

MINUTE SUMMARY Board Meeting Thursday, April 11, 2013

The regular meeting of the Dallas Police and Fire Pension System Board of Trustees was held at 8:30 a.m. on Thursday, April 11, 2013, in the Second Floor Board Room at 4100 Harry Hines Blvd., Dallas, Texas. Items of the following agenda were presented to the Board:

The meeting was called to order at 8:30 a.m.

A. CONSENT AGENDA:

Approved, subject to the final review of the staff.

B. DISCUSSION AND POSSIBLE ACTION REGARDING ITEMS FOR INDIVIDUAL CONSIDERATION:

1a. Certified the results of the 2013 Trustee Election, which were as follows:

For the Police Trustee Place #P-1, no candidate received a majority of the votes cast; therefore, a run-off election between Ken Haben and Steven G. Shaw, the two candidates who received the most votes, is necessary to determine the winning candidate.

For the Fire Trustee Place #1, Sam Friar received a majority of the votes cast and is re-elected for the term of office from June 1, 2013 through May 31, 2017.

For the Police Pensioner Trustee Place #1, John M. Mays received a majority of votes cast and is re-elected for the term of office from June 1, 2013 through May 31, 2017.

For the Fire Pensioner Trustee Place #1, Gerald (Jerry) Brown received a majority of votes cast and is elected for the term of office from June 1, 2013 through May 31, 2017.

- **1b.** Called a run-off election for the Police Trustee Place #P-1 to be held from April 26 through May 6, and approved run-off election materials.
- **1c.** The Board also approved the schedule for the special election to fill the unexpired term of Police Trustee Place #P-2. The run-off election will be held from June 28 through July 8.

<u>MINUTE SUMMARY</u> Board Meeting Thursday, April 11, 2013

- 2. Received and filed reports from RCM Eco Trends, one of the System's investment managers.
- 3. Received and filed the audit report.
- 4. Received and filed the 2012 Calendar Year-End Close Review of the Administrative and Professional Services budgets for the year ended December 31, 2012.
- 5. Received and filed reports on pension-related legislative issues.
- 6. Received and filed reports from Energy Opportunities Capital Management, one of the System's investment managers.
- 7. Denied the investment manager's request for an additional extension of the Hearthstone MS III agreement.
- 8. Received and filed the monthly investment and financial reports.
- 9. Received and filed reports by staff and Board members on due diligence meetings, seminars and/or conferences attended.
- 10. The Chairman and the Administrator presented the Employee Service Award for 10 years of service to Rosa Perez, Administrative Clerk, the Employee Service Award for 25 years of service to John Holt, IT Manager, and the Employee of the First Quarter 2013 award to Cynthia J. Thomas, Benefits Counselor.
- 11. Held a closed session legal. No motion was made.

C. BRIEFING ITEMS

- 1. No active members or pensioners requested to discuss concerns with the Board.
- 2. Received and filed the Administrator's report.

The meeting was adjourned at 12:21 p.m.

MINUTE SUMMARY Board Meeting Thursday, April 11, 2013

SUPPLEMENTAL POLICE AND FIRE PENSION BOARD MEETING

The meeting was called to order and recessed at 8:30 a.m.

The meeting was reconvened at 11:49 a.m.

A. CONSENT AGENDA

Approved, subject to the final review of the staff.

B. DISCUSSION AND POSSIBLE ACTION REGARDING ITEMS FOR INDIVIDUAL CONSIDERATION

- 1. Received and filed the investment and financial reports.
- 2. Received and filed the 2012 Calendar Year End Review of the Supplemental Fund Budget for the year ended December 31, 2012.

The meeting was adjourned at 11:50 a.m.

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DALLAS POLICE & FIRE PENSION SYSTEM

