BOARD OF INVESTMENTS AGENDA 10-12-11

LACERA

300 N. Lake Ave., Suite 810 Pasadena, CA 91101

9:00 AM

I. PLEDGE OF ALLEGIANCE

II. APPROVAL OF THE MINUTES

A. APPROVAL OF THE MINUTES OF THE MEETING OF THE BOARD OF INVESTMENTS OF SEPTEMBER 14, 2011.

III. PUBLIC COMMENT

IV. REPORT ON CLOSED SESSION ITEMS

V. ACTION ITEMS

- A. Recommendation as submitted by John Nogales, Director Human Resources, LACERA, that your Board:
 - 1. Delegate authority to the Chief Executive Officer to set the Chief Investment Officer's initial salary in the fourth quartile of the salary range.
 - 2. Provide LACERA unclassified positions reinstatement rights as provided under County Charter Article IX Civil Service, Section 33.6. (Memo dated October 5, 2011.)
- **B.** Recommendation as submitted by Gregg Rademacher, Chief Executive Officer: That your Board provide Milliman, the plan actuary, direction on the inclusion/exclusion of the STAR COLA Reserve as a valuation asset. (Memo dated September 27, 2011.)
- **C.** Recommendation as submitted by Gregg Rademacher, Chief Executive Officer: That your Board provide Milliman, the plan actuary, direction on the appropriate economic assumptions in conducting actuarial valuations. (Memo dated September 27, 2011.)

Milliman

Nick J. Collier Principal & Consulting Actuary

ASA, EA, MAAA

Mark Olleman, Consulting Actuary

ASA, EA, MAAA

- D. Recommendation as submitted by Earl W. Buehner, Senior Staff Counsel: Consent to the assignment of the Real Estate Consulting Services Agreement from The Townsend Group, Inc. to Townsend Holdings, LLC, and authorize staff to execute such consents and other documents to effect the assignment after review and approval by the LACERA Legal Office. (Memo dated October 3, 2011.)
- **E.** Recommendation as submitted by Christopher J. Wagner, Senior Investment Officer, Private Equity and Shelly P. Tilaye, CAIA, Senior Investment Analyst, Private Equity: Approve a commitment of up to \$15 million to Union Square Ventures 2012, L.P. (Memo October 5, 2011.)
- **F.** Recommendation as submitted by Vache Mahseredjian, CFA, CAIA, ASA, Principal Investment Officer: Approve the issuance of a Request for Information (RFI) for a cash manager, with the minimum qualifications as recommended in this memorandum. (Memo dated October 3, 2011.)
- **G.** Recommendation as submitted by Gregg Rademacher, Chief Executive Officer: Approve attendance of Board members, and staff as designated by the Chief Executive Officer to attend KKR's 2011 Market Perspectives Meeting and Private Equity Portfolio Review on October 25 and 26, 2011, in New York City, and approve reimbursement of all travel costs incurred in accordance with LACERA's Education and Travel Policy. (Memo dated October 3, 2011.) (Placed on the Agenda at the request of Mr. Russin.)
- **H.** Recommendation as submitted by James Rice, Senior Investment Officer: Approve attendance of Board members and Staff as designated by the Chief Executive Officer at the Goldman Sachs Asia Hedge Fund Symposium to be held November 8-9, 2011, at the Chinzan-so Conference Center in Tokyo, Japan and approve reimbursement of all travel costs incurred in accordance with LACERA's Education and Travel Policy. (Memo dated October 5, 2011.)
- I. *Recommendation as submitted by Gregg Rademacher, Chief Executive Officer: Approve attendance of Board members, and staff as designated by the Chief Executive Officer to the AIMS 2011 Alternative Investments Symposium at the GS Conference Center in New York City on November 2 & 3, 2011, and approve

reimbursement of all travel costs incurred in accordance with LACERA's Education and Travel Policy. (Memo dated October 7, 2011.) (Placed on the Agenda at the request of Mr. Barger.)

VI. REPORTS

A. Single Family Housing Program

Manager Update and Review

(Memo dated October 4, 2011.)

TriPacific Capital Advisors, LLC

Geoffrey S. Fearns, President

Lisa Albanez, Executive Vice President

Paul Lucatourto, Executive Vice President

B. Private Equity Program Review

Christopher J. Wagner, Senior Investment Officer, Private Equity

(Memo dated October 5, 2011.)

