen has failed to disclose that its investments in Brazil are at risk and dependent on government tolerance of practices that violate Brazilian law. The reputational risk to TIAA/Nuveen posed by these investments is also very high as its client base is in education, and the non-profit sector demands that ESG concerns be treated seriously.

²⁷⁰ FAO. 2022. *Voluntary Guidelines on the Responsible Governance of Tenure of Land, Fisheries and Forests in the Context of National Food Security*. First revision. Rome. <https://doi.org/10.4060/i2801e>.

²⁷¹ Nuveen, *Process and Q&A regarding Sustainability Concerns*, <https://documents.nuveen.com/Documents/global/Default.aspx?uniqueId=feebfca6-50d8-4ca3-b849-bd920d5eca61>.

Case Study 3: Cricket Valley Energy Center

Project Location: Dover, NY

TIAA investment/ownership amount: 20-33% (Actual amount not disclosed by TIAA)²⁷²

TIAA disclosure of investment risks: None

The Cricket Valley Energy Center (CVE) is A 1100-megawatt methane-fueled power plant financed by TIAA and located in the Town of Dover in New York's Harlem Valley. Dover is a community already burdened with significant environmental threats, including the Iroquois gas pipeline and compressor station and 5 EPA superfund hazard sites. The New York State Department of Health has issued a "Do Not Drink" advisory²⁷³ for the Dover Middle and High School because of preexisting PFOA/PFOS contamination. The High School is located less than half a mile from the Cricket Valley plant.

The Cricket Valley power plant emits dangerous levels of PM2.5 and volatile organic compound pollutants, according to air monitoring sponsored by Environmental Health Project, a well-regarded public health advocacy group. TIAA was the largest single investor²⁷⁴ in the Cricket Valley project at its inception and continues to maintain its stake in the facility. Had TIAA taken a hard look at the environmental and health damage that the plant would cause prior to making the investment, there is no doubt that it would have failed any reasonable ESG test. Although these risks, as well as the very significant greenhouse gas emissions from this operation, have been brought to TIAA's attention numerous times, it has not provided any meaningful response.

ESG Risks and Impacts:

1. Climate

During the normal course of operation, the CVE emits in excess of 3.6 million²⁷⁵ tons of CO₂e every year. Operating on methane gas primarily extracted by hydrofracking, CVE additionally contributes to the climate crisis by consuming enough gas that the Iroquois pipeline operator has applied to increase the size of its compressor stations.²⁷⁶ The resulting methane leakage further aggravates the massive GHG emissions from the CVE plant itself.

²⁷² TIAA-Divest! Asked Megan Fielding to provide an ownership breakdown for the CVE power plant, but neither she nor Nuveen was forthcoming. <https://tiaa-divest.org/our-letter-to-tiaa/>.

²⁷³ NY State Department of Health, State and County Health Departments Issue "DO NOT DRINK" Water Advisories for Dover Middle and High School in Dutchess County (March 17, 2021), https://www.health.ny.gov/press/releases/2021/2021-03-17_dutches_water.htm.

²⁷⁴ Derek Seidman, *Five Things Organizers Should Know About the Cricket Valley Fracked Gas Plant* (August 9, 2018), <https://news.littlesis.org/2018/08/09/five-things-organizers-should-know-about-the-cricket-valley-fracked-gas-plant/>.

²⁷⁵ CVE's environmental impact statement misstates the CO₂e coefficient for CH₄ as 21 while it is recognized as >86 by climate scientists over the critical 20-year timespan. Cricket Valley Energy Project - Draft Environmental Impact Statement: https://www.cricketvalley.com/wp-content/uploads/2017/12/CVE-DEIS_Section-4-Air-Resources-2.pdf.

²⁷⁶ Iroquois Expansion By Compression project, <https://www.iroquois.com/operations/projects/exc-project/>.

2. Pollution

Cricket Valley's environmental impact study identifies numerous pollutants emitted by the plant, including:²⁷⁷

- nitrogen oxides (NOx)
- carbon monoxide (CO)
- volatile organic compounds (VOC); and
- particulate matter with diameters equal to or less than 10 micrometers (PM10) and 2.5 micrometers (PM 2.5).

3. Biodiversity Impacts

The CVE is directly adjacent to the Great Swamp.²⁷⁸ Covering more than 6,000 acres in New York's eastern Putnam and Dutchess Counties, it is one of the largest freshwater wetlands in the state. Designated by the US Department of Agriculture Forest Service as a Highlands Conservation Focal Area and cited by the State Department of Environmental Conservation in a 2009 report for its unique habitat, diverse wildlife, and scenic value, the Great Swamp's critical function is as an aquifer recharge area and as a diverse habitat for rare and endangered species²⁷⁹ of plants and animals. The pollution generated by CVE, including tons of sulfur dioxide, a precursor to sulfuric acid, is altering the delicate water chemistry of this ancient habitat and will result in a significant reduction of biodiversity.

4. Social Impacts

Local residents have complained of loud noises produced by the CVE plant at all hours of the day and night. Plant operators have been dismissive of these complaints. During the permitting process required to seek approval to construct the CVE, representatives of the investors claimed that the plant would create significant numbers of jobs, both during the construction phase and once it had started to operate. In reality, almost all of the construction was performed by outside contractors, and very little local labor was hired. The plant employs fewer than ten Dover residents now that it is in operation.²⁸⁰

Dover is a relatively low-income community with a median household income of \$62,000 and 18% of households living below the poverty rate. Dover residents who opposed the permitting and construction of the CVE facility have complained of intimidation by other residents and the local government, who were anxious to receive the various financial incentives offered by CVE's developers. Farmers in the area have complained that the presence of the facility in the community has reduced their ability to market their products due to public concern about the safety of their produce.

²⁷⁷ See CVE Draft Environmental Impact Statement, *supra* note 278.

²⁷⁸ Wikipedia, Great Swamp (New York) [https://en.wikipedia.org/wiki/Great_Swamp_\(New_York\)](https://en.wikipedia.org/wiki/Great_Swamp_(New_York)).

²⁷⁹ Friends of the Great Swamp, <http://frogs-ny.org/>.

²⁸⁰ Information obtained orally through site visits by TIAA-Divest!.

Financial Risks/Reputational Risks to TIAA Resulting from this Investment

TIAA has not responded to specific questions about its investment in the CVE²⁸¹ directed to Megan Fielding, Senior Director, Responsible Investing, at Nuveen in July 2020. Ms. Fielding was asked to confirm TIAA's exact stake in CVE, the governance structure of the investment group that built and now operates CVE, what ESG review process was employed when TIAA/Nuveen was considering the project and what TIAA's ESG stance is concerning methane fuel.

Besides its status as an environmental disaster in the making, the CVE was a colossal investment mistake. In July 2019, New York State passed the Climate Leadership and Community Protection Act (CLCPA).²⁸² This law, which is intended to make New York a nationwide leader in reducing greenhouse emissions, specifically requires that the State's electric supply be 70% renewable by 2030 and 100% carbon-free by 2040. As a result, a facility that was constructed to last approximately 60 years and cost over \$1 billion will be required to cease operating in 10-20 years. It is almost inconceivable that TIAA will recoup this investment. Precursors to the CLCPA were being discussed during the time period that TIAA committed to investing in the project, and they either ignored or were unable to comprehend the risk.

Further, its substantial investment in power plants like CVE and its sister in Carroll County, Ohio (of which TIAA owns a 40% stake) puts TIAA in the position of opposing clean energy legislation like the CLCPA. CVE's operators have consistently opposed regulatory changes^{283 284} that would reduce its profit potential, for example, improvements to New York's electric grid to enable transmission of upstate wind and hydroelectric power to areas with high demand like New York City. This was also brought to Megan Fielding's attention.

²⁸¹ TIAA Divest!, Group Minutes for Nuveen/TIAA-Divest! Meeting, *supra* note 130.

²⁸² NY State, Climate Leadership and Community Protection Act (CLCPA) (Senate Bill S6599)

<https://www.nysenate.gov/legislation/bills/2019/S6599>

²⁸³ Utility Dive, *Gas generators ask FERC to apply PJM MOPR logic to NYISO* (October 16, 2020),

<https://www.utilitydive.com/news/gas-generators-ask-ferc-to-apply-pjm-mopr-logic-to-nyiso>

²⁸⁴ See Testimony provided by CVE and affiliated groups on New York State Department of Public Service Application of LS Power Grid New York, LLC, LS Power Grid New York Corporation I, and the New York Power Authority for a Certificate of Environmental Compatibility and Public Need Pursuant to Article VII for Edic/Marcy to New Scotland; Princetown to Rotterdam Project, *supra* note 129.

