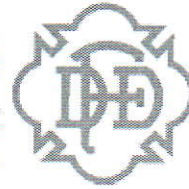




D A L L A S
POLICE & FIRE
PENSION SYSTEM



MINUTE SUMMARY
Board Meeting
Thursday, January 14, 2010

The regular meeting of the Dallas Police and Fire Pension System Board of Trustees was held at **8:30 a.m. on Thursday, January 14, 2010 in the Second Floor Board Room at 4100 Harry Hines Blvd., Dallas, Texas.** Items of the following agenda were presented to the Board:

The meeting was called to order at 8:30 a.m.

A. BOARD OF TRUSTEES

1. Recognized Councilmember Pauline Medrano for her dedicated service on the Board of Trustees from February 2008 through December 2009.
2. Welcomed Councilmember Ann Margolin who is beginning her first term as Trustee on the Pension System Board.

B. CONSENT AGENDA Approved, subject to the final review and approval of the staff.

C. DISCUSSION AND APPROVAL OF ITEMS FOR INDIVIDUAL CONSIDERATION

1. Received and filed the reports on real estate projects with CDK Realty, Kennedy Associates, L&B Realty, Land Baron, Capmark, and a property in Northern California. Authorized the Administrator to work with CDK to successfully complete the Central Texas project. Approved the Land Baron contract amendment.
2. Authorized the Administrator to execute all documents on behalf of the System in connection with the amendment to the Levine Leichtman Capital Partners partnership agreement and side letter and also authorized the Administrator to execute any amendments to such documents without further approval of the Board provided the amendments do not materially alter the Board's previous approvals with respect to the investment.
3. Granted Carlton R. Marshall, Police Officer, an on-duty, Combined Pension Plan, Group B disability benefit, waived the 90 day waiting period for the start of pension payment, and waived requirement for future recalls. Mr. Marshall is not subject to the Annual Earnings Test Review as he was hired before May 1, 1990.
4. Received and filed the presentation by Pharos Capital Group, LLC.

MINUTE SUMMARY
Board Meeting
Thursday, January 14, 2010

5. Approved the revisions to the Investment Implementation Policy, subject to the final approval of the Administrator and legal counsel.
6. Received and filed the report by legal counsel on legal issues.
7. Received and filed the report on pension-related legislative issues.
8. The Chairman presented the Employee Service Award to Kevin Killingsworth, Communications Specialist, for 5 years of service to the Pension System, the Employee of the Fourth Quarter 2009 award to Genieva Lopez, Administrative Clerk, and the William G. Baldree 2009 Employee of the Year Award also to Genieva Lopez.
9. Authorized the Administrator to negotiate and enter into an agreement for services with Hillco Partners and Locke, Lord, Bissell & Liddell, LLP.
10. Received and filed the Group Trust's monthly asset allocation report and approved the recommendations for rebalancing the Group Trust's investment portfolio. Received and filed the Group Trust's monthly unitization report, the performance report unaudited draft, and the unaudited statements of net assets available for benefits.
11. Received and filed the educational session on the System's web member services.
12. Received and filed the reports by staff and Board members on due diligence meetings, seminars and/or conferences attended.

C. BRIEFING ITEMS

1. No active members or pensioners requested to discuss concerns with the Board.
2. Received and filed the Administrator's report.

The meeting was adjourned at 1:24 p.m.

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MINUTE SUMMARY
Board Meeting
Thursday, January 14, 2010

SUPPLEMENTAL POLICE AND FIRE PENSION BOARD MEETING

The meeting was called to order and recessed at 8:30 a.m.

The meeting was reconvened at 1:24 p.m.

A. CONSENT AGENDA – Approved, subject to the final review and approval of the staff.

B. DISCUSSION AND APPROVAL OF ITEMS FOR INDIVIDUAL CONSIDERATION

Received and filed the Group Trust monthly unitization report.

The meeting was adjourned at 1:25 p.m.