C. Private Equity Allocation

John McClelland, Interim Chief Investment Officer

James Rice, CFA, Senior Investment Officer

(Memo dated October 5, 2011.) (For information only.)

D. Acadian Asset Management, LLC

Dale Johnson, Senior Investment Analyst

(Memo dated October 5, 2011.) (For information only.)

VII. EXECUTIVE SESSION

- A. CONFERENCE WITH LEGAL COUNSEL ANTICIPATED LITIGATION (Subdivision (c) of California Government Code Section 54956.9)
 - **1.** Initiation of litigation pursuant to subdivision (c) of California Government Code Section 54956.9: One potential case.

VIII. GOOD OF THE ORDER

(For discussion purposes only.)

IX. ADJOURNMENT

MINUTES OF THE MEETING OF THE BOARD OF INVESTMENTS LOS ANGELES COUNTY EMPLOYEES RETIREMENT ASSOCIATION 300 NORTH LAKE AVENUE, SUITE 810, PASADENA, CALIFORNIA 91101 WEDNESDAY, OCTOBER 12, 2011, 9:00 A.M.

PRESENT: John M. Barger, Chair

Simon S. Russin, Vice Chair

Herman B. Santos, Secretary

Will Pryor

Joseph Kelly (Sitting in for Mark J. Saladino)

Diane Sandoval

Michael Schneider

Estevan Valenzuela

Leonard Unger (Left at 12:25 p.m.)

STAFF, ADVISORS, PARTICIPANTS

Gregg Rademacher, Chief Executive Officer

Robert Hill, Assistant Executive Officer

Janice Golden, Assistant Executive Officer

John D. McClelland, Interim Chief Investment Officer

STAFF, ADVISORS, PARTICIPANTS (Continued)

Vache Mahseredjian, CFA, Principal Investment Officer

Christopher J. Wagner, Senior Investment Officer, Private Equity

June H. Kim, Senior Investment Officer, Equities

James Rice, CFA, Senior Investment Officer

Robert Z. Santos, Investment Officer, Fixed Income

Juan Almaguer, Senior Investment Analyst

Shelly P. Tilaye, CAIA, Senior Investment Analyst, Private Equity

Esmeralda Vita del Bosque, Senior Investment Analyst, Equities

Dale Johnson, Senior Investment Analyst, Equities

Robb Van Der Volgen, Chief Counsel

Earl Buehner, Senior Staff Counsel

Johanna Fontenot, Senior Staff Counsel

Michael Herrera, Senior Staff Counsel

Christine Roseland, Staff Counsel

I. PLEDGE OF ALLEGIANCE

Chairman Barger led the Board Members and staff in reciting the Pledge of Allegiance.

II. APPROVAL OF THE MINUTES

A. APPROVAL OF THE MINUTES OF THE MEETING OF THE BOARD OF INVESTMENTS OF SEPTEMBER 14, 2011.

A motion was made by Ms. Sandoval, seconded by Mr. Schneider, to approve the Minutes of the meeting of the Board of Investments of September 14, 2011. The motion carried with Mr. Unger abstaining.

III. PUBLIC COMMENT

Rachel Smith, staff at the Embassy Suites Irvine offered a brief overview on the ongoing labor dispute with a hotel currently managed by HEI Hotel & Resorts and owned by Cornerstone Hotel Income and Equity Fund II (Chief II), in which LACERA participates as a Limited Partner.

Blaine Meek, of the Coalition of County Unions, Mark Klein of SEIU Local 721, David Green of the Los Angeles Department of Children and Family Services and William (Bill) Fujioka, the Chief Executive Officer for the County of Los Angeles asked that the Board keep the current investment return assumption rate at 7.75%, and include the STAR COLA reserves as a valuation asset.

IV. REPORT ON CLOSED SESSION ITEMS

None.

Chair Barger reported for the record that V. Action Items G. H., and I would be handled at this time.

V. ACTION ITEMS

G. Recommendation as submitted by Gregg Rademacher, Chief Executive Officer: Approve attendance of Board members, and staff as designated by the Chief Executive Officer to attend KKR's 2011 Market Perspectives Meeting and Private Equity Portfolio Review on October 25 and 26, 2011, in New York City, and approve reimbursement of all travel costs incurred in accordance with LACERA's Education and Travel Policy. (Memo dated October 3, 2011.) (Placed on the Agenda at the request of Mr. Russin.)

