

**Teachers' Retirement System of Louisiana**  
**Board of Trustees**  
**Upon Adjournment of Personnel Committee – Thursday**  
**September 7, 2017**

**MEMBERS PRESENT:** Dr. Sheryl Abshire, Dr. Jerry Baudin, Holly Gildig, David Hennigan, Ricky Julien, Sr., Robert Lawyer, Rick McGimsey (Commissioner's Designee), Dr. Tia Mills, Neshelle Nogess, John Parauka, Carlos Sam, and Dr. James Taylor

**MEMBERS ABSENT:** Kathy Manning, Jim Napper (Treasurer's Designee), Senator Barrow Peacock, Representative J. Kevin Pearson, and State Superintendent John White

**STAFF PRESENT:** Maureen Westgard, Stuart Cagle, Phil Griffith, Dana Vicknair, Roy Mongrue, Jr., Adam Averite, Ed Branagan, Dana Brown, Gabrielle Brown-Morgan, Maurice Coleman, Randall Harrison, Lisa Honore`, Linnie Johnson, Jeff LaCour, Steve Marangos, Dionne Rabalais, Davorio Stevenson, Matt Tessier, Katherine Whitney, Charlene Wilson, Laurie Wright, Debbie Boudreaux, and Lisa Barousse

**OTHERS PRESENT:** Shelley Johnson, Foster & Foster Actuaries and Consultants; Annie Smith, Louisiana House Retirement Committee; and Laura Gail Sullivan, Louisiana Senate

Each member of the Board received the following:

1. September 2017 Board Book
2. Investment Committee Meeting September 7, 2017, Performance Report – July 31, 2017
3. Investment Committee Presentations from Aon Hewitt Investment Consulting, Inc.; Hamilton Lane Advisors, LLC; Stonepeak Infrastructure Partners; AEW Capital Management, L.P.; Brookfield Investment Management Inc.; Dimensional Fund Advisors LP; and Principal Real Estate Investors, LLC.
4. *Louisiana Teachers Retirement Performance Comparison, Total Returns of Master Trusts – Public : Plans >\$1Billion, Cumulative Periods Ending : June 30, 2017* (Wilshire)

Dr. Baudin called the meeting to order at 3:45 p.m. Mr. Sam led the Pledge of Allegiance. The secretary called the roll and a quorum was established.

**Approval of the Minutes of the Meeting of the TRSL Board of Trustees Held August 3, 2017 (Including Minutes of Committee Meetings Held August 3, 2017)**

ON MOTION OF MR. PARAUKA, SECONDED BY MS. NOGESS, AND CARRIED, the Board voted to approve the Minutes of the meeting of the TRSL Board of Trustees held August 3, 2017 (Including Minutes of Committee Meetings held August 3, 2017).

**Elections Committee Report**

ON MOTION OF MR. PARAUKA, SECONDED BY DR. TAYLOR, AND CARRIED, the Board voted to accept the report of the Elections Committee and to approve the recommendations contained therein.

**Investment Committee Report**

ON MOTION OF DR. ABSHIRE, SECONDED BY DR. MILLS, AND CARRIED, the Board voted to accept the report of the Investment Committee and to approve the recommendations contained therein.

**Executive Committee Report**

ON MOTION OF DR. BAUDIN, SECONDED BY MRS. GILDIG, AND CARRIED, the Board voted to accept the report of the Executive Committee and to approve the recommendations contained therein.

**Personnel Committee Report**

ON MOTION OF MRS. GILDIG, SECONDED BY DR. ABSHIRE, AND CARRIED, the Board voted to accept the report of the Personnel Committee and to approve the recommendations contained therein.

**Director's Update**

Ms. Westgard updated the Board on the following items:

- LAPERS Annual Seminar – September 17-19, 2017, Sheraton Hotel, New Orleans
- Dr. Tia Mills won a national award in August - *2018 Horace Mann Award for Teaching Excellence*. She is one of five educators nationwide to win the award. Dr. Mills won on the statewide level in April.

- Member Statements - A total of 93,952 statements were produced and the breakdown of type is as follows:
  - 54,792 statements with estimates
  - 30,518 statements without estimates (Less than 5 years of service credit)
  - 2,249 statements with estimates for members working after DROP
  - 6,393 Retiree Return-To-Work (RTW) statements

Mrs. Vicknair made comments thanking the Board for their confidence in her appointment as Director.

