The Meeting of the Board of Trustees of the Public Safety Personnel Retirement System (the “PSPRS” or “System”) will be held in the main public conference room of the administrative offices of PSPRS, 3010 East Camelback Road, Suite 200, Phoenix, Arizona 85016, commencing at 1:00 p.m. on Wednesday, January 21, 2015. The meeting will continue until 5:00 p.m. or until the matters set forth in this agenda are otherwise addressed. Members of the Board of Trustees will attend either in person or by telephonic conference call. The Board of Trustees may vote to hold an executive session, which will not be open to the public, to discuss certain matters. The Board of Trustees reserves the right to consider agenda items out of their listed order.

This meeting is available to the public through “Go to Meeting” over the Internet or in person. Please see www.psprs.com for the computer link to the meeting. All persons wishing to attend are invited.

1.   Call to Order; Roll Call; Opening remarks

Mr. Brian P. Tobin
Chairman

2.   Call to the Public.

This is the time for the public to comment. Members of the Board of Trustees may not discuss items that are not specifically identified on the agenda, except to address criticism from the public. Therefore, pursuant to A.R.S. § 38-431.01(H), the Board of Trustees’ reaction to any public comment is limited to addressing criticism or recommending that the Board of Trustees or Staff respond or study such comment or schedule the subject matter for further consideration at a later date after appropriate notice.

3.   Appropriate Action for approval of the items on the Consent Agenda (documentation concerning the matters on the consent agenda may be reviewed at the PSPRS office). Any matter on the Consent Agenda will be removed from the Consent Agenda and discussed as a regular agenda item upon the request of any member of the Board of Trustees.


d. Acceptance of Elected Officials’ Retirement Plan of normal retirement benefit of Randolph Bartlett.

e. Acceptance of Elected Officials’ Retirement Plan of early retirement benefit of John K. Basteen.


g. Acceptance of Elected Officials’ Retirement Plan of termination of survivor benefit of John B. Bryce.

h. Acceptance of Elected Officials’ Retirement Plan of early retirement benefit of Margaret J. Burton.

i. Acceptance of Elected Officials’ Retirement Plan of normal retirement benefit of Suzanna S. Cuneo.


k. Acceptance of Elected Officials’ Retirement Plan of normal retirement benefit of Robert Duber, II.

l. Acceptance of Elected Officials’ Retirement Plan of normal retirement benefit of Richard C. Elliot.

m. Acceptance of Elected Officials’ Retirement Plan of early retirement benefit of Donna Grimsley.

n. Acceptance of Elected Officials’ Retirement Plan of normal retirement benefit of James M. Hacking.

o. Acceptance of Elected Officials’ Retirement Plan of normal retirement benefit of Carolyn S. Hall.


q. Acceptance of Elected Officials’ Retirement Plan of normal retirement benefit of George Hoffman.

r. Acceptance of Elected Officials’ Retirement Plan of normal retirement benefit of Thomas Horne.

s. Acceptance of Elected Officials’ Retirement Plan of normal retirement benefit of Augustin M. Huerta.

t. Acceptance of Elected Officials’ Retirement Plan of normal retirement benefit of Yvonne Knaack.

v. Acceptance of Elected Officials’ Retirement Plan of normal retirement benefit of Alison B. Kolomitz.

w. Acceptance of Elected Officials’ Retirement Plan of normal retirement benefit of Kirby Kongable.


z. Acceptance of Elected Officials’ Retirement Plan of normal retirement benefit of Marie A. Lorona.


bb. Acceptance of Elected Officials’ Retirement Plan of normal retirement benefit of Mary Helen Maley.


dd. Acceptance of Elected Officials’ Retirement Plan of termination of survivor benefit of Inez R. Merrill.

e. Acceptance of Elected Officials’ Retirement Plan of termination of normal retirement benefit of George Miller.

ff. Acceptance of Elected Officials’ Retirement Plan of survivor benefit of Roslynn Miller.


ii. Acceptance of Elected Officials’ Retirement Plan of early retirement benefit of Benjamin R. Norris.