APPENDIX 2: Proxy Voting Record

Record of TIAA/Nuveen proxy voting on climate resolutions, 2021-22²⁸⁵

All records in *green* are supportive of climate action, while those in *red* are not.

Vote on Bank of America (April 2022)			
Funds that held this meeting include:	CREF Global Equities, CREF Stock, TIAA Separate Account VA-1 (TIAA Stock Index Account), TIAA-CREF Equity Index Fund, TIAA-CREF Growth & Income Fund, TIAA-CREF Large-Cap Value Fund, TIAA-CREF Large-Cap Value Index Fund, TIAA-CREF Life Growth & Income Fund, TIAA-CREF Life Large-Cap Value Fund, TIAA-CREF Life Stock Index Fund, TIAA-CREF S&P 500 Index Fund, CREF Equity Index		
Resolution	Who Brought It	Management's Recommendation	Nuveen's Vote
Adopt Fossil Fuel Lending Policy Consistent w/IEA's Net Zero 2050 Scenario	Shareholder	Against	Against

Vote on Citigroup (April 2022)			
Funds that held this meeting include:	CREF Global Equities, CREF Social Choice, CREF Stock, TIAA Separate Account VA-1 (TIAA Stock Index Account), TIAA-CREF Equity Index Fund, TIAA-CREF Growth & Income Fund, TIAA-CREF Large-Cap Value Fund, TIAA-CREF Large-Cap Value Index Fund, TIAA-CREF Life Growth & Income Fund, TIAA-CREF Life Large-Cap Value Fund, TIAA-CREF Life Social Choice Equity Fund, TIAA-CREF Life Stock Index Fund, TIAA-CREF S&P 500 Index Fund, TIAA-CREF Social Choice Equity Fund, TIAA-CREF Social Choice Low Carbon Equity Fund, CREF Equity Index		
Resolution	Who Brought It	Management's Recommendation	Nuveen's Vote
Adopt a Financing Policy Consistent w/IEA's Net Zero Emissions by 2050 Scenario	Shareholder	Against	Against

²⁸⁵ Voting records were obtained from Nuveen's Proxy Voting Record:

<https://vds.issgovernance.com/vds/#/MTIwODY=> or Nuveen's Proxy Vote Rationales, 2020-21: <https://www.nuveen.com/en-us/insights/responsible-investing/proxy-vote-rationales>.

Vote on Goldman Sachs (April 2022)			
Funds that held this meeting include:	CREF Global Equities, CREF Social Choice, CREF Stock, TIAA Separate Account VA-1 (TIAA Stock Index Account), TIAA-CREF Equity Index Fund, TIAA-CREF Large-Cap Growth Index Fund, TIAA-CREF Large-Cap Value Fund, TIAA-CREF Large-Cap Value Index Fund, TIAA-CREF Life Large-Cap Value Fund, TIAA-CREF Life Social Choice Equity Fund, TIAA-CREF Life Stock Index Fund, TIAA-CREF S&P 500 Index Fund, TIAA-CREF Social Choice Equity Fund, TIAA-CREF Social Choice Low Carbon Equity Fund, CREF Equity Index		
Resolution	Who Brought It	Management's Recommendation	Nuveen's Vote
Adopt a Financing Policy Consistent with IEA's Net Zero Emissions by 2050 Scenario	Shareholder	Against	Against

Vote on JP MorganChase (May 2022)			
Funds that held this meeting include:	CREF Global Equities, CREF Stock, TIAA Separate Account VA-1 (TIAA Stock Index Account), TIAA-CREF Equity Index Fund, TIAA-CREF Growth & Income Fund, TIAA-CREF Large-Cap Value Fund, TIAA-CREF Large-Cap Value Index Fund, TIAA-CREF Life Growth & Income Fund, TIAA-CREF Life Large-Cap, Value Fund, TIAA-CREF Life Stock Index Fund, TIAA-CREF S&P 500 Index Fund, CREF Equity Index		
Resolution	Who Brought It	Management's Recommendation	Nuveen's Vote
Report on Absolute Targets for Financed GHG Emissions in Line with Net-Zero Commitments	Shareholder	Against	Against

Vote on Morgan Stanley (May 2022)			
Funds that held this meeting include:	CREF Global Equities, CREF Growth, CREF Social Choice, CREF Stock, TIAA Separate Account VA-1 (TIAA Stock Index Account), TIAA-CREF Equity Index Fund, TIAA-CREF Growth & Income Fund, TIAA-CREF Large-Cap Value Index Fund, TIAA-CREF Life Growth & Income Fund, TIAA-CREF Life Social Choice Equity Fund, TIAA-CREF Life Stock Index Fund, TIAA-CREF S&P 500 Index Fund, TIAA-CREF Social Choice Equity Fund, TIAA-CREF Social Choice Low Carbon Equity Fund, CREF Equity Index		
Resolution	Who Brought It	Management's Recommendation	Nuveen's Vote
Adopt Fossil Fuel Lending and Underwriting Policy Consistent wi'h IEA's Net Zero 2050 Scenario	Shareholder	Against	Against

Vote on Wells-Fargo (April 2022)			
Funds that held this meeting include:	CREF Global Equities, CREF Stock, TIAA Separate Account VA-1 (TIAA Stock Index Account), TIAA-CREF Equity Index Fund, TIAA-CREF Growth & Income Fund, TIAA-CREF Large-Cap Value Fund, TIAA-CREF Large-Cap Value Index Fund, TIAA-CREF Life Growth & Income Fund, TIAA-CREF Life Large-Cap Value Fund, TIAA-CREF Life Stock Index Fund, TIAA-CREF S&P 500 Index Fund, CREF Equity Index		
Resolution	Who Brought It	Management's Recommendation	Nuveen's Vote
Report on Respecting Indigenous Peoples' Rights	Shareholder	Against	Against
Adopt a Financing Policy Consistent wi'h IEA's Net-Zero Emissions by 2050 Scenario	Shareholder	Against	Against

Vote on Credit Suisse (April 2022)			
Funds that held this meeting include:	CREF Stock, TIAA-CREF International Equity Index Fund, CREF Global Equities		
Resolution	Who Brought It	Management's Recommendation	Nuveen's Vote
Amend Articles Re: Climate Change Strategy and Disclosures	Shareholder	Against	Against

Vote on Chubb (May 2022)			
Funds that held this meeting include:	CREF Global Equities, CREF Social Choice, CREF Stock, TIAA Separate Account VA-1, (TIAA Stock Index Account), TIAA-CREF Equity Index Fund, TIAA-CREF Growth & Income Fund, TIAA-CREF Large-Cap Value Fund, TIAA-CREF Large-Cap Value Index Fund, TIAA-CREF, Life Growth & Income Fund, TIAA-CREF Life Large-Cap Value Fund, TIAA-CREF, Life Social Choice Equity Fund, TIAA-CREF Life Stock Index Fund, TIAA-CREF S&P 500, Index Fund, TIAA-CREF Social Choice Equity Fund, TIAA-CREF Social Choice Low Carbon Equity Fund, CREF Equity Index		
Resolution	Who Brought It	Management's Recommendation	Nuveen's Vote
Adopt and Disclose Policies to Ensure Underwriting Does Not Support New Fossil Fuel Supplies	Shareholder	Against	Against
Report on Efforts to Reduce GHG Emissions Associated with Underwriting, Insuring, and Investing	Shareholder	Against	For

Vote on Mitsubishi (June 2022)			
Funds that held this meeting include:	CREF Stock, TIAA-CREF International Equity Index Fund, TIAA-CREF Social Choice, International Equity Fund, CREF Social Choice		
Resolution	Who Brought It	Management's Recommendation	Nuveen's Vote
Amend Articles to Disclose Greenhouse Gas Emission Reduction Targets Aligned with Goals of Paris Agreement	Shareholder	Against	Against
Amend Articles to Disclose Evaluation concerning Consistency between Capital Expenditures and Net-Zero Greenhouse Gas Emissions by 2050 Commitment	Shareholder	Against	Against

