



**GENERAL EMPLOYEES RETIREMENT FUND
BOARD OF TRUSTEES - REGULAR MEETING MINUTES
TUESDAY – NOVEMBER 19, 2013 - 1:00 p.m.**

The Board of Trustees for the General Employees Retirement Fund convened in a regular session at 1:00 p.m. on this 19th day of November, 2013 in the City Council Chambers, City Hall, 3rd Floor, 315 E. Kennedy Blvd., Tampa, FL 33602.

Support Staff: Mark Boghich, Pension Plan Supervisor; Justin Vaske, ACA and Board Attorney; Mark Boghich, Recording Secretary; Lee Huffstutler, Chief Accountant; Terrie Williams, Accounting Operations Manager; Deborah Hodo, Pension Reporting Accountant; Rosie Santos, Pension Relationship Accountant; Dana Neves, Accounting Tech I.

Consultants to Board: Jason Pulos, ACG; John Lessl and Bruce Crosswhite, Aon Hewitt; Maria Bascetta, UBS Realty; Stephanie Schroder, Robbins Geller Rudman & Dowd LLP; Steve Carroll, CBRE Clarion.

I. ROLL CALL

Mr. Carrera, Chairman, presiding, brought the meeting to Order at 1:00 p.m.

Board Members Present Included: Ernest P. Carrera, Chairman; Alan Weiner, Vice Chairman; Derwin Bright, Trustee; Randy Goers, Trustee; Steve Kenny, Trustee; Julio Muniz, Trustee.

Sonya Little, CFO advised staff due to a scheduling conflict she would not be present.

II. PUBLIC COMMENTS

Mr. Vaske explained that the Board needed to make a Motion to open up the floor for public comment.

MOTION: (Goers-Kenny) On a motion made by Mr. Goers, and seconded by Mr. Kenny, to open up the floor for public comment stands approved as presented. MOTION CARRIED.

1. Public Comments

Mr. Carrera asked the audience if there was anyone who would like to approach the stand. No one had a public comment.

2. Public Comment Policy

Mr. Boghich explained that this was the second reading of the Public Comment Policy and the major change was adding the words “roll call” and “public comment”.

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MOTION: (Weiner-Muniz) On a motion made by Mr. Weiner, and seconded by Mr. Muniz, to update the public comment policy stands approved as presented. MOTION CARRIED.

3. Public Comment Procedure

Mr. Boghich states this is the second reading of the public comment procedure. The procedure is the same as presented at the first reading last month, with one minor correction in the second paragraph from the bottom after the word three the digit (3) was added.

MOTION: (Kenny-Weiner) On a motion made by Mr. Kenny, and seconded by Mr. Weiner, to adopt the procedure as a second reading stands approved as presented. MOTION CARRIED.

III. ANNUAL ELECTION

1. 2014 Annual Election – Chair

Mr. Carrera asked the Board for a nomination for Chair for the City of Tampa General Employee Retirement Fund.

MOTION: (Weiner-Kenny) On a motion made by Mr. Weiner, and seconded by Mr. Kenny, nominates Mr. Ernest P. Carrera for Chairman stands approved as presented. MOTION CARRIED.

2. 2014 Annual Election – Vice Chair

Mr. Carrera asked the Board for a nomination for Vice Chair for the City of Tampa General Employee Retirement Fund.

MOTION: (Kenny-Bright) On a motion made by Mr. Kenny, and seconded by Mr. Bright, nominates Mr. Alan Weiner for Vice Chairman stands approved as presented. MOTION CARRIED.

IV. RECORDING SECRETARY RESOLUTION

Mr. Boghich states that this is a resolution Mr. Vaske advised us which must be completed. Mr. Carrera asked for a Motion from the Board to make Mr. Mark Boghich III the recording secretary for the City of Tampa General Employee Retirement Fund.