II. Acceptance of Elected Officials’ Retirement Plan of normal retirement benefit of Gary Pierce.

mm. Acceptance of Elected Officials’ Retirement Plan of termination of normal retirement benefit of Nellie E. Plasencio.

nn. Acceptance of Elected Officials’ Retirement Plan of normal retirement benefit of Andrew Ramirez.


tt. Acceptance of Elected Officials’ Retirement Plan of normal retirement benefit of Deborah A. Young.


yy. Acceptance of Transfer Between State Retirement Systems of David Bryant.

zz. Acceptance of Transfer Between State Retirement Systems of Timothy Stein.

aaa. Acceptance of Transfer Between State Retirement Systems of Victor Rosado.

bbb. Acceptance of Transfer Between State Retirement Systems of Zachary Scott.

ccc. Acceptance of Transfer Between State Retirement Systems of Cynthia Gordon.
Acceptance of Transfer Between State Retirement Systems of Michael Snader.

Acceptance of Transfer Between State Retirement Systems of Chad Estle.

Acceptance of Transfer Between State Retirement Systems of Lance Sewell.

Acceptance of Transfer Between State Retirement Systems of Joseph Dorner.

Acceptance of Transfer Between State Retirement Systems of William Pitman.

Acceptance of Transfer Between State Retirement Systems of Timothy Orona.

Acceptance of Transfer Between State Retirement Systems of Fiore Liberta.

Acceptance of Transfer Between State Retirement Systems of Daniel Dougherty.

Acceptance of Transfer Between State Retirement Systems of Kelly Kanavel.

Acceptance of Transfer Between State Retirement Systems of Katherine Enriquez.

Acceptance of Transfer Between State Retirement Systems of Philip Steenstra.

Acceptance of Transfer Between State Retirement Systems of Galen Davis, Jr.

Acceptance of Transfer Between State Retirement Systems of Billy Gardner.

Acceptance of Transfer Between State Retirement Systems of Paul Christensen.

Acceptance of Transfer Between State Retirement Systems of Patrick Regan.

Acceptance of Transfer Between State Retirement Systems of Giovanni Cassano.

Acceptance of Transfer Between State Retirement Systems of Brett Smith.

Acceptance of Transfer Between State Retirement Systems of Harold Bullis.

Acceptance of Transfer Between State Retirement Systems of Terri Dicino.

Acceptance of Transfer Between State Retirement Systems of Melissa Casillas.

Acceptance of Transfer Between State Retirement Systems of John Doody.

Acceptance of Transfer Between State Retirement Systems of Daniel Elmore.

Acceptance of Transfer Between State Retirement Systems of Daniel Elmore.

Acceptance of Transfer Between State Retirement Systems of Joshua E. Terpstra.
Acceptance of Transfer Between State Retirement Systems of Bryan S. Flanigan.

Acceptance of Transfer Between State Retirement Systems of Timothy Cordon.

Acceptance of Transfer Between State Retirement Systems of Ty Cathers.

Acceptance of Transfer Between State Retirement Systems of Jerry Brown.

Acceptance of Transfer Between State Retirement Systems of Pamela Rodriguez.

Acceptance of Transfer Between State Retirement Systems of Roger Ramella.

Acceptance of Transfer Between State Retirement Systems of Timothy Taylor.

Acceptance of Transfer Between State Retirement Systems of Janice Kulp.

Acceptance of Transfer Between State Retirement Systems of Deana Winn.

Acceptance of Transfer Between State Retirement Systems of Richard Henry.

Acceptance of Transfer Between State Retirement Systems of Rebecca Shackelton.

Acceptance of Transfer Between State Retirement Systems of Seteara Haddock.

Acceptance of Transfer Between State Retirement Systems of Mike Farber.

Acceptance of Transfer Between State Retirement Systems of Steve Campbell.

4. Appropriate Action regarding the Minutes of the November 19, 2014 Meeting of the PSPRS Board of Trustees.

   Mr. Brian P. Tobin

5. Review, discussion and possible Action on potential legislative proposals for the 2015 legislative session including items for a possible administrative amendments bill.

