MINUTES ARKANSAS TEACHER RETIREMENT SYSTEM BOARD OF TRUSTEES MEETING

Dr. Richard Abernathy, Chair

Monday, April 4, 2011 1:00 p.m. 1400 West Third Street Little Rock, AR 72201

Board Members Present

Dr. Richard Abernathy, Chair Hazel Coleman, Vice Chair Lloyd Black

David Cauldwell
Candace Franks

Janet Harris, designee for Honorable Charlie

Daniels

Dr. Tom Kimbrell
Beverly Leming
Donna Morey
Robin Nichols
Janelle Riddle
Honorable Martha Shoffner
Jeff Stubblefield

Board Members Absent

Charles Dyer Bobby Lester

Consultants Present

Michael Bacine, Franklin Park Heather Christopher, Hewitt EnnisKnupp P. J. Kelly, Hewitt EnnisKnupp

Reporters Present

Mike Wickline, Arkansas Democrat Gazette

Staff Present

George Hopkins, Executive Director Gail Bolden, Deputy Director Brent Barrett, Senior Software Support Bob Berry, Chief Fiscal Officer Donna Bumgardner, Investment Manager Kay Daniel, Director's Assistant Dena Dixon, Risk Mgmt/Internal Audit Reed Edwards, Litigation Attorney Vicky Fowler, Interim Dir. Human Resources Amy Glavin, Administrative Assistant Rod Graves, Ret. Investment Specialist Wayne Greathouse, Dir. Public Markets Clementine Infante, Attorney Mindy Looney, Retirement Section Mgr. Manju, Dir. Data Processing Jerry Meyer, Dir. Real Estate Tammy Porter, Paralegal Michael Ray, Dir. Member Services Gaye Swaim, Operations Manager Leslie Ward, Dir. Private Equity Brenda West, Risk Mgmt/Internal Audit

Guests Present

C.O. Ainshaw
Cathy Bradshaw, Auditor of State
Chris Caldwell, Division of Legislative Audit
Lawrence Colston, Ex Board Member
Michael Crosby
Susan Crosby
Erika Gee, Attorney General's Office
Gregory Kitterman, Kitterman Law Firm
Danny Knight

- I. Call to Order/Roll Call. Chair, Dr. Richard Abernathy, called the Board of Trustees meeting to order at 1:04p.m. Roll call was taken. Charles Dyer and Bobby Lester were absent.
- II. Motion to Excuse Absences.

Ms. Leming *moved* to *excuse* Charles Dyer and Bobby Lester from the April 4, 2011, Board of Trustees meeting. Dr. Kimbrell *seconded* the *motion*, and the Board *unanimously approved the motion*.

III. Adoption of Agenda.

Ms. Nichols moved for adoption of the Agenda. Ms. Morey seconded the motion and the Board unanimously approved the motion.

- IV. **Executive Summary.** The Executive Summary was provided for reference with no questions or expansions on the written summary.
- **V.** Approval of Board of Trustees Minutes.
 - A. Minutes of February 7, 2011.

Ms. Leming *moved* for *approval* of the Minutes of the Board of Trustees meeting of February 7, 2011. Ms. Nichols *seconded* the *motion*, and the Board *unanimously approved the motion*.

B. Minutes of February 14, 2011.

Ms. Morey moved for approval of the Minutes of the Board of Trustees meeting of February 14, 2011. Ms. Riddle seconded the motion, and the Board unanimously approved the motion.

- VI. Report of Member Interest Waived under A.C.A. Sec. 24-7-205. Mr. Hopkins reported that there have been no member interest waivers since February 2011.
- VII. Report of Employer Interest and Penalties Waived under A.C.A. 24-7-411. Mr. Hopkins reported that ATRS recently converted from a paper reporting system to an electronic reporting system. ATRS waived report penalties for ATRS employers as they became adjusted to the new system.
- VIII. Report on Securities Monitoring RFQ's Past and Present. Mr. Hopkins reported on past and present Securities Monitoring RFQs. In mid-2008, ATRS legal staff had notified Patton Roberts law firm that their RFQ had been approved to be one of ATRS' securities monitoring firms. The last contact

had with this firm was in October 2008 and there is no indication that neither Patton Roberts nor ATRS staff took any action after the approval notice.

