

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

MINUTES

APRIL 4, 2012

Board Members Present:

Javier Romero, President
Cindy Coffin, Vice President
Ronald O. Nichols, General Manager
Barry Poole, Regular Member
Robert Rozanski, Retiree Member

Board Members Absent:

DWP Commissioner - Vacant
Mario Ignacio, Chief Accounting Employee

Staff Present:

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

Others Present:

Alan Manning, Assistant City Attorney

President Romero called the special meeting to order at 9:00 a.m.

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

1. Discussion of Contract Negotiations for Passive International Developed Equity Manager

Mr. Wolfson provided the background on this item to reconsider BlackRock to manage the Plan's Passive Developed International Equity Mandate. He explained that following the interviews for this manager, the Board had requested additional information, mainly concerning governance matters, prior to making a selection.

Mr. Wolfson reviewed Staff's report and explained why Staff and Pension Consulting Alliance recommended the Board select BlackRock.

Mr. Rozanski moved that the Board approve Resolution No. 12-72 to select BlackRock to manage the Passive Developed International Equity mandate in a commingled fund structure; seconded by Ms. Coffin.

Ayes: Coffin, Nichols, Poole, Romero, and Rozanski

Nays: None

Absent: Ignacio

THE MOTION CARRIED

2. Presentations of Proposals and Interviews for Active Emerging Markets Value Equity Manager

Mr. Romero acknowledged Neil Rue and Colin Bebee of Pension Consulting Alliance who provided the background on this item to select an Active Emerging Markets Value Equity Manager. Following a review of the summary of statistics and the Request for Proposal response materials, the Board interviewed the following candidates:

- a) Capital International
- b) Dimensional Fund Advisors
- c) DuPont Capital Management
- d) J.P. Morgan Asset Management
- e) Los Angeles Capital Management


Messrs. Rue and Bebee provided an overview after the conclusion of the interviews, and discussion ensued among the Board Members, PCA, and Staff regarding the responses.

Mr. Rozanski moved that the Board select Los Angeles Capital Management as the first choice for Active Emerging Markets Value Equity Manager, subject to the successful negotiation of fees; and should the fee negotiations with Los Angeles Capital Management be unsuccessful, that the Board select DuPont Capital Management and authorize Staff to negotiate acceptable fees; seconded by Mr. Nichols.

Ayes: Coffin, Nichols, Poole, Romero, and Rozanski
 Nays: None
 Absent: Ignacio

THE MOTION CARRIED.

With no further business, the meeting adjourned at 11:48 a.m.



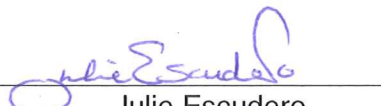
 Javier Romero
 Board President

5/9/12
 Date



 Sangeeta Bhatia
 Retirement Plan Manager

5/9/12
 Date



 Julie Escudero
 Utility Executive Secretary

5.9.12
 Date