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CITY OF DALLAS - POLICE & FIRE PENSION SYSTEM
ASSET DISTRIBUTION BY ADVISOR - AS OF November 30, 2009

	NET ASSET VALUE	% OF ASSETS	FUND % OF CLASS
EQUITY-DOMESTIC ADVISORS:			
ALLIANCE CAPITAL MANAGEMENT	51,344,830.98	1.8 %	18.1 %
EAGLE ASSET MANAGEMENT	125,317,083.38	4.3 %	44.3 %
INTECH	109,790.12	0.0 %	0.0 %
INTECH BROAD LARGE CAP GROWTH	480.79	0.0 %	0.0 %
MERIT PARTNERS LP	24,770,755.96	0.9 %	8.7 %
T ROWE PRICE	50,923,447.78	1.8 %	18.0 %
T. ROWE PRICE LARGE CAP GROWTH	30,843,111.36	1.1 %	10.9 %
*** TOTAL EQUITY-DOMESTIC ADVISORS:	283,309,500.37	9.8 %	100.0 %
PRIVATE EQUITY			
BANKCAP PARTNERS FUND I, LP	17,275,322.98	0.6 %	5.1 %
DPFP HM CAPITAL PARTNERS	35,052,032.54	1.2 %	10.3 %
HUDSON CLEAN ENERGY PARTNERS	12,112,075.00	0.4 %	3.6 %
HUFF ALTERNATIVE FUND LP	64,432,777.00	2.2 %	19.0 %
HUFF ENERGY FUND LP - HUFF ENERGY	40,612,632.08	1.4 %	12.0 %
JP MORGAN	18,476,180.40	0.6 %	5.4 %
LEVINE LEICHTMAN CAPITAL PARTNER IV,	5,070,830.95	0.2 %	1.5 %
LLCP DEEP VALUE FUND LP	25,507,056.49	0.9 %	7.5 %
LONE STAR CAPITAL GROWTH LP	19,322,729.09	0.7 %	5.7 %
LONE STAR CRA FUND LP	22,834,626.00	0.8 %	6.7 %
NORTH TEXAS OPPORTUNITY	12,657,939.68	0.4 %	3.7 %
PHAROS CAPITAL PARTNERS	63,836,047.95	2.2 %	18.7 %
RREEF INFRASTRUCTURE	0.02	0.0 %	0.0 %
YELLOWSTONE ENERGY VENTURES	2,614,716.00	0.1 %	0.8 %
*** TOTAL PRIVATE EQUITY ***	339,804,966.18	11.7 %	100.0 %
EQUITY-INTERNATIONAL ADVISORS:			
BANK OF IRELAND	154,551.73	0.0 %	0.1 %
CLAY FINLAY INC	94,225,699.31	3.3 %	32.9 %
J P MORGAN ASIAN INFRASTRUCTURE & RE	11,235,254.28	0.4 %	3.9 %
PYRAMIS GLOBAL ADVISORS TRUST CO	180,775,541.14	6.2 %	63.1 %
*** TOTAL EQUITY-INTERNATIONAL ADVIS	286,391,046.46	9.9 %	100.0 %
GLOBAL EQUITY			
BERNSTEIN GLOBAL STRATEGIC VALUE	43,814,817.97	1.5 %	39.8 %
OFI INSTITUTIONAL ASSET MGMT	66,152,357.32	2.3 %	60.2 %
*** TOTAL GLOBAL EQUITY ***	109,967,175.29	3.8 %	100.0 %
GLOBAL NATURAL RESOURCES			
FOREST INVESTMENT ASSOCIATES	45,946,653.18	1.6 %	15.4 %
HANCOCK AGRICULTURAL INVEST FD	71,888,383.07	2.5 %	24.0 %
ORLEANS CAPITAL MANAGEMENT	36,835,459.22	1.3 %	12.3 %
RCM	28,880,631.26	1.0 %	9.7 %
RMK TIMBERLAND GROUP	44,314,443.96	1.5 %	14.8 %
SUSTAINABLE ASSET MANAGEMENT	32,873,891.39	1.1 %	11.0 %
THE MITCHELL GROUP	38,281,824.32	1.3 %	12.8 %
*** TOTAL GLOBAL NATURAL RESOURCES *	299,021,286.40	10.3 %	100.0 %
FIXED INCOME ADVISORS:			
ASHMORE INVESTMENT MANAGEMENT	77,205,526.00	2.7 %	16.5 %
ASHMORE INVESTMENT MGMT GSSF IV	64,496,071.50	2.2 %	13.8 %
HIGHLAND CREDIT OPPTS CDO LP - HIGHLA	12,279,039.57	0.4 %	2.6 %
HIGHLAND CRUSADER FUND LP	20,999,012.88	0.7 %	4.5 %
LOOMIS SAYLES & CO	150,266,247.08	5.2 %	32.2 %
OCM FUND IV	38,720,861.05	1.3 %	8.3 %
W.R. HUFF HIGH YIELD	103,549,237.45	3.6 %	22.1 %
*** TOTAL FIXED INCOME ADVISORS: ***	467,515,995.53	16.1 %	100.0 %
INTERNATIONAL FIXED INCOME ADVISORS:			
BRANDYWINE ASSET MANAGEMENT	82,414,804.34	2.8 %	52.1 %
MONDRIAN INVESTMENT PARTNERS	75,823,193.92	2.6 %	47.9 %
*** TOTAL INTERNATIONAL FIXED INCOME	158,237,998.26	5.5 %	100.0 %

