

## **DENVER EMPLOYEES RETIREMENT PLAN**

### **Minutes of the Retirement Board Friday, February 22, 2008 - Meeting #644**

The 644<sup>th</sup> meeting of the Board of the Denver Employees Retirement Plan was held in the conference room of the Retirement Plan located at 777 Pearl Street, Denver, Colorado, on Friday, February 22, 2008. Board Members present: Ms. Cheryl Cohen-Vader, Mr. Bonney Lopez, Mr. Tom Migaki, and Mr. Robert Strenski. Board Member absent: Mr. Irving Hook. Advisory Committee Members present: Mr. Mike Aleksick, Dr. Adeniyi Kelani, and Ms. Erma Zamora. Others present: Mr. Steven Hutt, Executive Director, Ms. Roni Kirchhevel, Assistant Director, Ms. Fran Augenblick, Assistant Director, Ms. Janney Sims, Chief Investment Officer, Mr. Randy Baum, Incoming Chief Investment Officer, Ms. Stephanie Starns, Investment Analyst/Asst. Portfolio Manager, Mr. Mike Clark, Accounting Manager, Mr. Rich Harris, Finance and Compliance Officer, and Ms. Vicki Halliday, General Counsel.

1. The minutes of meeting #643 were approved by a unanimous vote of the Board Members.
2. The Board unanimously accepted Retirement List #507 and Refund List #405, Plan Operating Expenditures, and the Financial Statements for the period ending January 31, 2008.
3. Mr. Steven Hutt welcomed Ms. Cheryl Cohen-Vader to her position on the Retirement Board.
4. Mr. Mike Aleksick received the Board's authorization to attend the CAPP Certification Program, Parts I and II, June 10-13, 2008.

Mr. Robert Strenski received the Board's authorization to attend the "Leadership for Lawyers" program, April 7, 2008.

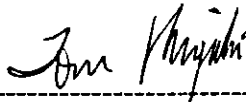
5. Ms. Fran Augenblick updated the Board on the Computer System Replacement Project. The Plan has entered the second phase of the replacement project, with Plan staff utilizing approximately 65 hours of meeting time with Mr. William Morrow, of L.R. Wechsler. Discussions included further conversation on the wants and needs of Plan staff for the new computer system, structured around a catalogue of potential system features compiled by L.R. Wechsler from their work with other public pension fund clients. When not meeting with Mr. Morrow, Plan staff is working independently, creating Business Process Description Reports describing all current computer functions. It is anticipated that the RFP will be ready in mid-May, 2008. Ms. Augenblick requested that, once the RFP is ready,

it be reviewed by the Board. Pending Board approval, it is projected that a contract with a selected vendor will be ready by mid-September, 2008.

6. Mr. Hutt discussed the initiation of the RFP for an Investment Consultant, the position currently held by Callan Associates, Inc. An RFP Committee was formed, comprised of Mr. Tom Migaki and Mr Robert Strenski, to work with the Plan staff on this project. The timeline for the RFP is to issue it in the second quarter of 2008 and have the Board make a decision during the third quarter of 2008.
7. Ms. Janney Sims discussed a proposed minor change to the Investment Manager Guidelines for Independence Investments. This change would allow Independence to operate the Plan's portfolio in a fashion similar to the way they operate their portfolios for other clients, regarding calculation of the limit of the holding of any one stock in their portfolio. Ms Sims reported that Mr. Michael O'Leary of Callan Associates had reviewed the proposed change and is comfortable with it. The Board unanimously approved the change in the Guideline.
8. The date of the Board Meeting to occur in May was changed from May 16, 2008, to May 9, 2008
9. Mr. Rich Harris gave a presentation to the Board entitled "State and Local Pensions are Different from Private Plans." In this presentation, he discussed the differences between public pension plans and pension plans in the private sector
10. Mr. Randy Baum presented the Staff Investment Report. Contained in that report were updates of the asset allocation position, performance data and other related investment information. As of January 1, 2008, the market value of the Plan was \$2,054,282,252.64(p). The market value went down \$85,564,589 57(p) in January and thus was down \$85,564,589 57(p) since December 31, 2007
11. Ms Stephanie Starns presented the Small Cap Equity Manager Review for Fiduciary Global Advisors.
12. Mr. Tom Dickson, Senior Vice President: Institutional Client Service, and Ms. Allison Schatz, Vice President. Portfolio Management, of Fiduciary Global Advisors, provided a portfolio and performance review of the small cap growth equity portfolio they manage for the Plan.
13. Ms. Starns presented the Small Cap Equity Manager Review for NorthPointe Capital

- 14 Mr. Karl Knas, Portfolio Manager, of NorthPointe Capital, provided a portfolio and performance review of the small cap growth equity portfolio they manage for the Plan.
- 15 The Board met in executive session, pursuant to Section 24-6-402(4)(b) of the Colorado Revised Statutes, to receive an update from General Counsel on securities litigation matters with which the Plan is currently involved.

"I, Tom Migaki, as Chairman of the executive session, attest that these written minutes accurately reflect the substance of the discussion held during the executive session."

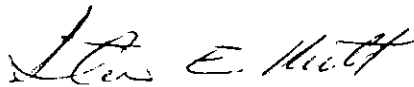


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Tom Migaki, Chairman

16. Following the executive session, the Board returned to open session.
17. The next regularly scheduled Board Meeting will be on Friday, March 28, 2008 at 8:30 a.m. at the Denver Employees Retirement Plan
18. The meeting was adjourned at 1 40 p m.



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Chairman



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Executive Director