

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

MINUTES

NOVEMBER 4, 2009

Board Members Present:

Javier Romero, President
Cindy Coffin, Vice President
Barry Poole, Board Member
Jeff Peltola, Board Member

Board Members Absent:

S. David Freeman, Interim General Manager
Michael Moore, Retiree Member
Appointed DWP Commissioner - Vacant

Staff Present:

Sangeeta Bhatia, Retirement Plan Manager
Mary Higgins, Assistant Retirement Plan Mgr
Jeremy Wolfson, Chief Investment Officer
Julie Escudero, Utility Executive Secretary

Others Present:

Neil Rue, Pension Consulting Alliance, Inc.
Kay Ceserani, Pension Consulting Alliance, Inc.
Eric White, Pension Consulting Alliance, Inc.
Michael Wilkinson, Deputy City Attorney

President Romero called the meeting to order at 9:09 a.m. following the Pledge of Allegiance.

Ms. Bhatia indicated a quorum of the Board was present.

Public Comments (Taken later in conjunction with Item 3)

- 1. Report on Organizational Changes at ING Investment Management**
- 2. Report on Organizational Changes at INVESCO**

Ms. Coffin moved to Receive and File Items 1 and 2; seconded by Mr. Poole, and carried unanimously after the following vote:

*Ayes: Romero, Poole, Coffin, and Peltola
Nays: None*

- 3. Discussion of Recommendation to Extend the Contract with Investment Manager MF Institutional Investors, Inc.**

Public Comments (Out of Order)

Mr. Romero acknowledged Carolyn Lucey, Relationship Manager from MFS Institutional Advisors, Inc.

Ms. Lucey expressed her appreciation to the Board Members for considering the renewal of their contract.

Ms. Coffin moved for approval of Resolution No. 10-36, to approve the contract extension for MFS Institutional Advisors, Inc.; seconded by Mr. Poole, and carried unanimously after the following vote:

*Ayes: Romero, Poole, Coffin, and Peltola
Nays: None*

4. Presentation of Proposals and Interviews for Active Small-Cap Equity Mandate Manager

Mr. Romero acknowledged Kay Ceserani, Pension Consulting Alliance, who provided background of the item.

The Board interviewed the following candidates for the Active Small-Cap Equity Mandate Manager following a review by Kay Ceserani of the Request for Proposal (RFP) response material:


- a) Fred Alger Management, Inc.
- b) Frontier Capital Management Company
- c) BlackRock Capital Management, Inc.
- d) Turner Investment Partners

Mr. Rue provided comments after the conclusion of the interviews. Discussion ensued among the Board Members, PCA, and Staff.

Ms. Coffin moved that the Board select Frontier Capital Management Company as the Active Small-Cap Equity Mandate Manager; seconded by Mr. Poole, and carried after the following vote:

*Ayes: Romero, Poole, Coffin, and Peltola
Nays: None*

There being no further business, the meeting adjourned at 11:31 a.m.




Javier Romero
Board President

11/4/09
Date



Sangeeta Bhatia
Retirement Plan Manager

12.15.09
Date



Julie Escudero
Utility Executive Secretary

12.15.09
Date