MOTION: (Muniz-Kenny) On a motion made by Mr. Muniz, and seconded by Mr. Kenny, to move the resolution stands approved as presented. MOTION CARRIED.

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V. APPROVAL OF MINUTES

Mr. Boghich asked to the board to approve the minutes from the October 15th meeting with one correction on page 13 under VIII Adjournment it says that Vice Chair Alan Weiner adjourned the meeting when it should have read Chair Ernest P. Carrera adjourned the meeting.

MOTION: (Kenny-Bright) On a motion made by Mr. Kenny, and seconded by Mr. Bright, approve the minutes from the October Board meeting with the correction stands approved as presented. MOTION CARRIED.

VI. SECURITIES FRAUD PRESENTATION

Stephanie Schroder, partner at Robbins Geller Rudman and Dowd LLP (“Robbins Geller” or the “Firm”), gave a presentation to the Board of Trustees. Stephanie’s presentation was entitled “Protecting Your Investments Against Securities Fraud,” and Stephanie spoke about the securities monitoring and litigation services offered by her firm to public pension plans. First, Stephanie provided general information about Robbins Geller, including the Firm’s office locations and number of attorneys, and listed examples of institutional clients that the Firm represents, especially public pension plans located in Florida. Next, Stephanie spoke about certain of Robbins Geller’s landmark recoveries, including the *Enron* litigation, in which Robbins Geller attorneys recovered approximately \$8 billion for defrauded Enron investors. Stephanie also spoke about the Firm’s successful prosecution of cases involving Countrywide and the rating agencies. Next, Stephanie highlighted the Firm’s unique resources and experience to successfully take cases to trial and specifically spoke about the Firm’s trial involving Household International (now HSBC Holdings PLC), in which the Firm obtained \$2.46 billion, the largest jury verdict and judgment in a securities class action.

Subsequently, Stephanie mentioned generally why paying attention to class action recoveries is important for pension funds, and then explained the portfolio monitoring services offered by her firm in detail. Specifically, Stephanie described her Firm’s monitoring, settlement, and international monitoring reports that are offered to institutional clients that participate in the Firm’s free Portfolio Monitoring Program. In addition, Stephanie spoke about her Firm’s success in securing the largest recoveries in opt-out securities litigation. Stephanie also discussed the unique opportunities and advantages of working with her firm, Robbins Geller. Stephanie answered several questions asked by the Trustees.

The Board discussed the securing of the Robbins Geller firm for securities fraud monitoring services for the Pension Fund portfolio. Mr. Carrera asked if any board member wanted to make a motion.

MOTION: (Kenny-Bright) On a motion made by Mr. Kenny, and seconded by Mr. Bright, to request staff to compete the appropriate actions to establish an engagement agreement with the Robbins Geller firm for securities fraud monitoring services. MOTION CARRIED.

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VII. INVESTMENT MANAGER PRESENTATIONS

1. September 30, 2013 Quarterly Report-ACG

Mr. Pulos of ACG reviewed the quarter report for the period ending September 30, 2013 and noted that the Total Fund Return of 8.1% over the trailing 10 year period ranked in the top 19% of the Public Fund Universe for that time period and for the Fiscal Year ending September 30, 2013 the Total Fund Return of 15.7% ranked in the top 13% of the Public Fund Universe. All managers were performing in line with expectations and in compliance with guidelines.

2. October 2013 Performance Report- ACG

Jason Pulos of ACG provided an update on the overall portfolio, markets and managers. The market value of the Total Fund ("Fund") was approximately \$670.8 million at the end of October 2013. The Fund return for one year period ending October 30, 2013 was 19.3% which is 2.1% above the return of the Policy Index during this time period. For the 5-year period ending October 31, 2013, the Fund generated an annualized return of 12.8% per year, which outperformed the 12.1% annual return of the Policy Index for the same time period.