   Mr. Jared A. Smout

Report by Mr. Lauren Kingry, Chairman of the Investment Committee, regarding agenda items 6. through 11., which were discussed at the Investment Committee meeting held today, January 21, 2015, on or after 10:00 a.m., and possible Action on the Committee’s recommendations to the Board regarding same.

6. Presentation and discussion by Investment Department Staff and Dean Adler, of Lubert-Adler Partners, L.P., regarding the Domestic Real Estate Market and the Investments of PSPRS in Lubert-Adler Real Estate Fund VI-B and Lubert-Adler Real Estate Fund VII.

   Mr. Marty Anderson
   Deputy Chief Investment Officer
   Mr. Dean Adler
   CEO and Co-Founder
   Lubert-Adler Partners, L.P.
7. Presentation and discussion by Investment Department Staff and Specialty Consultants regarding the annual Overview and Strategic Plan for the Real Estate portfolio.

   Mr. Marty Anderson  
   Deputy Chief Investment Officer  
   Mr. Edward Schwartz  
   ORG Holdings, LLC

8. Report by Investment Department Staff and discussion regarding (i) the Month-End and Fiscal Year-to-Date performance for the PSPRS Trust as of October 31, 2014 and November 30, 2014; and (ii) written report regarding the asset allocation and performance of the Firefighters and Peace Officers Cancer Insurance Program.

   Ms. Vaida Maleckaitė  
   Sr. Investment Operations Analyst


   Mr. Mark Lundin  
   Deputy Chief Investment Officer - Risk

10. Upon the request of any member of the Committee, presentation by staff and possible discussion with the members of the Committee about the following manager selection matters:

   a. Manager Selection Report by Investment Department Staff and possible discussion regarding a potential investment of up to, $40 million capital commitment and an allocation of $40 million for co-investments with Comvest Partners, or its affiliates, in the Comvest Capital III, L.P., Fund, subject to final Staff and legal due diligence.

   Mr. Mark Steed  
   Lead Portfolio Manager

   b. Manager Selection Report by Investment Department Staff and possible discussion regarding an investment of up to, £25 million capital commitment and an allocation of £13 million for co-investments with Frogmore Real Estate Partners GP3, LLP, or its affiliates, in the Frogmore Real Estate Partners Fund III Fund, subject to final Staff and legal due diligence.

   Mr. Marty Anderson  
   Deputy Chief Investment Officer

   c. Manager Selection Report by Investment Department Staff and possible discussion regarding an investment of up to $70 million for direct investment with Field Street Partners, LP, or its affiliates, in the Field Street Master Fund, Ltd., Fund, subject to final Staff and legal due diligence.

   Mr. Mark Lundin  
   Deputy Chief Investment Officer-Fixed Income

   d. Manager Selection Report by Investment Department Staff and possible discussion regarding a potential investment of up to $130 million capital commitment, with an initial investment of $80 million with follow-on as needed, with Grantham, Mayo, Van Otterloo & Co., LLC, or its affiliates, in the GMO Benchmark-Free Allocation Fund, subject to final Staff and legal due diligence.

   Mr. Mark Lundin
e. Manager Selection Report by Investment Department Staff and possible discussion regarding a potential investment of up to $80 million capital commitment and an allocation of $40 million for co-investments with Brightwood Capital Advisors, LLC, or its affiliates, in the Brightwood Capital Fund III, LP, Fund, subject to final Staff and legal due diligence.

   Mr. Mark Steed
   Lead Portfolio Manager


   Jennifer Eichholz, Esq.
   In-House Investment Counsel

Frogmore Real Estate Partners III, L.P., Fund; Date Closed: 12/18/2014
Trustbridge Partners V, L.P.; Date Closed: 12/23/2014
Field Street Master Fund; Date Closed: 01/02/2015
L-A Saturn Acquisitions; Co-Investment; Date Closed: 12/15/2014

12. Report by the System's Internal Audit and Compliance Officer and discussion regarding investment compliance, holdings and transactions as of October 31 and November 30, 2014.