### **Adjournment**

ON MOTION OF MR. PARAUKA, SECONDED BY MR. JULIEN, AND CARRIED, the Committee voted to adjourn at 4:05 p.m.

**Teachers' Retirement System of Louisiana  
Elections Committee  
8:30 a.m. – Thursday  
September 7, 2017**

**MEMBERS PRESENT:** Jim Napper (Treasurer's Designee), John Parauka, David Hennigan, Dr. Tia Mills, Robert Lawyer, Dr. Sheryl Abshire, Holly Gildig, and Dr. James Taylor

**OTHER MEMBERS PRESENT:** Dr. Jerry Baudin, Ricky Julien, Sr., Kathy Manning, Rick McGimsey (Commissioner's Designee), and Neshelle Nogess

**STAFF PRESENT:** Maureen Westgard, Stuart Cagle, Phil Griffith, Dana Vicknair, Roy Mongrue, Jr., Adam Averite, Dana Brown, Maurice Coleman, Lisa Honore`, Jeff LaCour, Davorio Stevenson, Matt Tessier, Katherine Whitney, Debbie Boudreaux, and Lisa Barousse

**OTHERS PRESENT:** Paul Yett, Jerry Gates, and Matt Silverio, Hamilton Lane Advisors, LLC; Scott Coopriider and Rishi Delvadia, Aon Hewitt Investment Consulting; Annie Smith, Louisiana House Retirement Committee

**Roll Call**

Mr. Napper called the meeting to order at 8:30 a.m. The secretary called the roll and a quorum was established.

**Receive Runoff Elections Results for Retiree Representative**

Mr. Napper read the election results as follows: Dr. Jerry Baudin received 4,372 votes (72.34%) and Dr. David Gullatt received 1,672 votes (27.66%). Dr. Baudin was elected with 72.34% of the votes.

ON MOTION OF DR. ABSHIRE, SECONDED BY DR. TAYLOR, AND CARRIED, the Committee voted to receive and approve the runoff election results for Retiree Representative for the term January 1, 2018 through December 31, 2021.

**Adjournment**

ON MOTION OF MR. HENNIGAN, SECONDED BY DR. MILLS, AND CARRIED, the Committee voted to adjourn at 8:34 a.m.

**Teachers' Retirement System of Louisiana  
Investment Committee  
Upon Adjournment of Elections Committee – Thursday  
September 7, 2017**

**MEMBERS PRESENT:** Dr. Sheryl Abshire, Kathy Manning, Robert Lawyer, David Hennigan, Holly Gildig, Jim Napper (Treasurer's Designee), Neshelle Nogess, Rick McGimsey (Commissioner's Designee), and Dr. Jerry Baudin

**MEMBERS ABSENT:** Representative J. Kevin Pearson and Senator Barrow Peacock

**OTHER MEMBERS PRESENT:** Ricky Julien, Sr., Dr. Tia Mills, John Parauka, Carlos Sam, and Dr. James Taylor

**STAFF PRESENT:** Maureen Westgard, Stuart Cagle, Phil Griffith, Dana Vicknair, Roy Mongrue, Jr., Adam Averite, Dana Brown, Maurice Coleman, Lisa Honore`, Jeff LaCour, Davorio Stevenson, Matt Tessier, Katherine Whitney, Debbie Boudreaux, and Lisa Barousse

**OTHERS PRESENT:** Shelley Johnson, Foster & Foster Actuaries and Consultants; Paul Yett, Jerry Gates, and Matt Silverio, Hamilton Lane Advisors, LLC; Scott Coopridier and Rishi Delvadia, Aon Hewitt Investment Consulting; Michael Dorrell and Ryan Roberge, Stonepeak Infrastructure Partners; Matt Troxell, Rob Oosterkamp, and Hall Jones, AEW Capital Management, L.P.; Bernhard Krieg, Matthew Wenman and Wendy Rockman, Brookfield Investment Management Inc.; James Charles and Allen Pu, Dimensional Fund Advisors, LP; Kelly Rush and Doug Harper, Principal Real Estate Investors, LLC.; Annie Smith, Louisiana House Retirement Committee; and Margaret Corley and Laura Gail Sullivan, Louisiana Senate

**Roll Call**

Dr. Abshire called the meeting to order at 8:35 a.m. The secretary called the roll and a quorum was established.