There was a brief discussion on concerns relating to the Education and Travel Policy Guidelines.

A motion to approve the recommendation was made by Ms. Sandoval, seconded by Mr. Russin. The motion carried with Messrs. Valenzuela and Santos voting no.

H. Recommendation as submitted by James Rice, Senior Investment Officer: Approve attendance of Board members and Staff as designated by the Chief Executive Officer at the Goldman Sachs Asia Hedge Fund Symposium to be held November 8-9, 2011, at the Chinzan-so Conference Center in Tokyo, Japan and approve reimbursement of all travel costs incurred in accordance with LACERA's Education and Travel Policy. (Memo dated October 5, 2011.)

A motion to approve the recommendation was made by Mr. Schneider, seconded by Mr. Kelly. The motion carried with Messrs. Santos, Pryor and Valenzuela voting no.

I. Recommendation as submitted by Gregg Rademacher, Chief Executive Officer: Approve attendance of Board members, and staff as designated by the Chief Executive Officer to the AIMS 2011 Alternative Investments Symposium at the GS Conference Center in New York City on November 2 & 3, 2011, and approve reimbursement of all travel costs incurred in accordance with LACERA's Education and Travel Policy. (Memo dated October 7, 2011.) (Placed on the Agenda at the request of Mr. Barger.)

A motion to approve the recommendation was made by Mr. Kelly, seconded by Ms. Sandoval. The motion carried by unanimous vote.

Chair Barger reported for the record that the Board would return to the regular order of business and handle V. Action Item A.

V. ACTION ITEMS

- A. Recommendation as submitted by John Nogales, Director Human Resources, LACERA, that your Board:
 - 1. Delegate authority to the Chief Executive Officer to set the Chief Investment Officer's initial salary in the fourth quartile of the salary range.

Mr. Nogales provided an executive summary on the proposed recommendation of delegating authority to the Chief Executive Officer to set the Chief Investment Officer's initial salary in the fourth quartile of the salary range. A brief discussion followed and the Board commended Mr. Rademacher in handling the CIO search process.

A motion was made by Mr. Pryor, seconded by Mr. Schneider to delegate authority to the Chief Executive Officer, to set the Chief Investment Officer's initial salary in the fourth quartile of the salary range. The motion carried by unanimous vote.

2. Provide LACERA unclassified positions reinstatement rights as provided under County Charter Article IX - Civil Service, Section 33.6. (Memo dated October 5, 2011.)

Mr. Nogales provided an executive summary on the proposed recommendation of providing LACERA unclassified positions reinstatement rights as provided under the County Charter Article IX, Civil Services, Section 33.6. A brief discussion followed on reinstatement concerns.

A motion was made by Mr. Valenzuela, seconded by Mr. Kelly to provide LACERA unclassified positions reinstatement rights as provided under County Charter Article IX – Civil Service, Section 33.6. The motion carried by unanimous vote.

B. Recommendation as submitted by Gregg Rademacher, Chief Executive Officer: That your Board provide Milliman, the plan actuary, direction on the inclusion/exclusion of the STAR COLA Reserve as a valuation asset. (Memo dated September 27, 2011.)

Mr. Rademacher gave a brief overview on the proposed recommendation of providing Milliman, the plan actuary, direction on the inclusion/exclusion of the STAR COLA Reserve (STAR Reserve) as a valuation asset.

Every year Milliman, LACERA's plan actuary, measures the plan's funding strength in order to set employer contribution rates. The STAR Program was started in the 1990's by the Board of Retirement and Board of Investments funding the STAR Program using excess earnings. In 1994, the County contributed \$2.1 billion to LACERA under a Pension Obligation Bond Agreement. The funding agreement set aside excess earnings to further fund the STAR Program. In 2000 new legislation raised the STAR Program benefit level from a 75% inflation protection to an 80% inflation protection and allowed the Board of Retirement to vest the benefit. Each year since, the Board of Retirement has vested the benefit, which requires taking money from the STAR Reserve and putting it into valuation reserves, creating a liability.