ASSET DISTRIBUTION BY ADVISOR - AS OF February 28, 2013

	NET ASSET VALUE %	FUND ASSETS	ADVISOR % OF CLASS
GLOBAL PUBLIC EQUITY			
BERNSTEIN GLOBAL STRATEGIC VALUE EAGLE ASSET MANAGEMENT OFI INSTITUTIONAL ASSET MGMT PYRAMIS GLOBAL ADVISORS TRUST CO RREEF REIT TRADEWINDS GLOBAL INVESTORS WALTER SCOTT & PARTNERS LIMITED	$17,942.34 \\106,035,283.80 \\122,076,831.69 \\200,692,306.77 \\58,308,348.27 \\7,197.72 \\128,890,242.82$	0.0 % 3.3 % 6.2 % 0.0 %	0.0 % 17.2 % 19.8 % 32.6 % 9.5 % 0.0 % 20.9 %
*** TOTAL GLOBAL PUBLIC EQUITY ***	616,028,153.41	19.1 %	100.0 %
GLOBAL PRIVATE EQUITY			
ASHMORE INVESTMENT MGMT GSSF IV BANKCAP PARTNERS FUND I, LP CREATIVE HOLDINGS DALLAS POLICE AND FIRE RED CONSOLIDA DPFP HM CAPITAL PARTNERS HUFF ALTERNATIVE FUND LP HUFF ENERGY FUND LP - HUFF ENERGY LEICHTMAN CAPITAL PARTNERS DEEP VALU LEVINE LEICHTMAN CAPITAL PARTNER IV, LLCP DEEP VALUE FUND LP LONE STAR CRA FUND LP LONE STAR GROWTH CAPITAL LP LONE STAR GROWTH CAPITAL LP LONE STAR OPPORTUNITIES FUND V MERIT PARTNERS LP NORTH TEXAS OPPORTUNITY FUND OAKTREE POWER OPPORTUNITIES FUND III PHAROS CAPITAL PARTNERS PHAROS CAPITAL PARTNERS III, LP SOUTHERN CROSS YELLOWSTONE ENERGY VENTURES	33,525,908.13 16,721,018.01 15,195,330.05 123,008,444.26 44,503,886.30 36,083,231.55 149,332,286.45 4,015,813.59 51,366,837.79 50,572,035.91 15,414,976.55 4,968,986.00 30,716,850.29 11,182,640.999 8,871,466.22 62,991,800.23 3,500,000.000 2,031,000.000 2,143,696.35	%%%%%%%%%%%%%%%%%%%%%%%%%%%%%%%%%%%%%%	42228651077220411190000 20077220411190000
*** TOTAL GLOBAL PRIVATE EQUITY ***	681,087,660.43	21.1 %	100.0 %
GLOBAL NATURAL RESOURCES ENERGY OPPORTUNITIES CAPITAL MGMT FOREST INVESTMENT ASSOCIATES HANCOCK AGRICULTURAL INVEST FD HUDSON CLEAN ENERGY PARTNERS RCM RMK TIMBERLAND GROUP SUSTAINABLE ASSET MANAGEMENT THE MITCHELL GROUP	35,596,917.81 39,020,436.58 100,761,327.98 21,946,940.60 27,189,196.60 67,169,961.05 39,015,846.48 38,100,059.56	1.1 % 1.2 % 3.1 % 0.7 % 0.8 % 1.2 %	9.7 % 10.6 % 27.2 % 6.0 % 7.4 % 18.2 % 10.6 % 10.3 %
*** TOTAL GLOBAL NATURAL RESOURCES *		11.4 %	100.0 %
GLOBAL FIXED INCOME			
ASHMORE EMERGING MARKETS ASHMORE INVESTMENT MANAGEMENT BRANDYWINE ASSET MANAGEMENT HIGHLAND CREDIT OPPS CDO LP - HIGHLA HIGHLAND CRUSADER FUND LP LONE STAR FUND VII LOOMIS SAYLES & CO MONDRIAN INVESTMENT PARTNERS OCM FUND IV W.R. HUFF HIGH YIELD	26,091,269.84 48,906,742.70 77,225,917.66 14,728,999.51 10,906,990.02 18,067,197.62 136,101,991.82 68,624,574.96 12,536,937.98 91,697,095.28	0.85% 1.25% 0.62214 20.53% 20.62214 20.42214 20.8%	5.2 % 9.2 % 15.2 % 22.2 % 27.6 % 27.6 % 27.6 % 13.5 % 18.1 %
*** TOTAL GLOBAL FIXED INCOME ***	504,887,717.39	15.6 %	100.0 %
GLOBAL ASSET ALLOCATION			
BRIDGEWATER ASSOCIATES, INC GMO MULTI-STRATEGY FUND PUTNAM TOTAL RETURN ROBECO TRANSTREND DIVERSIFIED FUND	124,916,241.90 93,842,528.86 58,829,923.00 50,249,497.50	3.9 % 2.9 % 1.8 % 1.6 %	38.2 % 28.6 % 17.9 % 15.3 %
*** TOTAL GLOBAL ASSET ALLOCATION **	327,838,191.26	10.1 %	100.0 %
GLOBAL INFRASTRUCTURE J P MORGAN ASIAN INFRASTRUCTURE & RE JP MORGAN GLOBAL MARITIME INV FUND	21,172,202.82 2,169,773.82	0.7 % 0.1 %	19.5 % 2.0 %