Vote on Sumitomo Mitsui Financial Group (June 2022)			
Funds that held this meeting include:	CREF Stock, TIAA-CREF International Equity Fund, TIAA-CREF International Equity Index Fund, TIAA-CREF Life International Equity Fund, CREF Global Equities		
Resolution	Who Brought It	Management's Recommendation	Nuveen's Vote
Amend Articles to Disclose Plan Outlining Company's Business Strategy to Align Investments with Goals of Paris Agreement	Shareholder	Against	Against
Amend Articles to Disclose Measures to be Taken to Make Sure that the Company's Lending and Underwriting are not Used for Expansion of Fossil Fuel Supply or Associated Infrastructure	Shareholder	Against	Against

Vote on Royal Bank of Canada (April 2022)			
Funds that held this meeting include:	CREF Stock, CREF Global Equities		
Resolution	Who Brought It	Management's Recommendation	Nuveen's Vote
SP 1: Update the Bank's Criteria for Sustainable Finance to Preclude Fossil Fuel Activity and Projects Opposing Indigenous Peoples	Shareholder	Against	Against
SP 3: Avoid Bank Participation in Pollution-Intensive Asset Privatizations	Shareholder	Against	Against
SP 5: Adopt an Annual Advisory Vote Policy on the Bank's Environmental and Climate Change Action Plan and Objectives	Shareholder	Against	For

Vote on Enbridge (May 2022)			
Funds that held this meeting include:	CREF Social Choice, CREF Stock, CREF Global Equities		
Resolution	Who Brought It	Management's Recommendation	Nuveen's Vote
Strengthen the Company's Net-Zero Commitment with a Science-Based Net-Zero Target	Shareholder	Against	Against

Votes on Royal Dutch Shell (May 2022)			
Funds that held this meeting include:	CREF Stock, TIAA-CREF International Equity Fund, TIAA-CREF International Equity Index Fund, TIAA-CREF Life International Equity Fund, CREF Global Equities		
Resolution	Who Brought It	Management's Recommendation	Nuveen's Vote
Approve the Shell Energy Transition Progress Update	Management	For	For
Request Shell to Set and Publish Targets for Greenhouse Gas (GHG) Emissions	Shareholder	Against	Against

Votes on Royal Dutch Shell, May 2021			
Resolution	Who Brought It	Management's Recommendation	Nuveen's Vote
Funds that held this meeting include:	TIAA-CREF International Equity Fund, TIAA-CREF International Equity Index Fund, TIAA-CREF Life International Equity Fund, CREF Stock		
Approve the Shell Energy Transition Strategy	Management	For	For
Request Shell to Set and Publish Targets for Greenhouse Gas (GHG) Emissions	Shareholder	Against	Against

Vote on Occidental Petroleum (May 2022)			
Funds that held this meeting include:	CREF Global Equities, CREF Social Choice, CREF Stock, TIAA Separate Account VA-1, (TIAA Stock Index Account), TIAA-CREF Equity Index Fund, TIAA-CREF, Large-Cap Growth Index Fund, TIAA-CREF Large-Cap Value Index Fund, TIAA-CREF Life Stock Index Fund, TIAA-CREF S&P 500 Index Fund, CREF Equity Index		
Resolution	Who Brought It	Management's Recommendation	Nuveen's Vote
Report on Quantitative Short, Medium and Long-Term GHG Emissions Reduction Targets	Shareholder	Against	Against

Votes on Exxon (May 2021)			
Funds that held this meeting include:	CREF Global Equities, CREF Stock, TIAA Separate Account VA-1 (TIAA Stock Index Account), TIAA-CREF Equity Index Fund, TIAA-CREF Large-Cap Value Fund, TIAA-CREF Large-Cap Value Index Fund, TIAA-CREF Life Large-Cap Value Fund, TIAA-CREF Life Stock Index Fund, TIAA-CREF S&P 500 Index Fund, CREF Equity Index		
Resolution	Who Brought It	Management's Recommendation	Nuveen's Vote
Issue Audited Report on Financial Impacts of IEA's Net Zero 2050 Scenario	Shareholder	Against	For
Report on Costs and Benefits of Environmental-Related Expenditures	Shareholder	Against	Against
Report on Corporate Climate Lobbying Aligned with Paris Agreement	Shareholder	Against	For

Votes on Exxon (May 2022)			
Funds that held this meeting include:	CREF Global Equities, CREF Stock, TIAA Separate Account VA-1 (TIAA Stock Index Account), TIAA-CREF Equity Index Fund, TIAA-CREF Growth & Income Fund, TIAA-CREF Large-Cap Value Index Fund, TIAA-CREF Life Growth & Income Fund, TIAA-CREF Life Stock Index Fund, TIAA-CREF S&P 500 Index Fund, CREF Equity Index		
Resolution	Who Brought It	Management's Recommendation	Nuveen's Vote
Set GHG Emissions Reduction targets Consistent With Paris Agreement Goal	Shareholder	Against	For
Report on Low Carbon Business Planning	Shareholder	Against	Against
Report on Scenario Analysis Consistent with International Energy Agency's Net Zero by 2050	Shareholder	Against	For
Report on Reducing Plastic Pollution	Shareholder	Against	Against

Vote on Alliant Energy (May 2021)			
Funds that held this meeting include:	CREF Global Equities, CREF Stock, TIAA Separate Account VA-1 (TIAA Stock Index Account), TIAA-CREF Equity Index Fund, TIAA-CREF Large-Cap Value Index Fund, TIAA-CREF Life Stock Index Fund, TIAA-CREF Mid-Cap Value Fund, TIAA-CREF S&P, 500 Index Fund, CREF Equity Index		
Resolution	Who Brought It	Management's Recommendation	Nuveen's Vote
Report on Costs and Benefits of Environmental-Related Expenditures	Shareholder	Against	Against ²⁸⁶

Vote on Valero Energy (April 2022)			
Funds that held this meeting include:	CREF Global Equities, CREF Social Choice, CREF Stock, TIAA Separate Account VA-1 (TIAA Stock Index Account), TIAA-CREF Equity Index Fund, TIAA-CREF Large-Cap Value Fund, TIAA-CREF Large-Cap Value Index Fund, TIAA-CREF Life Large-Cap Value Fund, TIAA-CREF Life Social Choice Equity Fund, TIAA-CREF Life Stock Index Fund, TIAA-CREF Mid-Cap Value Fund, TIAA-CREF S&P 500 Index Fund, TIAA-CREF Social Choice Equity Fund, CREF Equity Index		
Resolution	Who Brought It	Management's Recommendation	Nuveen's Vote
Disclose Climate Action Plan and GHG Emissions Reduction Targets	Shareholder	Against	Against

Votes on Woodside Petroleum (May 2022)			
Funds that held this meeting include:	CREF Stock, TIAA-CREF International Equity Index Fund, TIAA-CREF Social Choice International Equity Fund, CREF Social Choice		
Resolution	Who Brought It	Management's Recommendation	Nuveen's Vote
Approve Climate Report	Management	For	For
Approve Contingent Resolution — Climate-Related Lobbying	Shareholder	Against	Against
Approve Contingent Resolution — Decommissioning	Shareholder	Against	Against

²⁸⁶ Nuveen’s proxy rationale for this vote reads: “Support for the proposal is not warranted based on factors related to material stakeholder risks that have been addressed sufficiently.”
<https://www.nuveen.com/en-us/insights/responsible-investing/proxy-vote-rationales>

Vote on Imperial Oil (May 2022)			
Funds that held this meeting include:	CREF Social Choice, CREF Stock, CREF Global Equities		
Resolution	Who Brought It	Management's Recommendation	Nuveen's Vote
Adopt a Policy to Cease Oil and Gas Exploration and Development	Shareholder	Against	Against

Vote on AGL Energy (Sept 2021)			
Funds that held this meeting include:	CREF Stock, TIAA-CREF International Equity Index Fund, CREF Global Equities		
Resolution	Who Brought It	Management's Recommendation	Nuveen's Vote
Approve Paris Goals and Targets	Shareholder	Against	For