3. Real Estate Managers' Presentations

**a. UBS Global Asset Management- Core Real Estate Portfolio Review
Maria Bascetta, Executive Director**

Over the past year, we have had a net staff increase of 7. All of the positions were director level or below. There were no departures at the Manager Director level. The TPF portfolio management team and the Investment Committee has not changed since last year.

Trumbull Property Fund (TPF)

TPF's total gross return for the twelve months ended September 30, 2013 was 23.9%, consisting of 5.54% net investment income and 17.65% net realized and unrealized gain. The net unrealized gain has been primarily related to TPF's apartment portfolio primarily due to pricing adjustments and to a lesser extent improving fundamentals.

From an operating perspective, the fund is performing very well. Portfolio leasing remains at 93%, and same property net operating income for the first nine months of 2013 is 6.0% above the first nine months of 2012. The strong leased percentage is a result of our aggressive focus on maintaining occupancy. Future lease expiration exposure is limited with only 3% commercial leases expiring through the end of 2013. In addition, almost all debt maturities (except for approximately 56 million) for 2013 have been paid off or refinanced.

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Performance - Periods ended September 30, 2013

	<u>Portfolio</u>	<u>ODCE Benchmark</u>
Quarter	2.76%	3.5%
1-year	10.08%	12.97%
3-Years	11.69%	14.25%
5-Years	2.23%	.67%

**b. CBRE Clarion- Global REIT Portfolio Review
Steve Carroll, Managing Director, Senior Global Portfolio Manager**

CBRE Clarion continues to be a leader in global real estate securities with a strong "State of the Firm" - Business, Personnel, Process and Performance, including the experience and stability of 35 investment professionals. The senior portfolio team average experience is 23 years and they are fluent in 9 languages located in 5 global offices. The research team holds 14CFAs with an extensive listed and direct property expertise.

Global property stocks are up more than 7% year-to-date with Global real estate stocks delivering positive returns in all geographic regions. Including performance led by Europe + 14.8%, followed by the Asia-Pacific region + 7.7% and North America +6.2%.

The investment outlook includes moderate economic growth combined with limited new construction and accommodative central bank policy including solid earnings and dividend growth with attractive valuations.

CBRE Clarion was engaged by the City of Tampa General Employees' Retirement Fund on June 30, 2009. As of October 31, 2013, the preliminary total value of the account was \$29,744,628.68 (\$USD).

VIII. STAFF REPORT

1. Chair and Vice-Chairman Election Procedure Report

Mr. Boghich states staff was asked to review the existing election procedure and return to the board for clarification or recommendation. We have determined the procedure should be more specific. He provides the board with a recommended procedure and asked whether the Board would like to review the proposed procedure and return next month with comments or review the procedure today and then

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follow with the first reading of the proposed procedure next month. Mr. Weiner has questions about the first and second reading. Mr. Vaske explains that it is the procedure followed by City Council and we are following their process in adopting our procedures.

MOTION: (Kenny-Muniz) On a motion made by Mr. Kenny, and seconded by Mr. Muniz, To move forward with the proposed election procedure and have the first reading at the next regular board meeting. Motion stands approved as presented. MOTION CARRIED.

2. Annual Rate of Return- DROP Option 1

Mr. Boghich explains there are approximately 200 individuals in DROP and annually they are given the option of investing their DROP funds in either DROP Option 1 which is the fund rate return rate or DROP Option 2 which is a fixed rate. He asked for approval from the Board to approve DROP Option 1 Fund rate of return for the period 10/1/12-9/30/13 at an annual rate of 15.01%.

MOTION: (Goers-Kenny) On a motion made by Mr. Goers, and seconded by Mr. Kenny, approve Annual DROP Option 1 Fund Rate of Return of 15.01% stands approved as presented. MOTION CARRIED.

3. Annual Rate of Return- DROP Option 2

Mr. Carrera asked for a motion to approve DROP Option 2 Annual Rate of Return for the period 10/1/12-9/30/13 at a rate of .01%.