DALLAS POLICE & FIRE PENSION SYSTEM

ASSET DISTRIBUTION BY ADVISOR - AS OF February 28, 2013

	NET ASSET VALUE	6 OF ASSETS	ADVISOR % OF CLASS
JP MORGAN INFRASTRUCTURE INV FUND LBJ INFRASTRUCTURE NTE MOBILITY PARTNERS HOLDINGS LLC	34,586,606.48 25,357,926.51 25,288,609.84	1.1 % 0.8 % 0.8 %	31.8 % 23.4 % 23.3 %
*** TOTAL GLOBAL INFRASTRUCTURE ***	108,575,119.47	3.4 %	100.0 %
REAL ESTATE			
BENTALL KENNEDY REAL ESTATE CDK REALTY ADVISORS CRISWELL RADOVAN DALLAS P & F - REAL ESTATE FUND LONE STAR REAL ESTATE FUND II INVESCO KNUDSON LUXURY HOUSING L & B LAND BARON TDB REAL ESTATE TRECAP PARTNERS LLC	26,274,415.18 385,312,758.21 29,142,903.73 45,907,733.35 7,693,211.80 14,815,078.11 590,309.66 41,461,762.31 24,550,029.43 23,889,523.69 483,568.42	0.8 11.9 0.4 2.5 0.3 2.5 0.3 2.5 0.3 2.5 0.3 2.5 0.3 2.5 0.3 2.5 0.3 2.5 0.3 2.5 0.3 2.5 0.3 2.5 0.3 2.5 0.3 2.5 0.5 2.5 0.5 0.5 0.5 0.5 0.5 0.5 0.5 0.5 0.5 0	4.4 % 64.19% 7.63% 1.3519 64.10 64.10 4.01
*** TOTAL REAL ESTATE ***	600,121,293.89	18.6 %	100.0 %
CASH/LOAN PROGRAM CONTRIBUTION & EXPENSE ACCOUNT CONTROL CASH LOAN PROGRAM	22,610,049.95 0.00	0.7 % 0.0 % 0.0 %	99.0 % 0.0 % 1.0 %
DPFP TRANSITION ACCOUNT	219,429.17	0:0 %	1.0 %
*** TOTAL CASH/LOAN PROGRAM ***	22,829,479.12	0.7 %	100.0 %
TOTAL MASTER TRUST	3,230,168,301.63	100.0 %	100.0 %
CITY CONTRIBUTIONS EMPLOYEE CONTRIBUTIONS BENEFIT DISTRIBUTIONS ADVISORY FEES	3,935,826.44 967,110.71 -18,152,782.60 -1,075,284.27		

Dallas Police and Fire Pension System Thursday, April 11, 2013 8:30 a.m. 4100 Harry Hines Blvd., Suite 100 Second Floor Board Room Dallas, TX

Regular meeting, George J. Tomasovic, Chairman, presiding:

ROLL CALL

Board Members

Present:	Jerry R. Allen, Samuel L. Friar, Sheffield Kadane, John M. Mays, Richard A. Salinas, George J. Tomasovic, Steven H. Umlor, Dan Wojcik
Absent:	Scott Griggs, Delia D. Jasso, Richard H. Wachsman, Thomas White
<u>Staff</u>	Richard Tettamant, Don Rohan, Brian Blake, Mike Taylor, Josh Mond, John Holt, Jerry Chandler, Pat McGennis, Christina Wu, Greg Irlbeck, Linda Rickley
<u>Others</u>	Gary Lawson, Steve Shaw, Gerald Brown, Tom McGrath, Joe Schutz, Rebecca Shaw, Steve Thompson, Jason Trahan, Peter Sullivan, Vipin Ahuja, L. Farrell Crane, Scott Gill

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The meeting was called to order at 8:30 a.m.