## Private Market Update and Review of Potential Private Market Investments

Paul Yett, Jerry Gates, and Matt Silverio of Hamilton Lane Advisors, L.L.C., appeared before the Committee to present private market items. Mr. Yett presented the private market update.

Mr. Silverio reviewed a potential alternative investment in Stonepeak Infrastructure Fund III, L.P.

Michael Dorrell and Ryan Roberge of Stonepeak Infrastructure Partners appeared before the Committee to give a presentation on the fund.

ON MOTION OF MR. LAWYER, SECONDED BY MS. MANNING, AND CARRIED, consistent with the alternative investment guidelines, the Committee voted to receive the Hamilton Lane report, including the due-diligence process dated September 7, 2017, pertaining to investments in Stonepeak Infrastructure Fund III, L.P. (up to \$50 million), subject to final term negotiations completed within the timeline established by the Hamilton Lane contract.

Mr. Silverio reviewed a potential alternative investment in Abraaj Private Equity Fund VI, L.P.

DR. BAUDIN MOVED AND MR. HENNIGAN SECONDED A MOTION TO receive the Hamilton Lane report, including the due-diligence process dated September 7, 2017, pertaining to investments in Abraaj Private Equity Fund VI, L.P. (up to \$50 million), subject to final term negotiations completed within the timeline established by the Hamilton Lane contract. MR. NAPPER OBJECTED TO THE MOTION and the secretary called the roll. THE MOTION PASSED by a vote of six yeas and three nays with Mrs. Gildig, Mr. Hennigan, Mr. Lawyer, Ms. Manning, Dr. Baudin, and Dr. Abshire voting yea and Mr. McGimsey, Mr. Napper, and Ms. Nogess voting nay.

Mr. Gates reviewed a potential alternative investment in Kayne Anderson Real Estate Partners V, L.P.

ON MOTION OF MR. LAWYER, SECONDED BY MRS. GILDIG, AND CARRIED, consistent with the alternative investment guidelines, the Committee voted to receive the Hamilton Lane report, including the due-diligence process dated September 7, 2017, pertaining to investments in Kayne Anderson Real Estate Partners V, L.P. (up to \$75 million), subject to final term negotiations completed within the timeline established by the Hamilton Lane contract.

Mr. Yett reviewed a potential alternative investment in TPG Growth IV, L.P.

ON MOTION OF DR. BAUDIN, SECONDED BY MR. NAPPER, AND CARRIED, consistent with the alternative investment guidelines, the Committee voted to receive the Hamilton Lane report, including the due-diligence process dated September 7, 2017, pertaining to investments in TPG

Growth IV, L.P. (up to \$75 million), subject to final term negotiations completed within the timeline established by the Hamilton Lane contract.

### **Presentation and Approval of Solicitation for Proposals for Small Cap Growth Manager**

Mr. Griffith presented the Solicitation for Proposals for Small Cap Growth Manager.

ON MOTION OF MR. NAPPER, SECONDED BY MS. NOGESS, AND CARRIED, the Committee voted to approve the Solicitation for Proposals for Small Cap Growth Manager.

### **Interview Finalists and Recommend Successful Candidate Firms for REIT Managers**

Mr. Griffith briefly recapped the process regarding TRSL's Global REITs asset allocation and the intent to hire two firms as REIT managers. Mr. Delvadia presented an overview of the finalist firms, and representatives of each firm appeared before the Committee to be interviewed:

- AEW Capital Management, L.P. (AEW) - Matt Troxell, Rob Oosterkamp, and Hall Jones
- Brookfield Investment Management Inc.(Brookfield) - Bernhard Krieg, Matthew Wenman and Wendy Rockman
- Dimensional Fund Advisors, LP (DFA) - James Charles and Allen Pu
- Principal Real Estate Investors, LLC (Principal) - Kelly Rush and Doug Harper

The Committee ranked each firm from 1 to 4, with 1 ranking the highest.