Votes on Chevron (May 2022)			
Funds that held this meeting include:	CREF Global Equities, CREF Stock, TIAA Separate Account VA-1 (TIAA Stock Index Account), TIAA-CREF Equity Index Fund, TIAA-CREF Large-Cap Value Fund, TIAA-CREF Large-Cap Value Index Fund, TIAA-CREF Life Large-Cap Value Fund, TIAA-CREF Life Stock Index Fund, TIAA-CREF S&P 500 Index Fund, CREF Equity Index		
Resolution	Who Brought It	Management's Recommendation	Nuveen's Vote
Adopt Medium and Long-Term GHG Emissions Reduction Targets	Shareholder	Against	For
Issue Audited Net-Zero Scenario Analysis Report	Shareholder	Against	For
Oversee and Report on Reliability of Methane Emission Disclosures	Shareholder	For	For

Vote on ConocoPhillips (May 2022)			
Funds that held this meeting include:	CREF Global Equities, CREF Growth, CREF Social Choice, CREF Stock, TIAA Separate Account VA-1 (TIAA Stock Index Account), TIAA-CREF Equity Index Fund, TIAA-CREF Growth & Income Fund, TIAA-CREF Large-Cap Growth Fund, TIAA-CREF Large-Cap Value Fund, TIAA-CREF Large-Cap Value Index Fund, TIAA-CREF Life Growth & Income Fund, TIAA-CREF Life Growth Equity Fund, TIAA-CREF Life Large-Cap Value Fund, TIAA-CREF Life Social Choice Equity Fund, TIAA-CREF Life Stock Index Fund, TIAA-CREF S&P 500 Index Fund, TIAA-CREF Social Choice Equity Fund, CREF Equity Index		
Resolution	Who Brought It	Management's Recommendation	Nuveen's Vote
Report on GHG Emissions Reduction Targets	Shareholder	Against	For

Monster Beverage Corporation (June 2021)			
<i>Proxy vote rationale: "Support for the proposal is not warranted as the proposal is not an effective or practical means to address the underlying issue or achieve the intended outcome."</i>			
Funds that held this meeting include:	CREF Global Equities, CREF Growth, CREF Stock, TIAA Separate Account VA-1 (TIAA Stock Index Account), TIAA-CREF Equity Index Fund, TIAA-CREF Growth & Income Fund, TIAA-CREF Large-Cap Growth Fund, TIAA-CREF Large-Cap Growth Index Fund, TIAA-CREF Life Growth & Income Fund, TIAA-CREF Life Growth Equity Fund, TIAA-CREF Life Stock Index Fund, TIAA-CREF Mid-Cap Growth Fund, TIAA-CREF S&P 500 Index Fund, CREF Equity Index		
Resolution	Who Brought It	Management's Recommendation	Nuveen's Vote
Annual Vote and Report on Climate Change	Shareholder	Against	Against

Pilgrim's Pride (April 2021)			
<i>No proxy vote rationale was given.</i>			
Funds that held this meeting include:	CREF Growth, CREF Stock, TC Quant Small/Mid-Cap Equity Fund, TIAA Separate Account VA-1 (TIAA Stock Index Account), TIAA-CREF Equity Index Fund, TIAA-CREF Large-Cap Growth Index Fund, TIAA-CREF Large-Cap Value Index Fund, TIAA-CREF Life Stock Index Fund, CREF Equity Index		
Resolution	Who Brought It	Management's Recommendation	Nuveen's Vote
Report on Reduction of Water Pollution	Shareholder	Against	For
Report on Integrating ESG Metrics into Executive Compensation Program	Shareholder	Against	Against

Nuveen also has voted in the following energy companies, but there have been no climate-related resolutions in the past two years:

Adani, Xcel, American Electric, Kinder Morgan, Oneok, Marathon, Gazprom, Rosneft Oil, Lukoil, Formosa, Pioneer, Advantage Oil and Gas, Cabot Oil and Gas, China Oilfield Services, Contango Oil and Gas, Fuji Oil, Gulf, Hankook Shell Oil, Liberty Oilfields, Magnolia Oil and Gas, MOL Hungarian, Murphy Oil, NexTier, Northern Oil and Gas, Oil and Gas Development, Oil Refineries, Oil Search, Pakistan State Oil, Paz Oil, S-Oil, San-Ai Oil, Tourmaline, Tullow, 3R Petroleum, Aldrees Petroleum, Bharat Petroleum, Callon Petroleum, Empire Petroleum, Goodrich Petroleum, Gulf Keystone, Hellenic, Hindustan Petroleum, Japan Petroleum Exploration, Laredo, Naphtha, Oasis Petroleum, Star Petroleum, Whiting Petroleum, China Coal Energy, Williams Companies, TC Energy, ENN Natural Gas, Gujarat Gas, Italgas, Koatsu Gas, Korea Gas, Mitsubishi Gas Chemical, National Fuel Gas, Nippon Gas, ONE Gas, Osaka Gas, Shizuoka Gas, SK Gas, Southwest Gas, Transportadora de Gas del Sur, EOG Resources, American Electric Power

APPENDIX 3: Broken Links in TIAA/Nuveen's Reporting

Broken links in Nuveen's RI Transparency report to explanations and guidelines on ESG issues:

- Detailed explanation of ESG incorporation strategy used:
<https://documents.nuveen.com/Documents/Nuveen/Unavailable.aspx?fileId=-1&fileStatus=0&slr=1&re=3&uniqueId=ee1bea30-32b5-4ea4-82d4-8cd91d6ae7d4>
- Investment objectives that take ESG factors/real economy influence into account:
<https://documents.nuveen.com/Documents/Nuveen/Default.aspx?uniqueId=537CAFD8-4006-4C72-BFFC-CDCFF3E32A97>
- Climate change:
<https://documents.nuveen.com/Documents/Nuveen/Default.aspx?uniqueId=537CAFD8-4006-4C72-BFFC-CDCFF3E32A97>
- Formalized guidelines on environmental factors:
<https://documents.nuveen.com/Documents/Nuveen/Default.aspx?uniqueId=537CAFD8-4006-4C72-BFFC-CDCFF3E32A97>
- Formalized guidelines on social factors:
<https://documents.nuveen.com/Documents/Nuveen/Default.aspx?uniqueId=537CAFD8-4006-4C72-BFFC-CDCFF3E32A97>
- Formalized guidelines on corporate governance factors:
<https://documents.nuveen.com/Documents/Nuveen/Default.aspx?uniqueId=537CAFD8-4006-4C72-BFFC-CDCFF3E32A97>
- Fiduciary (or equivalent) duties:
<https://documents.nuveen.com/Documents/Nuveen/Default.aspx?uniqueId=537CAFD8-4006-4C72-BFFC-CDCFF3E32A97>
- Asset-class specific RI guidelines:
<https://documents.nuveen.com/Documents/Nuveen/Default.aspx?uniqueId=537CAFD8-4006-4C72-BFFC-CDCFF3E32A97>
- Screening/exclusions policy:
<https://documents.nuveen.com/Documents/Nuveen/Default.aspx?uniqueId=537CAFD8-4006-4C72-BFFC-CDCFF3E32A97>
- Understanding and incorporating client/beneficiary sustainability preferences:
<https://documents.nuveen.com/Documents/Nuveen/Default.aspx?uniqueId=537CAFD8-4006-4C72-BFFC-CDCFF3E32A97>
- Disclosure to the public:
<https://documents.nuveen.com/Documents/Nuveen/Unavailable.aspx?fileId=-1&fileStatus=0&slr=1&re=3&uniqueId=7A5CF108-3340-4F0A-984B-1DE6024B174A>
- Detailed explanation of RI incorporation strategy used:
https://www.nuveen.com/global/errors/404?item=%2fhome%2fdocuments%2fdefault&user=ext_ranet%5cAnonymous&site=website

