

DENVER EMPLOYEES RETIREMENT PLAN

Minutes of the Retirement Board Friday, March 28, 2008 - Meeting #645

The 645th 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, March 28, 2008. Board Members present: Ms. Cheryl Cohen-Vader, Mr. Irving Hook, Mr. Bonney Lopez, Mr. Tom Migaki, and Mr. Robert Strenski. Advisory Committee Members absent: Mr. Mike Aleksick, Dr. Adeniyi Kelani, and Ms. Erma Zamora. Others present: Mr. Steven Hutt, Executive 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, and Mr. Rich Harris, Finance and Compliance Officer.

1. The minutes of meeting #644 were approved by a unanimous vote of the Board Members
2. The Board unanimously accepted Retirement List #508 and Refund List #406, Plan Operating Expenditures, and the Financial Statements for the period ending February 29, 2008.
3. Ms. Cheryl Cohen-Vader received the Board's authorization to attend the Wharton School Portfolio Concepts and Management Program, May 19-22, 2008

Mr. Bonney Lopez submitted his travel report for his attendance at the Sit Investments Associates, Inc. 26th Annual Client Workshop, February 14-17, 2008.

Mr. Tom Migaki submitted his travel report for his attendance at the Callan College Center for Investment Training Program, March 4-6, 2008.

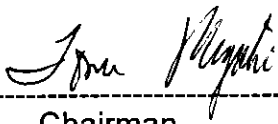
4. Mr. Steven Hutt updated the Board on the status of the Investment Consultant RFP Process. After the RFP Committee was formed, comprised of Mr. Tom Migaki and Mr. Robert Strenski, they met to consult with Plan staff on the process. The current timeline is to issue the RFP in mid-April, 2008, with responses due in late May, 2008. The responses will be narrowed down to a group of finalists in June, 2008. Finalists will be interviewed by the full Board in July, 2008 at a special meeting
5. Ms. Fran Augenblick presented to the Board a Contingency Plan to produce monthly benefit payments in the event of a disaster making the building or the

computer system inoperable. Once the Computer System Replacement project is complete, it will have a Disaster Recovery Plan element built into it. Since this new system will not go live for two more years, the Plan staff has drafted an interim Contingency Plan. The IT department has developed a plan to retrieve a list of the latest month's direct deposit and benefit check information from the offsite storage service currently in use. A benefit run would then be processed off site, replicating the prior month's benefits. Members due to receive their first-month benefit would receive a manual check as soon as feasible. Once the computer system is available again, the benefits would be "rerun" and balanced to cover any necessary adjustments. The IT staff believes this process could be set up with minimal programming and additional equipment. The Board encouraged the staff to proceed with work on this plan, including testing it and to report back to the Board.

6. Mr. Hutt presented a Securities Fraud Litigation update to the Board, on the Able Labs mediation. Ms. Victoria Halliday traveled to Newark, NJ, on March 13, 2008, for the mediation. It was, however, postponed due to the judge's illness, and will now take place on May 1, 2008.
7. Mr. Migaki presented to the Board a proposal for Strategic Planning Consulting Services. The Board will review the proposal for further consideration, as well as reviewing proposals from one or more other potential facilitators.
8. Ms. Fran Augenblick reported to the Board on the Audit Committee Meeting held on March 10, 2008, prior to the start of the auditors' on-site work. The major change affecting the audit this year is the impact of the new "Statement of Auditing Standards (SAS) No. 114, The Auditor's Communication with Those Charged with Governance." In addition to altering the required pre-audit communication with the Audit Committee, the new Standard will also require that the Board or its Audit Committee approve of the not-posting or "passing" of any proposed adjusting journal entries deemed by the auditors or the Plan staff as not material and therefore not posted.
9. 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 February 29, 2008, the market value of the Plan was \$2,019,444,778.27(p). The market value was down \$23,878,231.24(p) in February and is down \$120,402,063.94(p) since December 31, 2007.
10. Mr. Rich Harris gave a presentation to the Board entitled "Why Have Defined Benefit Plans Survived in the Public Sector?"
11. Mr. Michael O'Leary, Executive Vice President of Callan Associates, Inc., presented to the Board the Performance Evaluation for the period ending December 31, 2007, and the 2008 Capital Market Review and Asset Allocation Policy Implications. He concluded regarding the asset allocation issue that

"...changes to our 5-year projections do not warrant any significant change to your existing policy." Given the intent of the Plan to have a comprehensive asset-liability study performed later in 2008, he advised either leaving the current asset allocation in tact at this time, or making a minor adjustment to increase the allocation to Private Equity and decrease the allocation to High Yield bonds. The Board chose to defer consideration of this issue until their next meeting.

12. The next regularly scheduled Board Meeting will be on Friday, April 25, 2008 at 8:30 a.m. at the Denver Employees Retirement Plan.
13. The meeting was adjourned at 12:45 p.m.



Chairman



Executive Director