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A. CONSENT AGENDA

- 1. Approval of Minutes
 - **a.** Regular meeting of March 14, 2013
 - **b.** Quarterly meeting of March 26, 2013
- 2. Approval of Refunds of Contributions for the Month of March 2013

A. CONSENT AGENDA (continued)

- 3. Approval of Activity in the Deferred Retirement Option Plan (DROP) for April 2013
- 4. Approval of Estate Settlements
- 5. Approval of Survivor Benefits
- 6. Approval of Service Retirements
- 7. Approval of Alternate Payee Benefits
- 8. Approval of Payment of Military Leave Contributions
- 9 Spouse Wed After Retirement (SWAR)

After discussion, Mr. Umlor made a motion to approve the items on the Consent Agenda, subject to final approval by the Administrator. Mr. Salinas seconded the motion, which was unanimously approved by the Board.

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B. DISCUSSION AND POSSIBLE ACTION REGARDING ITEMS FOR INDIVIDUAL CONSIDERATION

1. Trustee elections

- **a.** Certify election results
- b. Call for a run-off election, if necessary, and approve ballot materials
- **c.** Special election schedule
- a. At the January 10, 2013 meeting, the Board called for an election to fill four Trustee positions that will expire May 31, 2013. Voting for the 2013 Trustee Election began on Friday, March 29, 2013 at 8:00 a.m. and ended at 12:00 noon on Monday, April 8, 2013.

The notarized results of the 2013 Trustee election, as reported by Voice Retrieval and Information Services, Inc. and the Pension System Administrator, are shown in Minute Book Number 42, pages <u>158-161</u>.

1. Trustee elections (continued)

No candidate received a majority of the votes cast for the Police Trustee Place #P-1; therefore, in accordance with the Board's Trustee Election Procedure, a run-off election between Ken Haben and Steven G. Shaw, the two candidates who received the most votes, is necessary to determine the winning candidate.

Sam Friar received a majority of the votes cast and is re-elected as Fire Trustee Place #F-1, for the term of office from June 1, 2013 through May 31, 2017.

John M. Mays received a majority of votes cast and is re-elected as Police Pensioner Trustee Place #1, for the term of office from June 1, 2013 through May 31, 2017.

Gerald (Jerry) Brown received a majority of votes cast and is elected as Fire Pensioner Trustee Place #1, for the term of office from June 1, 2013 through May 31, 2017.

- **b.** Staff recommended a run-off election for the Police Trustee Place #P-1 be held from Friday, April 26 through Monday, May 6. The Board will then certify the results of the run-off election at the regular meeting on May 9, 2013.
- c. Staff provided a proposed Trustee Election Schedule to fill the unexpired term of Police Officer Thomas White who had resigned from Police Trustee Place #P-2. The schedule proposes that voting begin at 8:00 a.m. on Friday, June 28, 2013 and end at 12:00 noon on Monday, July 8, 2013. The Board would then certify the election results at the Board meeting of July 11, 2013.

After discussion, Mr. Umlor made a motion to certify the election results, call for a run-off election for Police Trustee Place #P-1, approve run-off election ballot materials, and approve the special election schedule for Police Trustee Place #P-2. Mr. Salinas seconded the motion, which was unanimously approved by the Board.