	AEW	Brookfield	DFA	Principal
Mrs. Gildig	4	1	2	3
Mr. Hennigan	3	1	2	4
Mr. Lawyer	4	1	2	3
Ms. Manning	4	1	2	3
Mr. McGimsey	4	3	1	2
Mr. Napper	4	2	1	3
Ms. Nogess	3	4	1	2
Dr. Baudin	4	1	2	3
Dr. Abshire	4	1	2	3
Total	34	15	15	26

Brookfield and DFA ranked highest, followed by Principal and AEW, respectively.

ON MOTION OF MR. LAWYER, SECONDED BY MR. HENNIGAN, AND CARRIED, the Committee voted to hire Brookfield Investment Management, Inc. and Dimensional Fund Advisors, LP as REIT Managers, with an allocation not to exceed \$200 million each, subject to fee negotiation.

### **Capital Market Update and Review of TRSL Investments**

#### **Monthly Investment Review**

Mr. Griffith presented an overview of TRSL's total plan and public and private market investments. Mr. Coopriider presented Aon Hewitt's September 7, 2017 portfolio summary report. Staff and Consultant reviewed performance of TRSL investments through July 31, 2017.

#### **Adjournment**

ON MOTION OF MS. MANNING, SECONDED BY MRS. GILDIG, AND CARRIED, the Committee voted to adjourn at 1:59 p.m.



**Teachers' Retirement System of Louisiana  
Executive Committee  
Upon Adjournment of Investment Committee – Thursday  
September 7, 2017**

**MEMBERS PRESENT:** Dr. Jerry Baudin, Dr. Sheryl Abshire, Robert Lawyer, Jim Napper (Treasurer's Designee), Holly Gildig, Carlos Sam, and David Hennigan

**OTHER MEMBERS PRESENT:** Ricky Julien, Sr., Kathy Manning, Rick McGimsey (Commissioner's Designee), Dr. Tia Mills, Neshelle Nogess, John Parauka, and Dr. James Taylor

**STAFF PRESENT:** Maureen Westgard, Stuart Cagle, Phil Griffith, Dana Vicknair, Roy Mongrue, Jr., Adam Averite, Ed Branagan, Dana Brown, Gabrielle Brown-Morgan, Maurice Coleman, Lisa Honore`, Jeff LaCour, Steve Marangos, Dionne Rabalais, Davorio Stevenson, Matt Tessier, Katherine Whitney, Charlene Wilson, Laurie Wright, Debbie Boudreaux, and Lisa Barousse

**OTHERS PRESENT:** Shelley Johnson, Foster & Foster Actuaries and Consultants; Annie Smith, Louisiana House Retirement Committee; and Margaret Corley and Laura Gail Sullivan, Louisiana Senate

**Roll Call**

Dr. Baudin called the meeting to order at 2:00 p.m. The secretary called the roll and a quorum was established.

**Update on ReNEW Charter School**

Mr. Mongrue and Ms. Whitney presented an update on ReNew Charter School. TRSL's tax attorneys, Audra Ferguson-Allen and Raven Merlau, with Ice Miller participated via conference call.

**Review of Administrative Rules Related to IRS Submission (Resolution of Charter School Audit Findings)**

Ms. Whitney reviewed Administrative Rules Related to IRS Submission (Resolution of Charter School Audit Findings).

### **Update on Potential Litigation**

Dr. Baudin asked for a motion to convene into Executive Session.

MR. LAWYER MOVED AND ABSHIRE SECONDED A MOTION to convene into Executive Session to review and discuss potential litigation related to James M. Singleton Charter School, with Ice Miller Tax Attorneys (via phone), Director, General Counsel, Executive Liaison Officer, and Deputy General Counsel to remain in the room. A roll-call vote was taken. The vote was unanimous with Dr. Baudin, Dr. Abshire, Mr. Hennigan, Mrs. Gildig, Mr. Lawyer, Mr. Napper, and Mr. Sam voting yea, and the Committee convened into Executive Session.

MR. LAWYER MOVED AND MR. NAPPER SECONDED A MOTION to reconvene into Regular Session. A roll-call vote was taken. The vote was unanimous with Dr. Baudin, Dr. Abshire, Mr. Hennigan, Mrs. Gildig, Mr. Lawyer, Mr. Napper, and Mr. Sam voting yea, and the Committee reconvened into Regular Session.