MOTION: (Kenny-Goers) On a motion made by Mr. Kenny, and seconded by Mr. Goers, to approve DROP Option 2 Annual Rate of Return of .01% stands approved as presented. MOTION CARRIED.

4. Long Wharf FREG III Distribution \$331,167.80

Fidelity distributions from the real estate fund are included in the transfers into the cash account. No discussion by Board.

5. Training Reimbursement for Mrs. Hodo \$287.15 and Mrs. Santos \$287.15

Mr. Boghich asked for approval from the Board for FPPTA training reimbursements.

MOTION: (Weiner-Goers) On a motion made by Mr. Weiner, and seconded by Mr. Goers, approve the payments stands approved as presented. MOTION CARRIED.

IX. CONSENT AGENDA

Mr. Carrera asked Mr. Boghich if the items on the Consent Agenda were in order. Mr. Boghich stated they were reviewed and they are true and correct.

MOTION: (Kenny-Weiner) On a motion made by Mr. Kenny, and seconded by Mr. Weiner, the Consent Agenda was accepted and approved as presented. MOTION CARRIED.

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1. Retirement Benefits & Estate Payments:
Longevity Retirements, Deferred Retirements, Deferred to Longevity, DROP Applications, DROP to Longevity, Surviving Spouse Benefits, Estate Payment, and Death Benefit.

2. Monthly Invoices:
 - a. City of Tampa Reimbursement (October) - \$7,553.76
 - b. COMSERV – (October 22) - \$62.00
 - c. TechStaff of Tampa Bay (4 weeks-October) - \$5,192.94

3. Quarterly Invoices:
 - a. Aberdeen - \$44,411.31
 - b. Brandywine- \$49,495.74
 - c. CBRE-Clarion- \$45,923.00
 - d. ClariVest- \$25,564.77
 - e. Dodge & Cox- \$79,247.39
 - f. Fisher- \$104,490.23
 - g. GW Capital- \$38,695.22
 - h. JP Morgan- \$60,279.30
 - i. State Street- \$7,963.86
 - j. Taplin, Canida & Habacht- \$29,945.90
 - k. Victory- \$46,483.12
 - l. Waddell& Reed- \$113,819.09
 - m. Wellington- \$30,484.14

4. Deducted from Account:
 - a. Mercator- \$104,030.00
 - b. UBS Trumbull- \$84,857.77

5. Miscellaneous Invoice:
 - a. Alexander Investigative Services- \$145.75

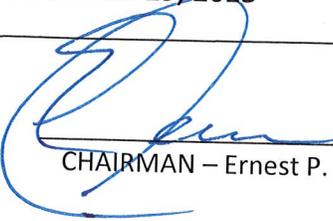
X. NEXT MEETING

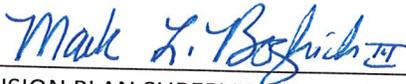
The next Regular Board meeting will be held at 1:00 p.m., Tuesday, December 17, 2013, in City Council Chambers.

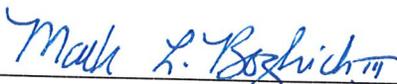
XI. ADJOURNMENT

There being no further business, Chair Carrera adjourned the meeting at 3:00 p.m.

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CHAIRMAN – Ernest P. Carrera


PENSION PLAN SUPERVISOR - Mark L. Boghich, III


RECORDING SECRETARY - Mark I. Boghich, III

EXHIBITS:

Additional documents included in Agenda Package.

1. Robbins Geller Rudman & Dowd LLP Presentation
2. Robbins Geller Rudman & Dowd LLP Confidential Memorandum
3. Robbins Geller Rudman & Dowd LLP Pamphlet
4. UBS Global Real Estate Presentation
5. ACG Investment Performance Review
6. City of Tampa General Employees' Retirement Fund Actual Asset Allocation Chart for period ending October 31, 2013
7. Email from Rosemary Rodriguez (Client Compliance Analyst) from Taplin, Canida and Habacht, LLC