1. Trustee elections (continued)

April 8, 2013 Dallas Police & Fire Pension System 4100 Harry Hines Blvd Ste. 100 Dallas, Texas 75219 The following are the results for the 2013 voting term: Police Trustee - P-1 Candidates Total % Total Telephone Internet Ken Haben 292 35.22% 182 110 Daniel P. Rosales 23 2.77% 18 7 Joe Schutz 242 29.19% 140 102 Steven G. Shaw 272 32.81% 159 113 Total 829 99.99% 497 332 Total Eligible Voters 3,430 Total Voters 829 Voter Turnout 24.17% If you have questions, please call (800) 955-4156
April 8, 2013 Dallas Police & Fire Pension System 4100 Harry Hines Blvd Ste. 100 Dallas, Texas 75219 The following are the results for the 2013 voting term: Police Trustee - P-1 Candidates Total % Total Telephone Internet Ken Haben 292 35.22% 182 110 Daniel P. Rosales 23 2.77% 18 7 Joe Schutz 242 29.19% 140 102 Steven G. Shaw 272 32.81% 159 113 Total 829 99.99% 497 332 Total Eligible Voters 3,430 Total Voters 829 Voter Turnout 24.17%
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4100 Harry Hines Bivd Ste. 100 Dallas, Texas 75219 The following are the results for the 2013 voting term: Police Trustee - P-1 Candidates Total % Total Telephone Internet Ken Haben 292 35.22% 182 110 Daniel P. Rosales 23 2.77% 16 7 Joe Schutz 242 29.19% 140 102 Steven G. Shaw 272 32.81% 159 113 Total 829 99.99% 497 332 Total Eligible Voters 3,430 Total Eligible Voters 829 Voter Turnout 24.17%
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Dallas, Texas 75219 The following are the results for the 2013 voting term: Police Trustee - P-1 Candidates Total % Total Telephone Internet Ken Haben 292 35.22% 182 110 Daniel P. Rosales 23 2.77% 16 7 Joe Schutz 242 29.19% 140 102 Steven G. Shaw 272 32.81% 159 113 Total 829 99.99% 497 332 Total Eligible Voters 3,430 829 99.99% 497 332
Candidates Total % Total Telephone Internet Ken Haben 292 35.22% 182 110 Daniel P. Rosales 23 2.77% 16 7 Joe Schutz 242 29.19% 140 102 Steven G. Shaw 272 32.81% 159 113 Total 829 99.99% 497 332 Total Eligible Voters 3,430 829 Voter Turnout 24.17%
Candidates Total % Total Telephone Internet Ken Haben 292 35.22% 182 110 Daniel P. Rosales 23 2.77% 16 7 Joe Schutz 242 29.19% 140 102 Steven G. Shaw 272 32.81% 159 113 Total 829 99.99% 497 332 Total Eligible Voters 3,430 829 Voter Turnout 24.17%
Candidates Total % Total Telephone Internet Ken Haben 292 35.22% 182 110 Daniel P. Rosales 23 2.77% 16 7 Joe Schutz 242 29.19% 140 102 Steven G. Shaw 272 32.81% 159 113 Total 829 99.99% 497 332 Total Eligible Voters 3,430 829 Voter Turnout 24.17%
Candidates Total % Total Telephone Internet Ken Haben 292 35.22% 182 110 Daniel P. Rosales 23 2.77% 16 7 Joe Schutz 242 29.19% 140 102 Steven G. Shaw 272 32.81% 159 113 Total 829 99.99% 497 332 Total Eligible Voters 3,430 829 Voter Turnout 24.17%
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Total Voters829Voter Turnout24.17%
Voter Turnout 24.17%
I you have questions, please call (800) 955-4156
Sworn to and subscribed before me this 8th day of April, 2013
R. Kest
Notary Public, State of Texas
My commission expires 9 121 12013
My commission expires <u>Therico</u> rd
1 AVVAN
Dallas Corporate Offica • 3222 Skylane Dr., Bidg 100, Carrollton, TX 75006 • (800) 955-415

1. Trustee elections (continued)

Election Services				
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4				
April 8, 2013				
Dallas Police & Fire Pension System	1			
4100 Harry Hines Blvd Ste. 100	r .			
Dallas, Texas 75219				
The following are the could for the	2012 104	na torm:		
The following are the results for the	2013 100	ng term.		
Fire Trustee - F-1				
Candidates	Total	% Total	Telephone	Internet
John L. Blume	56		36	20
Sam Friar	376	69.24%	250	126
Brian Hass	93		52	41
DeLisa A. Seals	18	3.31%	12	6
Total	543	99.99%	350	193
Total Eligible Voters	1,886			
Total Voters	543			
Voter Turnout	28.79	%		
If you have questions, please call (8	00) 955-4	4158		
			2042	
Sworn to and subscribed before me	uns out o	ay or April,	2013	
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Dallas Corporate Office • 3222 Skyla	ane Dr., Bid	ig 100, Carrol	Iton, TX 75006 • (800) 955-4158

