

**The City of Mobile, Alabama**  
**Police and Firefighters Retirement Plan**  
**Regular Meeting**  
**July 23, 2008**

The Board of Trustees for The City of Mobile, Alabama Police and Firefighters Retirement Plan met in regular session at 9:00 a.m. on Wednesday, July 23, 2008 in the City Council Pre-Conference room on the first floor of the south tower of Government Plaza.

Present:

Fire Service Captain Bryan Lee, Chairman  
Police Lieutenant Mike Morgan, Vice Chairman  
Retired Fire Service Captain Terry Lilley  
Fire Service Captain James Connick  
Mr. Michael Druhan  
Retired Police Sergeant Joe Connick  
Police Deputy Chief James Barber  
Ms. Wanda Cochran, Counsel  
Ms. Mary Berg, Secretary  
Ms. Debbie Blackburn, Office Assistant III

Absent:

Ms. Barbara Malkove

Guests:

Mr. William Broadus, Retired Firefighter  
Mr. Jerry Hughes, Retired Firefighter  
Mr. Tony Anderson, Retired Fire Service Captain  
Mr. Randall Prewitt, Retired Firefighter  
Mr. Michael Chestang, Retired Fire Service Captain  
Mr. Joseph Barlow, Retired Firefighter Driver  
Mr. E. A. Lyons, Retired Firefighter Driver  
Mr. John Makler, Retired Fire Service Captain  
Mr. J. H. Lyons, Retired Firefighter Driver  
Mr. Onrie Brown, Retired Fire Service Captain

The chairman, Captain Bryan Lee, called the meeting to order at 9:08 a.m.

The chairman presented the **minutes of the regular Board meeting of April 23, 2008.** *On a motion by Captain Connick, seconded by Lt. Morgan, the minutes were approved as written and distributed.*

The chairman presented the **financial statements for the month of May, 2008.** *Deputy Chief Barber moved for approval, the motion was seconded by Lt. Morgan, and the motion carried.*

The chairman presented items 4 and 5 on the agenda for approval. *On a motion by Lt. Morgan, seconded by Captain Connick, the Board approved the following:*

Personnel Action Notice of retirement effective August 1, 2008 submitted by **Community Resource Officer Emily T. Carmoney**, Mobile Police Department. As of July 31, 2008 Officer Carmoney will be 64 years old and will have served 30.12 years. She has elected the maximum option with no benefits due to a survivor; and

Personnel Action Notice of retirement effective July 19, 2008 submitted by **Police Corporal Richard N. Wiggins**, Mobile Police Department. As of July 18, 2008 Corporal Wiggins will be 52 years of age and will have served 25.79 years. He has elected the maximum option with no benefits due to a survivor.

The chairman presented items 6 through 12 on the agenda for approval. *On a motion by Mr. Druhan, seconded by Captain Connick, the Board approved the following:*

**Payment of Invoice No. 003754 dated June 27, 2008 in the amount of \$5,000.00 submitted by Gray & Company** for investment performance analysis ending June 30, 2008;

**Payment in the amount of \$194.00 to Westbrook Real Estate** for professional real estate management fees for the period April 1, 2008 through June 30, 2008;

**Payment in the amount of \$41,545.00 to Permal Capital Management** for call requested for current investment;

**Payment in the amount of \$4,461.00 to Levine Leichtman Capital Partners, Inc.** for call requested for management fees;

**Payment in the amount of \$8,327.00 to Ripplewood Partners II, LP** for capital call for management fees;

**Payment of Invoice dated July 16, 2008 in the amount of \$19,569.00 submitted by Transamerica Investment Management** for professional smid cap income investment services for the quarter ending September 30, 2008; and

**Payment of Invoice dated July 9, 2008 in the amount of \$19,543.60 submitted by Evergreen Investments**, for professional equity investment services for the quarter ending June 30, 2008.

The chairman presented a **request for reimbursement from Ms. Cochran in the amount of \$782.00** for travel expenses incurred while attending the NAPPA Conference in Boston, MA on June 24-27, 2008. *Captain Connick moved for approval. Lt. Morgan seconded the motion, and it carried.*

The secretary provided each Board member with a list of the **requests for refund**. *On a motion by Deputy Chief Barber, seconded by Lt. Morgan, the Board approved refunds totaling \$40,099.67 as follows:*

<i>Joseph B. Chambers</i>	<i>\$8,429.12</i>
<i>Anthony J. Sanchez</i>	<i>8,451.48</i>
<i>Ronald J. Santana</i>	<i>18,781.47</i>
<i>Aaron R. Swayze</i>	<i>4,437.60</i>
<i>Total Refunds</i>	<i>\$40,099.67</i>