APPENDIX 4: Detailed TIAA/Nuveen Bond Holdings in UCD/GreenWatch Research

TIAA/Nuveen Top Ownership in Global Coal Exit List (GCEL): Bonds*

Rank	Bond ISIN	Issuer Name	Issuer Ultimate Parent	Amount Issued (in million USD)	Issue Date	Maturity	Maturity Type	Any Green Indicator**	Amount Held (in million USD)
1	BlankISIN6	AES Southland Energy LLC	AES Corp/The	-	Feb-19	Feb-40	AT MATURITY	N	123
2	US290876AD37	Emera Inc	Emera Inc	1200	Jun-16	Jun-76	CALLABLE	N	110
3	US268317AS33	Electricite de France SA	French Republic	1250	Jan-16	Jan-26	CALLABLE	Y	99
4	US837004CB48	Dominion Energy South Carolina Inc	Dominion Energy Inc	535	Jan-08	Jan-38	AT MATURITY	N	91
5	US341081FB85	Florida Power & Light Co	NextEra Energy Inc	500	Mar-09	Apr-39	AT MATURITY	N	90
6	US349553AM97	Fortis Inc/Canada	Fortis Inc/Canada	1499	Jun-17	Oct-26	CALLABLE	N	89
7	BlankISIN13	Basin Electric Power Cooperative	Basin Electric Power Cooperative	-	Jun-19	Jun-44	AT MATURITY	N	85
8	US744448CG45	Public Service Co of Colorado	Xcel Energy Inc	500	Sep-12	Sep-42	CALLABLE	N	75
9	US001192AK93	Southern Co Gas Capital Corp	Southern Co/The	500	May-13	Jun-43	CALLABLE	N	71

10	US1518 9TAS69	CenterPoint Energy Inc	CenterPoint Energy Inc	800	Aug-18	NA	PERP/CAL L	N	71
11	US3782 72AF53	Glencore Funding LLC	Glencore PLC	1500	May-1 3	May-23	AT MATURITY	N	69
12	US8454 37BT80	Southwestern Electric Power Co	American Electric Power Co Inc	650	Mar-21	Jan-51	CALLABLE	Y	69
13	US6533 9KBR05	NextEra Energy Capital Holdings Inc	NextEra Energy Inc	2000	May-2 0	Jun-30	CALLABLE	N	66
14	US0010 8WAM 29	AEP Texas Inc	American Electric Power Co Inc	600	Jan-20	Jan-30	CALLABLE	N	65
15	US2927 8GAP3 7	Enel Finance International NV	Enel SpA	1000	Jul-21	Jul-31	CALLABLE	Y	63
16	US4780 45AA52	John Sevier Combined Cycle Generation LLC	United States of America	900	Jan-12	Jan-42	SINKABLE	N	63
17	US8457 43BU6 0	Southwestern Public Service Co	Xcel Energy Inc	600	May-2 0	May-50	CALLABLE	Y	62
18	US2683 17AK07	Electricite de France SA	French Republic	1000	Oct-15	Oct-45	AT MATURITY	N	61
19	US0846 64CV10	Berkshire Hathaway Finance Corp	Berkshire Hathaway Inc	1750	Oct-20	Oct-50	CALLABLE	N	58
20	US1518 9XAM0 2	CenterPoint Energy Houston Electric LLC	CenterPoint Energy Inc	500	Aug-12	Aug-42	CALLABLE	N	56

21	US6657 72CJ60	Northern States Power Co/MN	Xcel Energy Inc	500	Aug-12	Aug-42	CALLABLE	N	56
22	US7156 8PAB58	Perusahaan Perseroan Persero PT Perusahaan Listrik Negara	Republic of Indonesia	1000	Dec-13	Dec-43	AT MATURITY	N	55
23	US8551 1XAC48	Star Energy Geothermal Wayang Windu Ltd	Magna Resources Corp Pte Ltd	580	Dec-19	Dec-34	CALL/SINK	Y	55
24	US2927 8GAQ1 0	Enel Finance International NV	Enel SpA	750	Jul-21	Jul-41	CALLABLE	Y	55
25	US2333 8VAE65	DTE Electric Co	DTE Energy Co	500	Mar-15	Mar-45	CALLABLE	N	55
26	IL00600 02446	Israel Electric Corp Ltd	State of Israel	1000	Feb-18	Aug-28	AT MATURITY	N	54






*The Table shows the top 26 bonds within the GCEL list, which TIAA holds the most of.

**Any of the {Green Instrument, Sustainability Linked, Sustainability Bond} indicators.

Source: Hoepner, A., McQuade, M. and Schneider, F., 2022: "Toxic Bond List". GreenWatch Working paper, University College Dublin (UCD).

APPENDIX 5: Fossil Free Funds - TIAA/Nuveen “Sustainability” Funds

Fund Name	Fossil Fuels	Sustainability Mandate	Carbon Footprint	Fossil Finance	Fossil Insurance	Clean200	Net Assets	Category
Nuveen Global Net Zero Transition ETF (NTZG)	F 15%		217.73	C	C	15%	\$5.18M	Global Large-Stock Blend - International Equity Funds
Nuveen ESG Mid-Cap Value ETF (NUMV)	D 8.68%		136.13	A	D	12%	\$320.51 M	Mid-Cap Value - U.S. Equity Fund
TIAA-CREF Social Choice Intl Eq Instl (TSONX)	D 8.67%		181.98	C	D	10%	\$1.09B	Foreign Large Blend - International Equity Funds
TIAA-CREF Social Choice Intl Eq Retire (TSOEX)	D 8.67%		181.98	C	D	10%	\$1.09B	Foreign Large Blend - International Equity Funds
TIAA-CREF Social Choice Intl Eq Retail (TSORX)	D 8.67%		181.98	C	D	10%	\$1.09B	Foreign Large Blend - International Equity Funds
TIAA-CREF Social Choice Intl Eq Advisor (TSOHX)	D 8.67%		181.98	C	D	10%	\$1.09B	Foreign Large Blend - International Equity Funds
TIAA-CREF Social Choice Intl Eq Prmr (TSOPX)	D 8.67%		181.98	C	D	10%	\$1.09B	Foreign Large Blend - International Equity Funds
Nuveen ESG Large-Cap Value ETF (NULV)	D 8.37%		64.2	F	D	16%	\$1.61B	Large Value - U.S. Equity Fund

TIAA-CREF Social Choice Eq Instl (TISCX)	D 7.65 %		90.55	C	C	15%	\$6.05B	Large Blend - U.S. Equity Fund
TIAA-CREF Social Choice Eq Retire (TRSCX)	D 7.65 %		90.55	C	C	15%	\$6.05B	Large Blend - U.S. Equity Fund
TIAA-CREF Social Choice Eq Retail (TICRX)	D 7.65 %		90.55	C	C	15%	\$6.05B	Large Blend - U.S. Equity Fund
TIAA-CREF Social Choice Eq Premier (TRPSX)	D 7.65 %		90.55	C	C	15%	\$6.05B	Large Blend - U.S. Equity Fund
TIAA-CREF Social Choice Eq Advisor (TICHX)	D 7.65 %		90.55	C	C	15%	\$6.05B	Large Blend - U.S. Equity Fund
Nuveen ESG Dividend ETF (NUDV)	D 6.77 %		69.14	F	B	11%	\$7.06M	Large Value - U.S. Equity Fund
Nuveen ESG Emerging Markets Equity ETF (NUEM)	D 6.12 %		186.78	C	C	11%	\$188.98 M	Diversified Emerging Mkts - International Equity Funds
Nuveen ESG Large-Cap ETF (NULC)	D 6.08 %		42.14	F	D	20%	\$24.78M	Large Blend - U.S. Equity Fund
TIAA-CREF Social Choice LwCrbn Eq Retire (TEWCX)	C 5.38 %		59.18	C	C	16%	\$1.01B	Large Blend - U.S. Equity Fund
TIAA-CREF Social Choice LwCrbn Eq Instl (TNWCX)	C 5.38 %		59.18	C	C	16%	\$1.01B	Large Blend - U.S. Equity Fund

TIAA-CREF Social Choice LwCrbn Eq Retl (TLWCX)	C 5.38 %		59.18	C	C	16%	\$1.01B	Large Blend - U.S. Equity Fund
TIAA-CREF Social Choice LwCrbn Eq Adv (TCCHX)	C 5.38 %		59.18	C	C	16%	\$1.01B	Large Blend - U.S. Equity Fund
TIAA-CREF Social Choice LwCrbn Eq Prmr (TPWCX)	C 5.38 %		59.18	C	C	16%	\$1.01B	Large Blend - U.S. Equity Fund
Nuveen ESG Small-Cap ETF (NUSC)	C 4.93 %		126.3	A	A	3.01%	\$915.84 M	Small Blend - U.S. Equity Fund
Nuveen ESG Intl Dev Mkts Eq ETF (NUDM)	C 3.85 %		72.91	C	F	12%	\$269.87 M	Foreign Large Blend - International Equity Funds
Nuveen ESG Mid-Cap Growth ETF (NUMG)	B 1.33 %		64.57	A	A	4.92%	\$333.99 M	Mid-Cap Growth - U.S. Equity Fund
Nuveen Winslow Large-Cap Growth ESG I (NVLIX)	B 0%		21.94	B	A	19%	\$691.43 M	Large Growth - U.S. Equity Fund
Nuveen Winslow Large-Cap Growth ESG A (NWCAX)	B 0%		21.94	B	A	19%	\$691.43 M	Large Growth - U.S. Equity Fund
Nuveen Winslow Large-Cap Growth ESG R6 (NWCFX)	B 0%		21.94	B	A	19%	\$691.43 M	Large Growth - U.S. Equity Fund