In 2002, the Funding Agreement was amended, requiring LACERA to count the STAR Reserve as a valuation asset. At that time, the Plan Actuary felt that including the STAR Reserve would be acceptable on a temporary basis.

The Funding Agreement expired 2009. In 2009, a Funding Policy was created that defined which reserves were included or excluded. The Board voted to include the STAR Reserve as a valuation asset for the fiscal year ending June 30, 2009, and to re-evaluate the matter for the next fiscal year. In 2010, the Board again voted to include the STAR Reserve as a valuation asset and to review the issue in 2011.

LACERA asked its Financial Auditor, Brown Armstrong, how including the STAR Reserve would impact LACERA's financial statements, an issue separate from the adequacy of plan funding. From Brown Armstrong's accounting perspective, the STAR Reserve should be constituted as net assets available for plan benefits in accordance with Generally Accepted Accounting Principles.

Brown Armstrong also expressed a preference for continuity in treatment of the STAR Reserve from year to year to enhance comparability of financial statements.

The LA County Civil Grand Jury that conducted an in-depth analysis of both the pension plan and administration of the Plan recommended in its findings that the STAR Reserve be excluded from assets which are used to measure the plan's financial strength to pay retirement benefits. A brief discussion followed.

A motion was made by Mr. Schneider, seconded by Ms. Sandoval, to permanently exclude the STAR COLA Reserve as a valuation asset so as to enhance the comparability of financial statements from year-to-year.

The motion failed with Messrs. Schneider, Russin, Ms. Sandoval and Chair Barger voting yes and Messrs. Valenzuela, Pryor, Kelly, Santos and Unger voting no.

A motion was made by Mr. Pryor, seconded by Mr. Santos to include the STAR COLA Reserve as a valuation asset for fiscal year 2011 and direct staff to provide information at the next Board meeting, on modifying the Funding Policy with respect to the STAR COLA Reserve and on securing an indemnification from the County with respect to that Reserve for fiscal year 2012 and beyond, to allow the Reserve to be included as a valuation asset. The motion carried with Messrs. Valenzuela, Pryor, Kelly, Santos and Unger voting yes, and Messrs. Schneider and Russin, Ms. Sandoval and Chair Barger voting no.

C. Recommendation as submitted by Gregg Rademacher, Chief Executive Officer: That your Board provide Milliman, the plan actuary, direction on the appropriate economic assumptions in conducting actuarial valuations. (Memo dated September 27, 2011.)

Milliman
Nick J. Collier Principal & Consulting Actuary
ASA, EA, MAAA
Mark Olleman, Consulting Actuary
ASA, EA, MAAA

Mr. Rademacher reported that Nick Collier and Mark Olleman, of Milliman, LACERA's Actuary, would provide an overview and analysis on the economic assumptions used to measure the financial strength of the plan.

Messrs. Collier and Olleman followed with their presentation and reported that the basic equation required for any system is that contributions and investment income must be sufficient to pay benefits and expenses. The actuary's role is to help the system keep things in balance, recommend contribution rates for employers and employees, and make sure the assets plus future contributions are sufficient to pay the expected benefits.

Actuarial assumptions are developed through estimates for future results which are based on a mixture of past experience, future expectations and professional judgment. Messrs. Olleman and Collier reported that LACERA's Board adopted a 7.75% investment return assumption as part of the 2004 Investigation of Experience. Detailed reviews took place in 2007 and 2010 with discussions on lowering the investment return assumption to 7.50% or lower. In 2010, the Board agreed to revisit the economic assumptions.

Mr. Olleman pointed out that his firm would focus on two areas:

(1) determining the expected return; and (2) selecting a specific assumption. The capital market assumptions are slightly lower and this is mainly due to a lower inflation component. Real wage growth has historically exceeded price inflation by 0.5% over the last 40 years nationally. LACERA's experience has been 0.0% over 10 years and 0.5% over 30 years. Milliman's recommendation is to maintain 0.5% real wage growth, with a recommended rate of 3.50% to 3.75% combined real wage growth rate and inflation rate. The components in calculating the expected return are the 2011 Capital Market Assumptions

(CMA), and LACERA's target asset allocation. Wilshire Associates, LACERA's Investment Consultant has an inflation assumption of 2.25% which was found to be reasonably consistent with five other investment consultants.