   Ms. Bridget Feeley
   Internal Audit and Compliance Officer

Presentation by Mr. Gregory Ferguson, Chairman of the Operations, Governance Policy and Audit Committee, regarding agenda items 13. through 24., which were discussed at the Operations, Governance Policy and Audit Committee meeting held today, January 21, 2015, on or after 11:00 a.m., and possible Action on the Committee's recommendations to the Board regarding same.

13. Presentation of the Month-to-Date Budget Report for FY 2015 and possible Action on same.

   Mr. John Hendricks
   Manager of Finance and Accounting

14. Update on the progress of the Local Board Training Program and discussion and possible Action regarding the same.

   Mr. Robert Ortega
   Local Board Training Coordinator and Human Resources Manager
   Mr. Don Mineer
   Local Board Training Specialist

15. Presentation of the "Requests for Local Board Rehearing" Report for the current month.

   Mr. Jared A. Smout
   Deputy Administrator

16. Review and discussion regarding law firms' billings for legal services performed in November and December, 2014.

   Mr. Jared A. Smout
17. Report and possible **Action** on FY 2015 Compliance and Internal Audit Plan.
   
   Ms. Bridget Feeley

18. Discussion and **Action** regarding an amendment to the PSPRS FY 2015 Budget to provide funding for a reallocation of existing and open Lead Portfolio Manager position to an Analyst Position.
   
   Mr. Jared A. Smout

19. Presentation, discussion and **Action** regarding the contract between the PSPRS and the external auditors, Heinfeld, Meech & Co., P.C. for FYE 2015.
   
   Mr. Jared A. Smout

20. Presentation, discussion and possible **Action** regarding a renewal contract between the PSPRS and Avant Strategies.
   
   Mr. Jared A. Smout

21. Presentation, discussion and possible **Action** regarding Microsoft SharePoint web application framework and platform.
   
   Mr. Sam Meier
   IT Operations Manager
   Mr. Alex Neff
   Systems Engineer
   Ms. Lisa Sweeting
   Knowledge|Information Manager

22. Discussion and possible **Action** on pursuing services for website redesign.
   
   Mr. Jared A. Smout

23. Discussion and possible **Action** regarding actuary work sessions.
   
   Mr. Jared Smout

24. Discussion and possible approval of the Letter of Transmittal for the June 30, 2014 CAFRs for PSPRS, EORP and CORP.
   
   Mr. Jared A. Smout

25. Discussion and possible **Action** regarding the use of legal counsel and their scope of work.
   
   Mr. Jared A. Smout
   Ivy N. Voss, Esq.
   Assistant Attorney General

26. Discussion and possible **Action** regarding the interpretation of total return as used in ARS § 38-856.
   
   Mr. Jared A. Smout

27. Discussion and possible **Action** regarding certain potential transactions and contracts relating to assets managed by Desert Troon.
   
   Mr. Ryan Parham
   Chief Investment Officer
28. Update, discussion and possible **Action** concerning the process to select the next System Administrator.

  
  
  
  Mr. Lauren Kingry
  
  Trustee and Administrator Selection Committee Chairman

29. Appropriate **Action** to approve the Trustees selected by the Chairman of the Board to serve as chairs, co-chairs and members on the PSPRS Committees.

  
  
  
  Mr. Brian P. Tobin

30. Discussion and appropriate **Action** regarding Board of Trustee member requests to participate in training, educational and due diligence opportunities.

  
  
  
  Mr. Brian P. Tobin

31. Discussion and consultation with legal counsel and Staff and possible **Action** regarding IRS determination letter requests, proposed legislation, investment matters, ongoing, contemplated or threatened legal action involving the Trust and Plans, including vendor disputes, public record requests, personnel matters and actual or potential litigation and claims based on contract, tort or statute, including matters involving, judges Thompson and Hall, retired judges Fields and Lankford, retired police officers Rappleyea and Everson, active police officers Parker, Griego, Manganiello and Robles, Cross, the Pivotal Group, the Seldins, and Stroh Ranch Development and Timbervest. The Board may vote to discuss these matters in Executive Session pursuant to A.R.S. §§ 38-431.03(A)(1), (2), (3), (4) and (7) as set forth in item 32.