Nuveen Winslow Large-Cap Growth ESG C (NWCCX)	B 0%		21.94	B	A	19%	\$691.43 M	Large Growth - U.S. Equity Fund
Nuveen Winslow Large-Cap Growth ESG ETF (NWLG)	B 0%		21.92	B	A	19%	\$5.02M	Large Growth - U.S. Equity Fund
Nuveen ESG Large-Cap Growth ETF (NULG)	A 0%		7.9	A	A	17%	\$813.35 M	Large Growth - U.S. Equity Fund

Signatories

The complaint is filed by the following 302 signatories. Of these, 299 are confirmed TIAA participants, two are likely TIAA clients (*), one is a frontline activist fighting TIAA landgrabs in Brazil (**)

1. Bill McKibben, Schumann Distinguished Scholar, Middlebury College
2. Judith Butler, Distinguished Professor in the Graduate School, Univ of California at Berkeley
3. *Noam Chomsky, Professor, University of Arizona
4. Robert Warren Howarth, David R. Atkinson Professor of Ecology & Environmental Biology, Cornell University
5. Michael Mann, Distinguished Professor of Atmospheric Science and Director of Earth System Science Center, Penn State University
6. Nathan Glen Phillips, Professor, Department of Earth and Environment, Boston University
7. *Amitav Ghosh, writer
8. Rob Nixon, Barron Family Professor of Environment and Humanities, Princeton University
9. Rachel Bezner Kerr, Professor, Cornell University
10. M. Jahi Chappell, WK Kellogg Foundation Endowed Chair and Professor, Community Sustainability, Michigan State University
11. Ruth Wilson Gilmore, Professor and Director, Center for Place, Culture, and Politics, CUNY
12. **Maria Luisa Mendonça, Co-Director, Brazilian Network for Social Justice and Human Rights
13. Edward Hall, Norman E. Vuilleumier Professor of Philosophy, Harvard University
14. Melissa Lane, Class of 1943 Professor of Politics, Princeton University
15. Paul Keoki Saint-Amour, Walter H. and Leonore C. Annenberg Professor in the Humanities, University of Pennsylvania
16. Martin Puchner, Byron and Anita Wien Professor of Drama and of English and Comparative Literature, Harvard University
17. Yael Niv, Professor of Psychology and Neuroscience, Princeton University
18. Jonathan Kramnick, Maynard Mack Professor of English, Yale University
19. Jonathan Culler, Class of 1916 Professor of English and Comparative Literature, Emeritus, Cornell University
20. Blakey Vermeule, Albert Guérard Professor of Literature, Stanford University
21. Dipesh Chakrabarty, Professor , The University of Chicago
22. Akeel Bilgrami, Sidney Morgenbesser Professor of Philosophy, Columbia University
23. Christopher Kennedy, William H. Colvin Professor of Linguistics, University of Chicago
24. Helena Maria Viramontes, Distinguished Professor of Arts and Science in English, Cornell University
25. Susan Sugarman, Professor of Psychology, Princeton University

26. Sheldon Pollock, Arvind Raghunathan Professor Emeritus of South Asian Studies, Columbia University
27. Karen Emmerich, Associate Professor of Comparative Literature, Princeton University
28. Eric Hayot, Distinguished Professor of Comparative Literature and Asian Studies, Penn State
29. Pedro Meira Monteiro, Arthur W. Marks '19 Professor of Spanish and Portuguese, Princeton University
30. Irene Small, Assoc. Professor, Princeton University
31. Susan Stewart, Avalon Foundation University Professor in the Humanities, Princeton University
32. Samuel Moyn, Chancellor Kent Professor of Law and History, Yale University
33. Pouné Saberi, Occupational and Environmental Medicine Physician, formerly of Hospital of University of Pennsylvania
34. Ruha Benjamin, Professor of African American Studies, Princeton University
35. Bret Gustafson, Professor of Anthropology, Washington University in St Louis
36. Kenneth Hammond, Staff Research Physicist, Princeton Plasma Physics Laboratory
37. Haun Saussy, University Professor, University of Chicago
38. Anthony Grafton, Professor of History, Princeton University
39. Jordan Alexander Stein, Professor of English and Comparative Literature, Fordham University
40. Elizabeth Freeman, Professor of English , University of California, Davis
41. Priya Joshi, Professor, English, Temple University
42. Nathaniel Farrell, Lecturer, Washington University in St. Louis
43. Sidney Chalhoub, Professor of History and of African and African American Studies, Harvard University
44. Molly Anderson, William R. Kenan Jr. Professor of Food Studies, Middlebury College
45. David Warren, Lecturer , Washington University in St. Louis
46. Shefali Chandra, Associate Professor, Washington University in St. Louis
47. Mark Beissinger, Professor, Princeton University
48. Elliott Lieb, Professor emeritus, Princeton University
49. Barbara N. Nagel, Associate Professor of German , Princeton University
50. Nicole Legnani, Assistant Professor in Spanish and Portuguese, Princeton University
51. Susana Draper, Associate Professor, Princeton
52. Jacqueline Goodman, Professor Emeritus of Sociology , State University of New York, Potsdam College
53. Amanda Claybaugh, Zemurray Stone Radcliffe Professor of English, Harvard University
54. Siobhan Senier, Professor and Chair, Women's and Gender Studies, University of New Hampshire
55. Denis Hirschfeldt, Professor of Mathematics, University of Chicago
56. Timothy Mitchell, Professor, Columbia University

57. Heather Berg, Assistant Professor of Women, Gender, and Sexuality Studies, Washington University
58. Samantha Christiansen , Associate Professor of History, University of Colorado
59. Ulug Kuzuoglu, Assistant Professor, Washington University in St. Louis
60. Zahid Chaudhary, Associate Professor, Princeton University
61. Judith Weisenfeld, Professor of Religion, Princeton University
62. M Jennifer Chandler, Director of Operations, Elders Climate Action
63. Elaine Hadley, Professor English Language and Literature, University of Chicago
64. Peter Levine, Professor, Tufts University
65. Meredith Martin, Associate Professor, Department of English, Princeton University
66. Bruce Robbins, Old Dominion Foundation Professor in the Humanities, Columbia University
67. Joseph McLaughlin, Associate Professor, English, President, OU-AAUP, Ohio University
68. Juliet Shields, Professor of English, University of Washington
69. Craig J. Saper, Professor and Director of Language, Literacy, and Culture Doctoral Program, University of Maryland-Baltimore County
70. Deanna Kreisel, Associate Professor of English, University of Mississippi
71. Allen MacDuffie, Associate Professor, English Department, University of Texas at Austin
72. Jennifer Hill, Associate Professor of English, University of Nevada, Reno
73. Marianne Krasny, Professor, Department of Natural Resources and the Environment, Cornell University
74. Caroline Levine, David and Kathleen Ryan Professor of the Humanities, Cornell University
75. Cristin Ellis, Associate Professor of English, University of Mississippi
76. Nancy Jacobson, Retired faculty, Ithaca College
77. Eve Aschheim, former Lecturer in Art, Princeton University
78. Jessie Reeder, Associate Professor of English, Binghamton University
79. Naomi Greyser, Associate Professor of American Studies, English and Gender, Women's & Sexuality Studies, University of Iowa
80. Meena Rani Khandelwal, Associate Professor of GWSS and Anthropology, University of Iowa
81. Richard Menke, Professor of English, University of Georgia
82. Rena Lederman, Professor of Anthropology, Princeton University
83. Tyler Bradway, Associate Professor of English, SUNY Cortland
84. Yali Amit, Professor, University of Chicago
85. Charles Bazerman, Distinguished Professor Emeritus, Education Department, University of California Santa Barbara
86. David Ludden, Professor of History NYU, Emeritus Professor of History, University of Pennsylvania, NYU
87. Katarzyna Bartoszynska, Assistant Professor, Literatures in English and Women's, Gender, and Sexuality Studies, Ithaca College