#### **Unfinished business:**

- Ms. Cochran presented the following TIAA-CREF resolution to the Board for approval. *Captain Connick motioned that the Board adopt the resolution. Mr. Joe Connick seconded the motion, and it carried:*

## RESOLUTION

**Whereas**, the Board is designated by Article 7 of Act 97-689, 1997 Ala. Acts as the administrative authority for a retirement plan established for the benefit of the police officers and firefighters for the City of Mobile, Alabama (the “Plan”);

**Whereas**, section 7.04(b) of the Plan vests the Board with full power to invest and reinvest the Plan’s assets (the “Fund”) in such investments as the Board may from time to time approve, and further authorizes the Board to employ such financial advisors as it may, from time to time, approve;

**Whereas**, the Board has previously engaged Gray and Company as an independent financial consultant and fiduciary to the Plan to assist the Board, among other things, in constructing its investment portfolio and monitoring performance of investment managers employed by the Plan;

**Whereas**, the Board has adopted an asset allocation plan, the terms of which require a portion of the Fund to be invested in various asset classes, a portion of which is known as “Alternatives”;

**Whereas**, the Board initiated a competitive process to select one or more investments to meet the Board’s objectives as set out in the asset allocation policy;

**Whereas**, the Board, in conjunction with Gray and Company, interviewed several firms that offer an investment management services and determined that the Board should invest a portion of its assets in a real estate limited partnership known as the TIAA-CREFF Asset Management Core Property Fund, LP (hereafter referred to as the “Fund”);

**Whereas**, the Fund has submitted to the Board a Subscription Agreement; a Limited Partnership Agreement; a Confidential, Amended and Restated Private Placement Memorandum (No. 395) and Part II of the ADV Form (Uniform Application for Investment Adviser Registration) for TIAA-CREF Investment Management LLC, the “Contract Documents”;

**Whereas**, Gray and Company has reviewed the Contract Documents, including the ADV Form; has approved the business terms as appropriate for this type of investment; and has confirmed that the investment is in compliance with the Board’s asset allocation policy;

**Whereas**, the Board’s General Counsel has reviewed the contract documents and approved the same as to form;

**Whereas**, in response to questions posed by the Board’s General Counsel, representatives of TIAA-CREF have provided additional information for the Board’s consideration, described below, and copies of which are attached to this resolution:

- Email dated July 21, 2008
- Annual Report (12/31/07)
- Quarterly Report (12/31/07)
- Spreadsheet showing fund investor categories

**NOW, THEREFORE, BE IT RESOLVED by the City of Mobile Police and Firefighters Retirement Plan Board:**

1. That the Chairman and Secretary are authorized to execute and attest, respectively, for and on behalf of the Board, the Subscription Agreement, attached hereto, and such other documents which may be necessary to appoint invest in the Fund;
2. The precise amount to be invested shall be determined by Gray and Company in accordance with the Asset Allocation Policy, which, as of June 30, 2008 was approximately \$3,200,000.00 million dollars.

ATTEST:

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- The chairman, Captain Lee, recommended to the Board that the amendment to the law which is needed to make changes regarding the mortality tables be pursued after updating the IRS determination letter. Within the discussion of amending the Plan, Mr. Joe Connick praised Retired Firefighter-Driver A. C. Chambers (deceased) and Retired Fire Captain Marvin Weekley (deceased) for their tireless efforts with State congressional representatives on behalf of the Plan.
  - The Board discussed changing the frequency of the Consultant's visits to the Board meetings. *Deputy Chief Barber moved to have the Consultant attend Board meetings quarterly, and if necessary be available for a conference call during the other monthly meetings. Mr. Druhan seconded the motion, and it carried.*
  - Mr. Lilley reiterated the retirees' frustration with the delay in receiving a raise. *Mr. Lilley motioned that the Board send a letter to the Mayor regarding the COLA's discussed in an August 2007 meeting. Mr. Joe Connick seconded the motion, and it carried.*

**New business:**

- Captain Lee brought up Police Captain Amelia Brown's wish to "buy back" the time in which she had not participated in the Plan. The Board asked that Captain Brown be invited to the next meeting.
- The chairman welcomed the guests and invited them to address the Board. Retired Firefighter William Broadus talked about the 7% raise, and about re-instating the "Escalation Clause" for all retirees.

*There being no further business to come before the Board, on a motion by Captain Connick, and seconded by Mr. Druhan, the meeting adjourned at approximately 10:30 a.m.*

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Bryan T. Lee, Chairman

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Mary A. Berg, Secretary