ATRS currently has an RFQ out to consider additional securities monitoring law firms, which is in the review process. In January 2011, the Executive Director received a follow up letter from Patton Roberts regarding the 2008 securities monitoring agreement. Based upon ATRS staff input and the delay in attempts to finalize a two year old agreement, ATRS staff has concluded that the agreement with Patton Roberts is null and void. Subject to Board decision, ATRS will continue with the current RFQ process.

The Committee accepted the decision made by ATRS staff.

- IX. **Investment Committee Report.** Ms. Leming gave a report on the Investment Committee Meeting.
 - A. Renewal of Consulting Contracts. The Hewitt EnnisKnupp General Investment, Hewitt EnnisKnupp Real Estate, and Franklin Park Private Equity Investment consultant contracts need Board approval so that the contracts can be finalized and prepared in advance for final procurement approval before July 1, 2011. There are no major changes to the contracts, and additions and changes can be made at any time during the year. The Investment Committee recommends the approval of all three contracts.
 - 1. Hewitt EnnisKnupp General Investment Consultant.
 - 2. Hewitt EnnisKnupp Real Estate Consultant.
 - 3. Franklin Park Private Equity Investment Consultant.

Ms. Leming moved to approve the renewal of the Hewitt EnnisKnupp General Investment, Hewitt EnnisKnupp Real Estate, and Franklin Park Private Equity Investment consultant contracts. Ms. Nichols seconded the motion, and the Board unanimously approved the motion.

B. Arkansas Real Estate Update. The Victory Building is 89% occupied with another 10% leased awaiting final tenant improvement work. Senator Boozman should take occupancy of his field office during the first week of April. The State Medical Board lease is at the finish-out stage and should be completed in approximately 80 days. KARK is currently upgrading its production studios. ATRS has a provision in its lease that the high electric use studios of KARK will be separately metered. However, that did not occur at the time KARK moved into the building. KARK was to get a

specific electric use allowance and any additional amount was to be paid monthly. That amount has never been charged since separate metering was not done during construction. The Committee has instructed ATRS staff to examine the KARK contract further and to ask ISB to conduct an engineering analysis on the facility.

Woodland Heights remains profitable with current leases and preleases now representing 63% of the available units. The goal is to have 90% occupancy by February. The Boll Weevil Eradication Board has an interest in a loan from ATRS. ATRS continues to monitor the interest rate issue the voters approved in the last legislative session to allow a higher interest rate on loans than the old usury rate. The issue on the legality of the constitutional amendment that was approved is in the Arkansas Supreme Court. If the Arkansas Supreme Court finds the amendment was appropriately adopted, ATRS may have additional opportunity for loans that once was a material part of the ATRS Arkansas related portfolio.

C. General Investment Consultant Update – Hewitt EnnisKnupp.

- Portfolio Performance Update for the Month Ended January 31, 2011. The tsunami in Japan had an impact on the global markets, but not as much as expected. Developed non-US markets were down 2%. Through the end of February, the fund was up 25%. For the month, the total plan was up 90 basis points, slightly below the benchmark of 1.2. The fiscal year to date return was 18%, up half a percent over the benchmark.
- 2. BlackRock FIGO Under Liquidation Procedures ATRS Course of Action to be Taken (Resolution No. 2011-17). A significant investor is redeeming from FIGO to move to a short duration portfolio, leaving ATRS as a 50% holder of the remaining shares. This development creates several cost, administrative, liquidity, and legal considerations for ATRS and the other remaining investors in FIGO. After conversations with BlackRock, the manager determined that the best course of action would be to liquidate FIGO. As ATRS currently employs a high active risk fixed income portfolio Hewitt EnnisKnupp recommends transferring the FIGO assets to the existing SSgA Aggregate Bond Index Fund to reduce the active risk of the fixed income portfolio.

Ms. Leming moved to adopt Resolution 2011-17, authorizing ATRS staff and Hewitt EnnisKnupp to move the value of the BlackRock FIGO fund into the SSgA Aggregate Bond Index Fund. Ms. Morey seconded the motion, and the Board unanimously adopted the motion.