88. Coran Klaver, Associate Professor and Chair, Department of English, Syracuse University
89. Leslie Wharton, Retired
90. Daniel A. Segal, The Jean M. Pitzer Professor of Anthropology and the Professor of History, Pitzer College
91. Elisha Cohn, Associate Professor, Cornell University
92. Rachel Ablow, Professor, University at Buffalo, SUNY
93. Jennifer Spitzer, Associate Professor of Literatures in English, Ithaca College
94. Alberto Bruzos Moro, University Lecturer / Director Spanish Language Program, Princeton University
95. Neal Patwari, Professor, Independent
96. Gloria & David Mog, Teacher, Sidwell Friends School
97. Rachel Price, Associate Professor, Princeton University
98. Paul Lachapelle, Professor, Department of Political Science, Montana State University
99. Anne Berg, Assistant Professor of History, University of Pennsylvania
100. Gage McWeeny, Professor of English, Williams College
101. Ranjodh Singh Dhaliwal, Ruth and Paul Idzik Collegiate Chair of Digital Scholarship; Assistant Professor of English and Film, Television, and Theatre, University of Notre Dame
102. Justin Steinberg, Professor of Philosophy, CUNY Graduate Center and Brooklyn College
103. Sara Warner, Director, LGBT Studies, Cornell University
104. Scott Peters, Professor, Cornell University
105. Hector M. Hoyos, Professor and Director, Iberian and Latin American Cultures Professor,, Stanford University
106. David Palumbo-Liu, Louise Hewlett Nixon Professor, Stanford University
107. Beulah Levine, retired teacher, Syracuse University
108. Tanya Agathocleous, Professor, Hunter College and the Graduate Center, CUNY
109. Brian Obach, Professor of Sociology, SUNY New Paltz
110. Laura Morcone, Director of Technology, SUNY New Paltz
111. Miles Wilklow-Marnell, Assistant Professor of Chemistry, SUNY New Paltz
112. Daniel Lipson , Associate Professor, SUNY New Paltz
113. Madeline Veitch, Associate Librarian, SUNY New Paltz
114. Amy M. King, Professor of English and Director of Graduate Studies, St. John's University
115. Melissa Yang Rock, Associate Professor, SUNY New Paltz
116. Swati Birla, Lecturer, Department of Sociology, SUNY- New Paltz
117. Chris Whitaker, Advisor, SUNY New Paltz
118. Allen Meyer, Doctor, private practice
119. Nancy Schniedewind, Professor Emerita, SUNY New Paltz
120. Gregory Bynum, Associate Professor, SUNY New Paltz
121. Stephen Pampinella, Associate Professor, SUNY New Paltz

122. Lynn Tomlinson, Associate Professor, Electronic Media and Film, Towson University
123. Anne Balant Campbell, Associate Professor, SUNY New Paltz
124. Jill Galvan, Associate Professor, Ohio State
125. Talia Schaffer, Professor of English, Graduate Center, CUNY and Queens College, CUNY
126. Jessica Fisher, Associate Professor of English, Williams College
127. Elizabeth Brotherton, Professor Emerita, SUNY New Paltz
128. Douglas Hertzler, Senior Policy Analyst, ActionAid USA
129. Heather Williams, Professor of Politics, Pomona College
130. Nancy Neiman, Professor of Politics, Scripps College
131. Dominic Boyer, Professor of Anthropology, Rice University
132. Kenneth Pomeranz, University Professor in History, East Asian Languages and Civilizations, and the College, University of Chicago
133. Will Barndt, Associate Professor of Political Studies, Pitzer College
134. Andrew Ross, Professor of Social and Cultural Analysis, NYU, NYU
135. Nicholas Dirks, Professor of History in the Graduate School, University of California, Berkeley
136. Aviva Orenstein, Karen Lake Buttrey and Donald W. Buttrey Professor of Law, Indiana University
137. Cynthia Franklin, Professor of English, Univ. of Hawai'i
138. James Engell, Professor of English, Harvard University
139. Joyce Chaplin, James Duncan Phillips Professor of Early American History, Harvard University
140. Susan Phillips, Director Robert Redford Conservancy, Pitzer College
141. Benjamin Kahan, Robert Penn Warren Professor of English and Women's, Gender, and Sexuality Studies, Louisiana State University
142. Megan Ferguson, Associate Professor, SUNY New Paltz
143. Angela L Miller, Professor of Art History and Archeology, Washington University
144. Nancy Romer, Professor Emerita, Brooklyn College, CUNY
145. Barbara Winslow, Emerita Professor Brooklyn College CUNY, Brooklyn College
146. Eileen Moran, Retiree, PSC-CUNY
147. Dr. Carol Montgomery, Professor Emerita, LaGuardia Community College, City University of New York
148. Rachel Youens, Assistant Adjunct Professor, The New School
149. Joyce Solomon Moorman, Professor Emerita, Borough of Manhattan Community College
150. Tina Wasserman, Senior Lecturer, Tufts University
151. Mary Sawyer, Emeritus Professor, Dept Teaching & Learning, State Univ of New York (SUNY) at New Paltz
152. Mark Goldberg, Associate Professor Emeritus, Hunter College - CUNY
153. Lizette Colón, Lecturer /Counselor, Hostos CC/CUNY
154. Adam Koranyi, distinguished professor, retired, Lehman College of CUNY

155. Fazia Aitel, Associate Professor, Claremont McKenna College
156. Anthony Gronowicz, Adjunct Full Professor History and Political Science CUNY, Borough of
Manhattan Community College
157. Jedediah Brodie, Craighead Chair of Conservation, University of Montana
158. Kathleen Dowley, Associate Professor and Chair Political Science, SUNY New Paltz
159. Kate McCullough, Associate Professor of English and FGSS, Cornell University
160. Pauline Turner Strong, Professor of Anthropology, University of Texas at Austin
161. Kristine Newhall, Associate Professor, SUNY Cortland
162. Amanda Lagji, Assistant Professor of English and World Literature, Pitzer College
163. Juliana Hu Pegues, Associate Professor of Literatures in English, Cornell University
164. Virginia Casper Ph.D, Graduate Faculty Emerita, Bank Street College of Education
165. Rachel Greenwald Smith, Professor of English, Saint Louis University
166. Jenny Mann, Associate Professor of English and the Gallatin School, NYU
167. Barbara W Bandom, MD, Retired Professor of Anesthesiology, University of Pittsburgh
Medical Center
168. Pamela Gilbert, Albert Brick Professor of English, University of Florida
169. Nick Admussen, Associate Professor of Chinese Literature and Culture, Cornell University
170. Rachel Theilheimer, Professor Emerita, Borough of Manhattan Community College/CUNY
171. Nancy Carla Poole, Executive Director, Atwater Park Center
172. Dr. Faith Lamb-Parker, Retired professor, Mailman School of Public Health, Columbia
University
173. Ralph Ghoche, Assistant Professor, Barnard College
174. Adrien Horton, National Student Organizing Manager, University of Colorado Boulder
175. Molly Ornati, Outreach coordinator, TIAA-Divest
176. Nancy Martin, retired teacher, Montessori Center
177. Karen Weiss, Graduate Faculty, Bank Street College of Education
178. Janet Mroczek, Associate Professor, Retired, Chicago City Colleges
179. Anne DeVries, AST employee , University of Nebraska at Linclon.
180. Robin D. G. Kelley, Distinguished Professor and the Gary B Nash Endowed Chair in US History,
UCLA
181. Janet Pelley, Science writer, retired, self-employed
182. David L Freedman, Professor, Clemson University
183. Nancy Gropper, retired faculty, Bank Street Graduate School of Education
184. Irisita Azary, Ph. D, retired professor, California State University, Long Beach
185. Michele Dominy, Profesor of Anthropology & Research Profesor , Bard College
186. Elizabeth Poreba, retired teacher, NA
187. Eva-Maria Swidler, Faculty, Curtis Institute of Music
188. Marjorie Brickley, Faculty/Advisor, Bank Street College of Education