1. Trustee elections (continued)

		-		
3				
ce & Fire Pension System Hines Blvd Ste. 100 as 75219				
ng are the results for the 2	2013 voti	ng term:		
e Pensioner Place 1				
Candidates Larry D. Eddington John M. Mays	322	42.76%	Telephone 190 258	Internet 132 173
Total	753	100.00%	448	305
Total Eligible Voters Total Voters Voter Turnout	1,662 753 45.315			
questions, please call (80	00) 955-4	1156		
nd subscribed before me	this 8th c	lay of April,	2013	
	Note	Durse ary Public, S	<u>Bullar</u> State of Texas	
ssion expires <u>9 だけ</u> とりう	2			
	3 20 & Fire Pension System Hines Blvd Ste. 100 as 75219 20 Pensioner Place 1 Candidates Larry D. Eddington John M. Mays Total Total Eligible Voters Total Voters Voter Turnout questions, please call (80 and subscribed before me	3 22 & Fire Pension System Hines Blvd Ste. 100 as 75219 19 are the results for the 2013 voti 29 Pensioner Place 1 Candidates Total Larry D. Eddington 322 John M. Mays 431 Total 753 Total Eligible Voters 1.662 Total Voters 753 Voter Turnout 45.31 questions, please call (800) 955-4 and subscribed before me this 8th c	3 22 & Fire Pension System Hines Blvd Ste. 100 as 75219 23 mg are the results for the 2013 voting term: 24 Pensioner Place 1 25 Pensioner Place 1 26 Pensioner Place 1 27 Addington 322 42.76% John M. Mays 431 57.24% 20 Total 753 100.00% 20 Total Eligible Voters 1.662 20 Total Voters 753 Voter Turnout 45.31% 20 questions, please call (800) 955-4156 20 md subscribed before me this 8th day of April, 26 Motary Public, 5	3 20 & Fire Pension System Hines Blvd Ste. 100 as 75219 ag are the results for the 2013 voting term: 20 Pensioner Place 1 20 Addinates Total % Total Telephone Larry D. Eddington 322 42.76% 190 John M. Mays 431 57.24% 258 Total 753 100.00% 448 Total Eligible Voters 1.662 Total Voters 753 Voter Turnout 45.31% questions, please call (800) 955-4156 and subscribed before me this 8th day of April, 2013 40 Additional

1. Trustee elections (continued)

April 8, 2013	3				
	e & Fire Pension System Hines Blvd Ste. 100 as 75219				
The followin	g are the results for the 2	013 voti	ng term:		
Fire F	Pensioner Place 1				
	Candidates Gerald (Jerry) Brown Charlle Pitman	Total 443 153	% Total 74.33% 25.67%	Telephone 290 101	Internet 153 52
	Total	596	100.00%	391	205
	Total Eligible Voters Total Voters Voter Tumout	1,224 596 48.69			
If you have	questions, please call (80	0) 955-4	1156		
Sworn to an	id subscribed before me th	nis 8th d	lay of April.	2013	
		Neta	Ducse		ur_
My commis	sion expires <u>9_72</u> /72013				

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2. RCM Eco Trends

- a. Organizational update
- **b.** Status of existing portfolio and plans for future activities with regard to that portfolio

Peter Sullivan, CFA, CPA, Director, Relationship Manager, and Vipin Ahuja, CFA, Portfolio Manager, provided an organizational update and discussed the status of the System's existing investment portfolio with RCM Eco Trends.

After discussion, Mr. Umlor made a motion to receive and file the RCM presentation. Mr. Salinas seconded the motion, which was unanimously approved by the Board.

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The meeting was recessed at 9:22 a.m.

The meeting was reconvened at 9:40 a.m.

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3. Audit report schedule

Mr. Taylor reported during the meeting of the Administrative and Audit Advisory Committee (AAAC) meeting on this date that System staff provided the System's external auditor, Doeren Mayhew, with preliminary information in preparation for this year's audit.

The field work and report schedule is as follows:

April 22-May 3On-siteJune 13Report to Board of Trustees

After discussion, Mr. Salinas made a motion to accept the recommendation of the AAAC to receive and file the audit report schedule. Mr. Mays seconded the motion, which was unanimously approved by the Board.

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4. 2012 Calendar Year-End Close Review of the Administrative and Professional Services Budgets for the year ended December 31, 2012

During the Administrative and Audit Advisory Committee (AAAC) meeting on this date, Mr. Rohan reviewed expenses for the Administrative and Professional Services Budgets for the year ended December 31, 2012. The Committee recommended the Board receive and file the report.

After discussion, Mr. Umlor made a motion to accept the recommendation of the AAAC to receive and file the 2012 Calendar Year-End Close Review of the Administrative and Professional Services budgets. Mr. Salinas seconded the motion, which was unanimously approved by the Board.

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5. Pension-related legislative issues

- a. Hillco Partners legislative update
- **b.** Locke Lord LLP client advisory on federal and state legislative issues

Staff provided reports from legislative consultants.