32. **The Board of Trustees may vote to go into Executive Session (which will not be open to the public) to discuss matters pursuant to A.R.S. §§ 38-431.03(A) (1), (2), (3), (4) and (7), as applicable, including to receive legal advice from the Board’s attorneys on any matter listed on the agenda, including:**

   a. Discussion and consultation with legal counsel for the purpose of receiving legal advice regarding the use of legal counsel, as authorized by A.R.S. § 38-431.03(A)(3).

   b. Discussion and consultation with legal counsel for the purpose of receiving legal advice regarding potential PSPRS legislative proposals for the 2015 legislative session including items for a possible administrative amendments bill, as authorized by A.R.S. § 38-431.03(A)(3).

   c. Discussion and consultation with legal counsel for the purpose of receiving legal advice regarding the process to select the next System Administrator, as authorized by A.R.S § 38-431.03(A)(3).

   d. Status report from Steptoe & Johnson LLP regarding the four (4) lawsuits challenging provisions of Senate Bill 1609, which lawsuits involve judges Thompson and Hall, retired judges Fields and Lankford, retired police officers Rappleyea and Everson, and police officers Parker, Griego, Manganiello and Robles, as authorized by A.R.S. § 38-431.03(A)(4).

   e. Discussion and consultation with legal counsel for the purpose of receiving legal advice regarding certain potential transactions and contracts relating to assets managed by Desert Troon, as authorized by A.R.S. §§ 38-431.03(A) (3) (7).
f. Discussion with legal counsel (and possible recommendation to the Board of Trustees) regarding IRS determination letter requests and legal developments, claims and issues (including settlement discussions) involving investment-related public record requests as well as the Trust and Plans’ contracts and investments, including legal matters concerning the Trust’s custodians, lenders, securities lending agents, investment contracts, vendors, advisors, investment managers or joint venturers (as well as any investments managed by the Trust’s investment managers or joint venturers), as authorized by A.R.S. §§ 38-431.03(A) (2), (3), (4) & (7). Matters discussed may include claims or potential claims by, against or involving (or issues concerning) Stroh Ranch Development, Timbervest, the Pivotal Group, Desert Troon Companies, Judicial Watch, Crain Publications (Pensions and Investments Magazine), the Arizona Republic, and/or Millard and Scott Seldin. Discussion may also include the Trust’s negotiations regarding disposition of its joint venture real estate portfolios, as authorized by A.R.S. § 38-431.03(A)(7).

g. Discussion and consultation with legal counsel and Staff regarding internal investigations (including those arising from UNITE HERE!’s allegations concerning ORG Portfolio Management), public record requests, and ongoing or threatened legal action involving the Plans or Trust not otherwise referenced above, including claims involving employee bonuses and plan valuations, Anton Orlich, Ken Fields, Jennifer Wright, Mark Selfridge, Paul Corens, Stacy Alcott, and Michele Weigand, as well as claims raised by the survivors of deceased fire fighters John Percin, Jr., Sean Misner, and Garret Zuppiger, all as authorized by A.R.S. §§ 38-431.03(A) (2), (3) and (4).

h. Discussion with legal counsel regarding the interpretation of total return as used in ARS § 38-856, as authorized by A.R.S. § 38-431.03(A) (3).

33. Set the next meeting date. (Special Board of Trustees meeting currently scheduled for Thursday, January 22, 2015; and next regular monthly meeting currently scheduled for Wednesday, February 25, 2015.)

34. Adjournment.

A copy of the agenda background material that is provided to the Board of Trustees (with the exception of materials relating to possible executive sessions and/or materials exempt by law from public inspection) is available for public inspection at the PSPRS offices located at 3010 East Camelback Road, Suite, 200, Phoenix, Arizona. The agenda is subject to revision up to 24 hours prior to the meeting.