In setting a reasonable range for the investment return assumption, Milliman used an inflation assumption rate of 3.00%, which is 0.75% higher than Wilshire's 2.25%. Milliman also reported that since a higher inflation assumption indirectly leads to a higher investment return assumption, a high inflation assumption can lead to an aggressive return assumption. Consideration should be given to picking a below-median investment return assumption.

Wilshire's Capital Market Assumption is 6.8% minus a 2.3% inflation assumption, leaving a real return of 4.5%. In selecting a specific assumption, many factors are to be considered, for example: the impact if an investment return assumption is not met, or the financial impact of a lower investment return assumption. Milliman's recommended investment return assumption range would be 7.25% to 7.5%, with LACERA balancing current, versus future needs.

Milliman offered that the reason to make the change is lower expected returns, due to lower expected inflation and a longer term trend in that direction. The current investment return assumption of 7.75% expected to be achieved less than 50% of the time. Milliman also recommends moving the wage/salary inflation assumption in lock step with the investment return assumption. A brief discussion followed on Plan sponsor and budget concerns.

A motion was made by Mr. Pryor, seconded by Mr. Valenzuela that (1) the valuation for the 2011 fiscal year will assume a rate of 7.70%, the valuation for the 2012 fiscal year will assume a rate of 7.60%, and the 2013 fiscal year will assume a rate of 7.50%; and (2) the wage and salary inflation assumption move in lock step with the investment return assumption. The motion carried with Mr. Kelly voting no.

D. Recommendation as submitted by Earl W. Buehner, Senior Staff Counsel: Consent to the assignment of the Real Estate Consulting Services Agreement from The Townsend Group, Inc. to Townsend Holdings, LLC, and authorize staff to execute such consents and other documents to effect the assignment after review and approval by the LACERA Legal Office. (Memo dated October 3, 2011.)

Mr. Buehner reported that LACERA's current real estate consultant, The Townsend Group, Inc (Townsend Inc.) is restructuring and forming a new entity, Townsend Holdings LLC (Townsend LLC) and it is assigning its consulting agreement with LACERA to the new entity. LACERA's Investment Policy requires Board approval because subsequent to the assignment, LACERA's consultant will be a new legal entity. Townsend has represented to staff that its current owners will continue to have an ownership interest in the new entity, and that the new entity will be as strong financially as the current consultant.

Townsend has informed staff there will be no change in the services provided to LACERA, or the personnel providing them. A brief discussion followed.

A motion to approve the recommendation was made by Mr. Valenzuela, seconded by Mr. Pryor. The motion carried by unanimous vote.

E. Recommendation as submitted by Christopher J. Wagner, Senior Investment Officer, Private Equity and Shelly P. Tilaye, CAIA, Senior Investment Analyst, Private Equity: Approve a commitment of up to \$15 million to Union Square Ventures 2012, L.P. (Memo October 5, 2011.)

Ms. Tilaye gave a brief overview on the proposed commitment to Union Square Ventures 2012, L.P.

A motion to approve the recommendation was made by Mr. Barger, seconded by Mr. Pryor. The motion carried by unanimous vote.

F. Recommendation as submitted by Vache Mahseredjian, CFA, CAIA, ASA, Principal Investment Officer: Approve the issuance of a Request for Information (RFI) for a cash manager, with the minimum qualifications as recommended in this memorandum. (Memo dated October 3, 2011.)

Mr. Mahseredjian gave a presentation on the proposed issuance of a Request for Information (RFI) for a cash manager, using the proposed minimum qualifications. The criteria is based on LACERA's Investment Policy and address managers' assets under management, the length of their track record and their

performance history. A brief discussion followed, during which the Board discussed offering the Office of the County Treasurer and Tax Collector an opportunity to respond to the RFI.

A motion was made by Mr. Santos, seconded by Mr. Pryor to approve the recommendation, amended to allow the County Treasurer and Tax Collector's office to submit a proposal. The motion carried by unanimous vote.

VI. REPORTS

A. Single Family Housing Program
Manager Update and Review
John D. McClelland, Interim Chief Investment Officer
(Memo dated October 4, 2011.)