### **Adjournment**

ON MOTION OF MR. NAPPER, SECONDED BY MR. HENNIGAN, AND CARRIED, the Committee voted to adjourn at 2:48 p.m.

**Teachers' Retirement System of Louisiana  
Personnel Committee  
Upon Adjournment of Executive Committee - Thursday  
September 7, 2017**

**MEMBERS PRESENT:** Holly Gildig, Dr. James Taylor, Dr. Sheryl Abshire, Kathy Manning, Ricky Julien, Sr., Neshelle Nogess, and Dr. Jerry Baudin

**OTHER MEMBERS PRESENT:** David Hennigan, Robert Lawyer, Rick McGimsey (Commissioner's Designee), Dr. Tia Mills, Jim Napper (Treasurer's Designee), John Parauka, and Carlos Sam

**STAFF PRESENT:** Maureen Westgard, Stuart Cagle, Phil Griffith, Dana Vicknair, Roy Mongrue, Jr., Adam Averite, Ed Branagan, Dana Brown, Gabrielle Brown-Morgan, Maurice Coleman, Lisa Honore`, Jeff LaCour, Steve Marangos, Dionne Rabalais, Davorio Stevenson, Matt Tessier, Katherine Whitney, Charlene Wilson, Laurie Wright, Debbie Boudreaux, and Lisa Barousse

**OTHERS PRESENT:** Shelley Johnson, Foster & Foster Actuaries and Consultants; Annie Smith, Louisiana House Retirement Committee; and Margaret Corley and Laura Gail Sullivan, Louisiana Senate

**Roll Call**

Mrs. Gildig called the meeting to order at 2:49 p.m. The secretary called the roll and a quorum was established.

DR. ABSHIRE MOVED and DR. BAUDIN SECONDED a motion to convene into Executive Session to discuss Annual Performance Evaluations and Succession/Transition Personnel, as related to character and professional competence, with the Director to remain as requested by the Board. A roll-call vote was taken. The vote was unanimous, with Mrs. Gildig, Dr. Taylor, Dr. Abshire, Ms. Manning, Mr. Julien, Ms. Nogess and Dr. Baudin voting yea, and the Committee convened into Executive Session.

DR. ABSHIRE MOVED AND MR. JULIEN SECONDED A MOTION to reconvene into Regular Session. A roll-call vote was taken. The vote was unanimous, with Mrs. Gildig, Dr. Taylor, Dr. Abshire, Ms. Manning, Mr. Julien, Ms. Nogess and Dr. Baudin voting yea, and the Committee reconvened into Regular Session.

### **Annual Performance Evaluations**

- Director's Evaluation of Unclassified Staff
- Trustees' Evaluation of TRSL Director

ON MOTION OF DR. BAUDIN, SECONDED BY MS. MANNING, AND CARRIED, the Committee voted to receive the performance evaluations of the unclassified staff for the 2016-2017 rating period and to approve the performance evaluation of the Director for the 2016-2017 rating period.

ON MOTION OF DR. BAUDIN, SECONDED BY MR. JULIEN, AND CARRIED, the Committee voted to approve a 2% general increase effective January 1, 2018, for eligible TRSL unclassified staff.

### **Discussion and Approval of Succession/Transition Personnel**

ON MOTION OF DR. BAUDIN, SECONDED BY DR. TAYLOR, AND CARRIED, the Committee voted to approve the double encumbrance of the Director's position by Dana Vicknair, effective September 18 through December 31, 2017; and to authorize the Board Chair to negotiate a contract with Mrs. Vicknair to fill the Director's position, effective January 1, 2018.

ON MOTION OF DR. BAUDIN, SECONDED BY DR. ABSHIRE, AND CARRIED, the Committee voted to authorize Dana Vicknair to sign contracts, agreements, and investment-related documents regarding Teachers' Retirement System of Louisiana (TRSL), effective September 18, 2017.

### **Adjournment**

ON MOTION OF DR. ABSHIRE, SECONDED BY MR. JULIEN, AND CARRIED, the Committee voted to adjourn at 3:37 p.m.