189. Andrea Frank, Associate Professor, SUNY New Paltz
190. Marian Howard, Professor, Bank Street College
191. Michael Dine, Retired Professor of Physics, University of California at Santa Cruz
192. Luisa Costa, Retired Faculty, Bank Street College of Education
193. Kim Cohen, Employee Relations, SUNY New Paltz
194. Eric Godoy, Assistant Prof of Philosophy, Illinois State University
195. Dawn McCaw, Senior Career Specialist, State University of New York at New Paltz
196. Robert Schultz, Retired professor of Environmental Ethics, a Quaker, University of Washington, Bothell
197. Jonathan Silin, Retired Faculty, Bank Street College of Education
198. Tammy Gray, Travel Coordinator, SUNY New Paltz
199. Valerie McAllister, Academic Program Specialist, SUNY New Paltz
200. Leonard Swidler, Professor of Theology, Temple University
201. Heather Davis, Assistant Professor of Culture and Media, The New School
202. Nelly Tournaki, Professor, CUNY
203. Alison Mears, Associate Professor of Architecture , The New School
204. Luam Melake, Senior Researcher, The New School, Parsons School of Design
205. Matthew Friday, Professor, SUNY New Paltz
206. Allison Franzese, Associate Professor, Hostos Community College
207. David McDermott Hughes, Professor, Rutgers University
208. Lynn Voskuil , Associate Professor, University of Houston
209. Toby R. Benis, Professor and Department Chair, English, Saint Louis University
210. Travis Rector, Professor, University of Alaska Anchorage
211. Catherine Murphy, Staff and Faculty, The New School
212. Marion Phyllis Cunningham, Retired, CUNY
213. Elizabeth Grob, retired educator, Bank Street College
214. Benjamin Gompertz, Assistant Professor, University of Birmingham, UK
215. Lorraine Cohen, Professor of Sociology -Retired, LaGuardia Community College
216. Dr. Jake Turner, Research Associate, Cornell University
217. Molly Wallace, Adjunct Assistant Professor, Conflict Resolution, Portland State University
218. Lisa Phillips, Associate Professor, Digital Media and Journalism, SUNY New Paltz
219. Paul Lynch, Georgia K. Johnston Professor of English, Saint Louis University
220. Joshua Walawender, Staff Astronomer, W. M. Keck Observatory
221. David Paradis, Sr. Instructor, University of Colorado
222. Anna Berg, CUNY
223. Ruth Evans, Dorothy McBride Orthwein Professor of English, Saint Louis University
224. Emily Yeh, Professor, University of Colorado Boulder
225. Diana Selig, Associate Professor of History, Claremont McKenna College

226. Callie Clontz, graduate student, University of Utah
227. Susan Van Dolsen, None
228. Mary Mullen, Associate Professor, Villanova
229. Phaedra C. Pezzullo, Associate Professor, University of Colorado Boulder
230. Emily Steinlight, Associate Professor of English, University of Pennsylvania
231. Phyllis Weliver, Professor of English, Saint Louis University
232. Brooke Holmes, Susan Dod Brown Professor of Classics, Princeton University
233. Donna M. Goldstein, Professor of Anthropology, University of Colorado Boulder
234. Mary Holland, Professor of English, SUNY New Paltz
235. Wendy Fleischer, Consultant, Consultant
236. Laura A. Harris, Professor of Africana Studies and Chair of the Intercollegiate Department of Africana Studies, Pitzer College
237. Ted Powers, Associate Professor, University of Iowa
238. Laura R. Graham, Professor of Anthropology; President-elect, Society for the Anthropology of Lowland S. America, University of Iowa
239. Jennifer Ruth, Professor, Portland State University
240. Cori McKenzie, Assistant Professor, Adolescence English Education, SUNY Cortland
241. Adam Mastropaolo, Instructional Support Technician, SUNY New Paltz
242. Jan Clausen, Writer and Writing Teacher, New York University
243. Anne Heaney, Retiree, Bank Street Collage
244. Bassam Frangieh, Professor of Arabic, Claremont McKenna College
245. Matt Lessig, Professor, SUNY Cortland
246. Joseph Nevins, Professor of Geography, Vassar College
247. Henry Reichman, Professor Emeritus of History, California State University, East Bay
248. Craig Slatin, Professor Emeritus, University of Massachusetts Lowell
249. Emily Fridlund, Assistant Professor, Department of Literatures in English, Cornell University
250. Joe Bryan, Associate Professor, Geography, University of Colorado, Boulder
251. Colleen Reid, Assistant Professor, University of Colorado Boulder
252. Maura McLaughlin, Professor, West Virginia University
253. Miguel Carter, Director , DEMOS - Centro para la Democracia, la Creatividad y la Inclusión Social
254. Thomas Angotti, Professor Emeritus, Hunter College, CUNY
255. Mary Taylor, Assistant Director, City University of New York
256. Marc Edelman, Professor of Anthropology, Hunter College and the Graduate Center, City University of New York
257. Lee Kennedy-Shaffer, Assistant Professor, Mathematics and Statistics, Vassar College
258. Elizabeth Henderson, farmer/writer, Peacework CSA
259. Rachel Youens, Assistant Adjunct Professor, Parsons School of Design, The New School

260. Lisa Sternlieb, Associate Professor, Penn State University
261. Ujju Aggarwal, Assistant Professor, The New School
262. Linda Farthing, Independent scholar, Independent
263. Lynne Einbender, Faculty, Bank Street Colly
264. Carol Montgomery , Professor Emerita, LaGuardia Community College
265. Farhana Sultana, Professor, Syracuse University
266. Ujju Aggarwal, Assistant Professor, The New School
267. Sigmund Shen, Professor of English, LaGuardia Community College / CUNY
268. Kiyoko Heineken, Bibliographer, Princeton University
269. Wendy Wolford, Polson Professor of Global Development, Cornell University
270. Heather Ferguson, Associate Professor of History, Claremont McKenna College
271. Philip McMichael, emeritus professor, Cornell University
272. Tad Mutersbaugh, Professor, University of Kentucky
273. Ian Bourg, Associate Professor, Princeton University
274. Buz Barstow, Assistant Professor, Biological and Environmental Engineering, Cornell
University
275. Soyoung Park, Program Director, Bank Street College of Education
276. Mary Stevens, Lecturer, Coordinator, SUNY New Paltz
277. Anne C Bellows, Professor Dr., Syracuse University
278. Jon Sutter, Independant Artist, none
279. Corey K. Creekmur, Associate Professor, University of Iowa
280. Teresa Mangum, Professor, University of Iowa
281. Alessandro Angelini, Assistant Professor of Anthropology, Johns Hopkins University
282. Rebecca Tarlau, Associate Professor of Education, Pennsylvania State University
283. Naveeda Khan, Associate Professor, Johns Hopkins University
284. Colby Harvish, Residence Life Assignments Coordinator, SUNY New Paltz
285. Danica Savonick, Assistant Professor, SUNY Cortland
286. Prasannan Parthasarathi, Professor of South Asian History, Boston College
287. Ling Zhang, Associate Professor of History, Boston College
288. Maria de los Angeles Picone, Assistant Professor of History, Boston College
289. Marina McCoy, Professor of Philosophy, Boston College
290. Rhonda Frederick, Associate Professor, English and African & African Diaspora Studies,
Boston College
291. Marilyn S Johnson, Professor of History, Boston College
292. Virginia Reinburg, Professor of History, Boston College
293. Juliet Schor, Professor of Sociology , Boston College
294. Charles Derber, Professor, Boston College
295. Robin Fleming, Professor, Boston College

296. Eric Weiskott, Professor of English, Boston College
297. Leonel Lima Ponce, Acting Academic Director, MS in Sustainable Environmental Systems /
Visiting Assistant Professor, Pratt Institute
298. M. Brinton Lykes, Professor, Psychology; Co-director, Center for Human Rights &
International Justice, Boston College
299. Hilary Palevsky, Assistant Professor of Earth and Environmental Sciences, Boston College
300. Lynne Anderson, Director, English Language Learning, Boston College
301. Emrah Altindis, Assistant Professor, Boston College
302. Minna Immerman, Emeritus Faculty, Bank Street College of Education