

**Lubbock Fire Pension Fund
Wednesday, March 14, 2012
#15 Briercroft Office Park, Lubbock Texas**

The Lubbock Fire Pension Fund met in a Regular Meeting on Wednesday, March 14, 2012 at 1:00 P.M.

Members Present

Kevin Ivy, Chairman
Randy Butcher, Vice-Chairman
Andy Burcham, Secretary/Treasurer
Steve Exter, Member
Kevin Ivy, Member
Alva Littlejohn, Member
Dub Wade, Member

Members Absent

Kevin Ivy, Chairman, called the meeting to order at 1:00 p.m.

1. Nomination and Election of Civilian Board Member

Randy Butcher made a motion to re-elect Alva Littlejohn for the Civilian Board Member. The motion was seconded by Andy Burcham and approved by the Board.

2. Give oath of office to Civilian Board member

The oath of office was given to Alva Littlejohn.

3. February 8, 2012 Board meeting minutes.

Andy Burcham made a motion to approve the minutes from the February 8, 2012 Board meeting. The motion was seconded by Alva Littlejohn and approved by the Board.

4. Service Retirement Applications, Disability Applications, Widow's Benefit Applications, Dependent Child Applications, Contribution Refunds and Benefit Terminations, and QDROs (Qualified Domestic Relations Order)

Alva Littlejohn made a motion to approve the service retirement benefit for Mario Olguin. The motion was seconded by Randy Butcher and approved by the Board.

Randy Butcher made a motion to approve the amendment to the service retirement benefit for Layne Stanford with release of the QDRO payment. The motion was seconded by Alva Littlejohn and approved by the Board.

Alva Littlejohn made a motion to terminate the widow's benefit for Mary Hall due to death. The motion was seconded by Andy Burcham and approved by the Board.

5. Review sales and purchases

The Board reviewed sales and purchases. No Board action was taken.

6. Presentation by Ken Cooley, Regina Weaver, and Bill Whitworth of CDK Realty Advisors

Ken Cooley with CDK introduced Regina Weaver and Bill Whitworth, giving background information on both. He gave a general update of the firm:

- Founded in 2002
- Equity of 576 million; asset value of approximately 1.5 billion
- 21,000 acres of land, 13 million sq. ft. retail, 750,000 sq. ft. mixed use
- 862 residential units, 7 Autumn Leaves facilities

Mr. Cooley explained a general management shift toward developing core properties with the intent of refinance to recover investment capital (with IRR) and holding the properties for cash flow. Mr. Cooley discussed regional diversities for project location and commented on the effect on portfolio development in 2007 relative to market effects in 2008 thru 2010.

Regina Weaver gave a portfolio update specific to :

- Keller properties; partial sells
- Motor Street; general development of the Medical District

Bill Whitworth gave an update on the Riverview project in Austin:

- Completion of main structures, concrete by the first of May, crane removal
- Strong rental market in Austin with a shortage of new products
- Market conditions very favorable for lease up and consequent sell

Mr. Cooley discussed the Autumn Leaves project, prefaced with the timeline for the Denton project where within three years the project was operational, refinancing secured with a return of all investment capital with a 9% IRR and continuation of property ownership to produce income. He then went on to outline two upcoming units in the Houston area and prospective units in the Atlanta and Chicago areas. Before closing, Mr. Cooley gave an overview of upcoming project opportunities in student housing. Information available to date indicated potential for buyers (under contract) for the projects before construction begins, taking much of the development risk out of the investment without losing the potential for development return.

7. Administrator's Report

- Asset balance according to report sent by Ed Peschke at Frost Bank: \$156,502,345.80.
- Office Expenses
- February financial worksheet
- Investments update
- Other items: Corrected statements delivered to the actives, RSVP's confirmed for TEXPERS activities

8. Consider invoice from Hund Krier Wilkerson & Wright P.C. in the amount of \$312.50 for legal expenses

Dub Wade made a motion to approve the invoice from Hund, Krier, Wilkerson & Wright P.C. in the amount of \$312.50 for legal expenses. The motion was seconded by Randy Butcher and approved by the Board.

9. Committee Reports

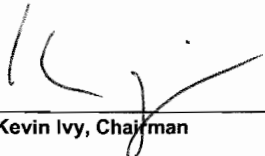
Alva Littlejohn and Randy Butcher reported meeting with Life Partners firm out of Waco, Texas.

Alva Littlejohn reported that the Commissioners Office had responded to the request for an opinion on teleconference use during Open Meetings, stating that the statues were not specific on the matter. The opinion from the Commissioner expressed the potential for the Board to address the specifics of use within the Investment Policy.

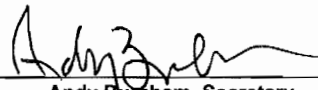
10. Public Comment

No public comment was made.

Roger Lindsey made a motion to adjourn the meeting. The motion was seconded by Andy Burcham and approved by the Board.



Kevin Ivy, Chairman



Andy Burcham, Secretary