TriPacific Capital Advisors, LLC Geoffrey S. Fearns, President Lisa Albanez, Executive Vice President Paul Lucatourto, Executive Vice President

Mr. McClelland reported that the presentation would be the second of a three part review of LACERA's home building investment program. He pointed out that LACERA's revolving commitment to the housing program, formally

VI. REPORTS (Continued)

known as TriPacific Residential Investors One, LLC (the "Program"), expires at the end of October 2011. Following that date, the program will enter a wind down period, during which time investments would be liquidated. He introduced the Program Manager of TriPacific Capital Advisors (TriPacific) Geoffrey Fearns, and his staff, Lisa Albanez and Paul Lucatourto.

Mr. Fearns reported that their performance was positive through 2006, but the dramatic housing decline resulted in an overall loss of equity, although no losses were incurred on LACERA's guaranteed debt. The portfolio was restructured to include land-banking in anticipation of the housing market correction. The land banking structure was designed to protect the Program against home price declines of up to 15% without any loss of capital; however, finished lot values suffered from the greater than anticipated market decline.

TriPacific's build-out program (Estancia) began in 2009 to generate value on lots taken back from builders. Estancia's build-out strategy increases

LACERA's returns and flexibility for capital recovery. The Estancia program is currently self- sustaining and is generating a positive cash flow; however the

VI. REPORTS (Continued)

housing market will have some challenges with anemic job growth, low consumer confidence, and current credit constraints, although affordability is at an all-time high with interest rates at record lows.

The wind-down plan is to continue with the Estancia build-out on selected assets, and implemented an optimal strategy of to continuing sales, construction marketing, budget oversight and managing the remaining performing assets. A brief discussion followed and the Report was received and filed.

B. Private Equity Program Review Christopher J. Wagner, Senior Investment Officer, Private Equity (Memo dated October 5, 2011.)

Chair Barger reported that the Private Equity Program Review would be handled at the next regularly scheduled Board of Investments meeting.

C. Private Equity Allocation
John McClelland, Interim Chief Investment Officer
James Rice, CFA, Senior Investment Officer
(Memo dated October 5, 2011.) (For information only.)

The Private Equity Allocation update is for information only and was received and filed.

VI. REPORTS (Continued)

D. Acadian Asset Management, LLC
 Dale Johnson, Senior Investment Analyst
 (Memo dated October 5, 2011.) (For information only.)

The Acadian Asset Management, LLC update is for information only and was received and filed.

Chair Barger indicated Item VIII. Good of the Order would be handled at this time and Item VII. Executive Session would immediately follow.

VII. EXECUTIVE SESSION

- A. CONFERENCE WITH LEGAL COUNSEL ANTICIPATED LITIGATION (Subdivision (c) of California Government Code Section 54956.9)
 - 1. Initiation of litigation pursuant to subdivision (c) of California Government Code Section 54956.9:

One potential case.

The Board met in Executive Session pursuant to California Government

Code Section 54956.9 for the purpose of discussing a potential litigation matter.

The Board gave direction to staff.

October 12, 2011 Page 22

VIII. GOOD OF THE ORDER (For discussion purposes only.)

Mr. Pryor expressed his concern over today's public comment and what appear to be confirmed violations of labor laws and sanctions. He would like staff to provide a memo on what those violations were and if fines, penalties or discipline were imposed. He stated that LACERA's ownership and involvement in companies and properties require that they be operated at a higher standard, that these standards should be upheld, and any departures from them should be explained.

Mr. Rademacher formerly announced that David Kushner will be joining LACERA as its new Chief Investment Officer in mid-November. He is currently the Chief Investment Officer for the City and County of San Francisco and is very well regarded in the industry.

Green Folder Items

- 1. Chief Executive Officer's Report dated October 5, 2011.
- 2. Memo dated October 4, 2011 from Earl W. Buehner, Senior Staff Counsel regarding the FPPC action against Form 700 filers regarding undisclosed gifts.
- 3. Memo dated October 7, 2011 from Michael D. Herrera, Senior Staff Counsel regarding the Study on the deterrence effects of private securities litigation.
- 4. Memo dated October 11, 2011from Vache Mahseredjian, CFA, CAIA, ASA, Principal Investment Officer regarding Lehman Bankruptcy Trustee seeking funds from LACERA.

IX. ADJOURNMENT

There being no further business the meeting adjourned at 1:45 p.m.

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ohn M	Barger, C	[¬] hair