CITY OF DALLAS - POLICE & FIRE PENSION SYSTEM
ASSET DISTRIBUTION BY ADVISOR - AS OF November 30, 2009

	NET ASSET VALUE	% OF ASSETS	FUND	ADVISOR
				% OF CLASS
<u>GAA</u>				
BRIDGEWATER ASSOCIATES, INC	46,291,868.00		1.6 %	28.9 %
GMO MULTI-STRATEGY FUND	75,366,439.94		2.6 %	47.1 %
MELLON CAPITAL MANAGEMENT	38,372,800.00		1.3 %	24.0 %
*** TOTAL GAA ***	160,031,107.94		5.5 %	100.0 %
<u>REAL ESTATE ADVISORS:</u>				
CAPMARK INVESTMENTS LP	-805,762.43		0.0 %	-0.1 %
CDK REALTY ADVISORS	416,427,446.07		14.4 %	53.7 %
CRISWELL RADOVAN	52,997,562.49		1.8 %	6.8 %
DALLAS P & F - REAL ESTATE FUND	82,978,492.28		2.9 %	10.7 %
INVESCO	30,729,321.23		1.1 %	4.0 %
KENNEDY ASSOCIATES	42,270,491.38		1.5 %	5.4 %
KNUDSON LUXURY HOUSING	24,287,622.04		0.8 %	3.1 %
L & B	71,612,301.74		2.5 %	9.2 %
LAND BARON	13,040,669.32		0.4 %	1.7 %
RREEF	42,687,653.07		1.5 %	5.5 %
*** TOTAL REAL ESTATE ADVISORS: ***	776,225,797.19		26.8 %	100.0 %
<u>OPPORTUNISTIC PARTNERSHIP ADVISORS:</u>				
*** TOTAL OPPORTUNISTIC PARTNERSHIP	0.00		0.0 %	100.0 %
<u>CASH/LOAN PROGRAM:</u>				
CONTRIBUTION & EXPENSE ACCOUNT				
CONTROL CASH	17,536,529.57		0.6 %	100.0 %
LOAN PROGRAM	0.00		0.0 %	0.0 %
DPFP TRANSITION ACCOUNT	4.87		0.0 %	0.0 %
*** TOTAL CASH/LOAN PROGRAM: ***	17,536,534.44		0.6 %	100.0 %
TOTAL MASTER TRUST	2,898,041,408.06		100.0 %	100.0 %
CITY CONTRIBUTIONS	8,921,804.19			
EMPLOYEE CONTRIBUTIONS	1,545,232.94			
BENEFIT DISTRIBUTIONS	-13,226,380.89			
ADVISORY FEES	-584,928.00			