



RETIREMENT BOARD MEETING MINUTES

SPECIAL BOARD MEETING

9:00 a.m.

October 17, 2013

Retirement Board Conference Room

The Willows Office Park

1355 Willow Way, Suite 221

Concord, California

Present: Scott Gordon, Brian Hast, Jerry Holcombe, Louie Kroll, Karen Mitchoff, John Phillips, Gabe Rodrigues, Jerry Telles and Rusty Watts

Absent: Debora Allen and Richard Cabral

Staff: Marilyn Leedom, Retirement Chief Executive Officer; Timothy Price, Retirement Chief Investment Officer; and Christina Dunn, Retirement Administration Manager

Outside Professional Support:	Representing:
Bob Helliesen	Milliman
Marty Dirks	Milliman
Dorian Young	Milliman

1. Pledge of Allegiance

Hast led all in the *Pledge of Allegiance*.

2. Accept comments from the public

No members of the public offered comment.

3. Discussion with consultant and staff regarding managers scheduled to present

Price gave an overview of the performance of the managers scheduled for presentations.

Helliesen introduced Dorian Young of Milliman who will be working on CCCERA's account with Marty Dirks. He also gave a brief overview of the managers presenting.

4. Manager presentations:

Alternatives

Adams Street – Gary Fencik

Prior to the presentation, Fencik waived the confidentiality disclaimer on the presentation materials, noting this is a public meeting and any information discussed will be available to the public.

Fencik gave a brief update on the firm and the investment team noting there have been no changes in the investment team but that there have been a few retirements in other areas of the firm. He

reviewed the performance of the primary and secondary investments as compared to the global industry benchmark data as of March 31, 2013.

He reviewed CCCERA's total portfolio performance from inception through March 31, 2013. He also reviewed the diversification of investment commitments as of March 31, 2013.

Energy Investors Funds – John Buehler, Christina Anzel and Jose Torres

Buehler gave an overview of the firm and the investment team, noting they are exclusively in the United States. He reported they are one of the first private equity fund managers to focus on the independent power industry.

Anzel gave an overview of CCCERA's investments in USPF I, USPF II, USPF III and USPF IV. She reported CCCERA's total commitment in the four funds is \$195 million.

Torres gave an overview of three of the investments in the portfolio: Calypso Energy Holdings, EIF Renewable Energy Holdings, and the Newark Energy Center.

DBL Investors – Nancy Pfund, Cynthia Ringo, Mark Perutz

Pfund gave an overview of the firm and reviewed the returns of Fund I.

Ringo gave an overview of the team commenting on their venture capital investing experience.

Perutz reviewed the performance to date of Fund I and the Fund projections.

Ringo reviewed Fund II investments and the performance to date noting the fund is still in its early stages.

Fixed Income

AFL-CIO - Emily Johnstone, Chang Suh

Johnstone gave an overview of the firm and their investments noting they are a \$4.6 billion fixed-income fund that invests primarily in multi-family mortgage securities across the country that are all built using union labor.

Suh reviewed their investment strategy and their portfolio characteristics. He also gave an update on their performance. He reviewed how risk characteristics are measured, monitored and managed relative to the Barclays Aggregate benchmark.

Torchlight Investors – Robert Kopchains, Daniel Heflin

Kopchains gave an overview of the firm and reviewed a representative client list. He gave an overview of the investment committee and operating committee noting all of the committee members are owners of the firm and contribute to the firm. He reviewed the firm's philosophy and strategy development. He also reviewed their opportunistic and value-added fund strategies.

Heflin reviewed the market conditions and commercial real estate opportunities. He reviewed Fund I, the portfolio holdings of Fund II, and he gave a summary of Fund III. He also reviewed Debt Opportunity Fund IV's investment activity to date.

5. **Miscellaneous**

(a) Staff Report –

Leedom reminded the Board the meeting on October 23rd will begin at 8:30. Transwestern will present information on the Willows Office Building and the Board will review finalists for the International Value Equity Manager mandate.

She reported she attended the on-site visits to Paulson and Lord Abbett noting her concerns with the changes at Lord Abbett.

Price also reported on the on-site visits at Paulson and Lord Abbett noting there were several changes at Lord Abbett. He felt the on-site visit with Paulson was successful.

He reported he toured a multi-family property held by Invesco in Minneapolis and was very impressed. The property is expected to be fully leased in the first part of 2014.

Price reported he attended the CII Forum and the Institutional Investors Forum and felt both were worthwhile.

He stated he will remind Paladin the Board is in a quiet period and there should be no contact.

(b) Outside Professionals' Report -

Helliesen distributed a Flash Report for the period ending September 30, 2013.

(c) Trustees' comments -

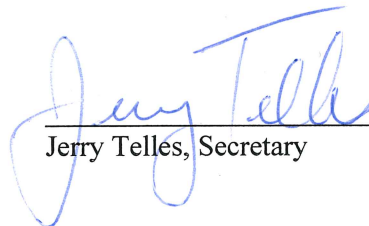
Gordon commented on his first on-site visit and felt it was valuable. He also felt it was appropriate to put Lord Abbett on the watch list.

Telles reported he attended the Institutional Investors Forum. He also reported he was contacted by Paladin.

It was M/S/C to adjourn the meeting. (Yes: Gordon, Hast, Holcombe, Mitchoff, Phillips, Rodrigues, Telles and Watts)



Brian Hast, Chairman



Jerry Telles, Secretary