After discussion, Mr. Mays made a motion to receive and file the reports from the legislative consultants. Mr. Salinas seconded the motion, which was unanimously approved by the Board.

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6. Energy Opportunities Capital Management

- **a.** Organizational update
- **b.** Status of existing portfolio and plans for future activities with regard to that portfolio

L. Farrell Crane and Scott Gill, Managing Directors, of Energy Opportunities Capital Management, provided an organizational update and discussed the status of the System's existing investment portfolio.

After discussion, Mr. Salinas made a motion to receive and file the Energy Opportunities presentation. Mr. Mays seconded the motion, which was unanimously approved by the Board.

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7. Extension of Hearthstone MS III agreement

Mr. Tettamant stated that Hearthstone, Inc., manager of the Hearthstone Multi-State Residential Value-Added Fund III (MS III), is requesting an extension of term via a contract amendment. The MS III fund has a stated termination date of December 31, 2013, and Hearthstone, the General Partner, has the right to extend the term to December 31, 2015. Hearthstone is also requesting an additional extension to December 31, 2020.

After discussion, Mr. Umlor made a motion to grant the Administrator the authority to negotiate and consummate the terms of any additional extension of the Hearthstone MS III agreement. Mr. Mays seconded the motion, which was unanimously approved by the Board.

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8. Investment and financial reports

The Board and staff reviewed the investment and financial reports.

After discussion, Mr. Salinas made a motion to receive and file the Group Trust monthly asset allocation report, the Group Trust monthly unitization report, the Group Trust performance report unaudited draft, and the Group Trust unaudited statement of net assets available for benefits. Mr. Mays seconded the motion, which was unanimously approved by the Board.

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9. Staff and Board Members' reports on due diligence meetings, seminars and/or conferences attended

Reports were given on the following meetings. Those who attended are listed.

a. Mid-Sized Retirement & Healthcare Plan Management Conference

Mr. Wojcik

b. Texans for Secure Retirement Meeting

Mr. Salinas

After discussion, Mr. Umlor made a motion to receive and file the reports. Mr. Friar seconded the motion, which was unanimously approved by the Board.

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10. Employee recognition – First Quarter 2013

- a. Employee Service Award
- b. Employee of the Quarter Award
- **a.** Mr. Tomasovic, Chairman, and Mr. Tettamant, Administrator, presented the Employee Service Award to John Holt, Information Technology Manager, for 25 years of service and to Rosa Perez, Administrative Clerk, for 10 years of service.
- **b.** Messrs. Tomasovic and Tettamant presented a performance award for Employee of the Quarter, First Quarter 2013, to Cynthia Thomas, Benefits Counselor.

No motion was made.



10. Employee recognition – First Quarter 2013 (continued)

	DALLAS POLICE & FIRE PENSION SYSTEM	
	CERTIFICATE OF SERVICE	
	Presented to	
	Rosa L. Perez	
	r Your Dedicated Years of Service with Dallas Police and Fire Pension System	
	10 Gears	
	THIS 11th DAY OF April IN THE YEAR 2013	
	[bijvalere] [Signature] Jerge Tosmovik, Chaime-Baad of Tenness Bichard L., Fetaman, Administrator	
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11. Legal issues

Portions of the discussion under this topic may be closed to the public under the terms of Section 551.071 of the Texas Government Code:

- a. Police Officer and Firefighter pay lawsuits
- **b.** Open records

The Board went into a closed executive session – legal at 10:52 a.m.

The meeting was reopened at 11:47 a.m.

No motion was made.

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C. BRIEFING ITEMS

1. Reports and concerns of active members and pensioners of the Dallas Police and Fire Pension System

No active member or pensioner requested to address the Board with concerns.

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2. Administrator's report

Associations' newsletters

- NCPERS Monitor (April 2013)
- TEXPERS Outlook (March 2013)

Mr. Tettamant briefed the Board on the Administrator's report items.

No motion was made.

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The meeting was recessed at 11:49 a.m.

The meeting was reconvened at 12:21 p.m.

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The Administrator stated that there was no further business to come before the Board. On a motion by Mr. Umlor and a second by Mr. Mays, the meeting was adjourned at 12:21 p.m.

[signature]

George J. Tomasovic Chairman

ATTEST:

[signature]

Richard L. Tettamant Secretary