

**REGULAR MEETING OF THE BOARD OF ADMINISTRATION OF THE
WATER AND POWER EMPLOYEES' RETIREMENT PLAN**

MINUTES

August 8, 2018

Board Members Present:

LaTanya Bogin, President
Barry Poole, Vice President
Adolfo Felix, Member
Timothy Hemming, Retiree Member
Mario Ignacio, Chief Accounting Employee

Board Members Absent:

Aura Vasquez, LADWP Commissioner
David H. Wright, LADWP, General Manager

Staff Present:

Linda P. Le, Retirement Plan Manager
Monette Carranceja, Asst. Retirement Plan Manager
Carlo Manjikian, Sr. Investment Officer
Mary E. Alvarez, Utility Executive Secretary
Ligia Johnson, Sr. Administrative Clerk

Others Present:

Joshua Geller, Deputy City Attorney

President Bogin called the meeting to order at 9:04 a.m.

Ms. Le stated a quorum of the Board of Administration (Retirement Board) of the Water and Power Employees' Retirement Plan (Plan) was present.

Public Comments

Ms. Alvarez stated no requests for public comments were received.

1. Approval of Minutes of July 25, 2018, Regular Meeting

Mr. Hemming moved that the Board approve Item 1; seconded by Mr. Poole.

Ayes: Bogin, Felix, Hemming, Ignacio, Poole

Nays: None

Absent: Vasquez, Wright

THE MOTION CARRIED.

2. Investment Reports for June 2018

- a) **Summary of Investment Returns as of June 30, 2018**
- b) **Market Value of Investments by Fund and Month as of June 30, 2018**
- c) **Market Value of the Retirement, Death, and Disability Funds and Retiree Health Care Fund as of June 30, 2018.**

3. Articles of Interest

The Retirement Board entered Closed Session at 9:07 a.m. to discuss the following:

4. CLOSED SESSION - PURSUANT TO SUBDIVISIONS (a) AND (d)(1) OF GOVERNMENT CODE SECTION 54956.9 to Confer with, or Receive Advice from, Legal Counsel Regarding the Consolidated Class Action Against LendingClub Corporation Pending in the United States District Court, Northern District of California

No discussion held.

5. CLOSED SESSION – PURSUANT TO GOVERNMENT CODE SECTION 54956.81 to Consider the Purchase of One Particular, Specific Pension Fund Investment

Discussion held – action taken but not reportable.

Mr. Geller exited the meeting.

6. CLOSED SESSION - PURSUANT TO GOVERNMENT CODE SECTION 54957(b)(1) to Consider Board Review of the Evaluation of City Attorney Services for the Period July 1, 2017 through June 30, 2018

Discussion held – action taken but not reportable.

The Retirement Board reconvened in Open Session at 9:58 a.m.

Mr. Geller returned to the meeting.

7. Discussion of Contract Extension for Glass, Lewis & Company, LLC, Proxy Service Provider

Mr. Manjikian briefly discussed the item and introduced Grace Adajar, staff, who presented the report to extend the contract for proxy voting service provider with Glass, Lewis & Company, LLC, for three years beginning December 1, 2018 through November 30, 2021.

Mr. Ignacio moved that the Board approve Resolution No. 19-14; seconded by Mr. Felix.

Ayes: Bogin, Felix, Hemming, Ignacio, Poole

Nays: None

Absent: Vasquez, Wright

THE MOTION CARRIED.

The Retirement Board recessed the meeting at 10:05 a.m. and reconvened at 10:12 a.m.

8. Annual Presentation by Dimensional Fund Advisors – Active Global Real Estate Securities Manager

Ted Simpson, Vice President, and Allen Pu, Vice President, Dimensional Fund Advisors, presented the annual report on Active Global Real Estate Securities.

9. Annual Presentation by Heitman Real Estate Securities, LLC – Active Global Real Estate Securities Manager

John Mancuso, Sr. Vice President, and Michael Moran, Sr. Vice President, Heitman Real Estate Securities, LLC, presented the annual report on Active Global Real Estate Securities.

10. Annual Presentation by Invesco – Active Commodities Manager

Mike Baran, Director, and Michael McHugh, Client Portfolio Manager, Invesco, presented the annual report on Active Commodities Manager.

Mr. Ignacio left the meeting at 11:00 a.m.

11. Presentation by StepStone – 2018 First Quarter Real Estate Portfolio Performance Report

Jay Morgan, Partner, and Tom Hester, Managing Director, StepStone Real Estate, presented the 2018 First Quarter Real Estate Portfolio Performance.

Retirement Plan Manager’s Comments

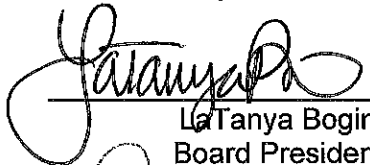
Ms. Le reported on the following:

- Investment Reports for Fiscal Year Ending June 30, 2018, concluded with an 8.97 percent relative return, net of fees, well above the investment return assumptions.
- The Education Session tentatively scheduled for October from 9:00 a.m. to 2:00 p.m. The Retirement Plan Office staff was invited and if enough interest is expressed, the Office may close for part of that day.
- Topics for the Education Session is open for input, pending Board President approval; however, as of now, the Agenda stands as follows:
 - Quick and in-depth review from the Plan’s perspective
 - GASB overview
 - Investment overview
 - An Actuary overview, Actuary 101
 - Fiduciary Jeopardy an interactive and fun way to learn about fiduciary responsibilities

Future Agenda Items

There were no requests for future agenda items.

There being no further business, the meeting adjourned at 11:20 a.m.



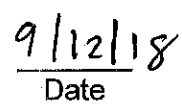
 Tanya Bogin
 Board President



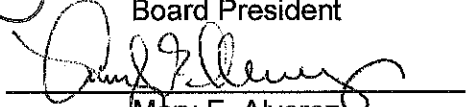
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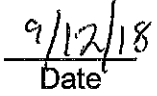
 Linda P. Le
 Retirement Plan Manager



 Date



 Mary E. Alvarez
 Utility Executive Secretary



 Date