3. Kennedy Capital Management Guideline Changes. Kennedy Capital is requesting discretion to directly invest up to 5% of the portfolio in Canadian issuance without using the Depository Trust Company (DTC) for their small cap value mandate with ATRS. Kennedy has requested the ability to directly hold stock in Canadian companies rather than through American Depository Receipts (ADRs) or through the DTC. Kennedy expects the added freedom of transacting in Canada will cost an additional \$1,000 from a custodial, record-keeping perspective. The manager has agreed to cover these additional trading costs.

Ms. Leming *moved* to *approve* the Kennedy Capital Guideline changes. Ms. Nichols *seconded* the *motion*, and the Board *unanimously approved the motion*.

4. Western Asset Management Guideline Change. Recently, Western approached Arkansas Teacher Retirement System (ATRS) and consultant Hewitt EnnisKnupp with the proposal to add exposure to opportunistic emerging markets debt within ATRS's Western Core Plus separate account mandate. HEK has already given the manager the ability to invest with the opportunistically-oriented Absolute Return strategy and retain confidence in their international expertise. The Investment Committee recommends these proposed changes by Western to include an expanded opportunity-set in emerging markets debt.

Ms. Leming moved to approve the Western Asset Management guidelines change. Ms. Riddle seconded the motion, and the Board unanimously approved the motion.

- 5. Putnam Staff Departure Update. Hewitt EnnisKnupp (HEK) met with Anne Lundberg and Michael Wand regarding the recently announced departure of Rob Bloemker, Putnam's Head of Fixed Income since 2007 and portfolio manager of the firm's unconstrained products. According to Putnam, Rob had relocated to San Francisco two years ago for family reasons and found it increasingly difficult to commute to Boston for significant portions of every month. HEK is concerned about Rob's departure, but feels there is sufficient talent within the group and are cautiously optimistic about going forward.
- 6. Recommendation to Use Imminent Need Funding for Anchorage Capital Partners, L.P. (Resolution No. 2011-12). The Board of Trustees voted in its February 7, 2011, meeting to approve the Investment Committee's recommendation to fund Anchorage Capital Partners for up to \$50 million. At the time of the February 7, Board

meeting, it was thought that this investment could be finalized and funded by May 1, 2011, due to legislative scheduling of the Review Committee. It now appears the earliest the Review Committee could meet on this fund is in late May. The strong recommendation of the Investment Committee is that this fund and the other three debt/macro funds be funded immediately due to the significant opportunity in opportunistic debt and macro funds that exists right now.

- Ms. Leming *moved* to *adopt* Resolution 2011-12, approving imminent need funding for Anchorage Capital Partners, L.P. Ms. Morey *seconded* the *motion*, and the Board *unanimously adopted the motion*.
- 7. Recommendation to Use Imminent Need Funding for Capula Global Relative Value Master Fund, L.P. (Resolution No. 2011-13).
 - Ms. Leming *moved* to *adopt* Resolution 2011-13, approving imminent need funding for Capula Global Relative Value Master Fund, L.P. Ms. Nichols *seconded* the *motion*, and the Board *unanimously adopted the motion*.
- 8. Recommendation to Use Imminent Need Funding for Graham Capital Management Proprietary Matrix 10-V Portfolio (Resolution 2011-14).
 - Ms. Leming *moved* to *adopt* Resolution 2011-14, approving imminent need funding for Graham Capital Management Proprietary Matrix 10-V Portfolio. Ms. Morey seconded the *motion*, and the Board *unanimously adopted the motion*.
- 9. Recommendation to Use Imminent Need Funding for York Credit Opportunities, L.P. (Resolution No. 2011-15).
 - Ms. Leming moved to adopt Resolution 2011-15, approving imminent need funding for York Credit Opportunities, L.P. Ms. Riddle seconded the motion, and the Board unanimously adopted the motion.
- D. Real Estate Consultant Update Hewitt EnnisKnupp.
 - Portfolio Performance Update for Quarter Ended December 31, 2010. Fundamentals continue to improve. Vacancies remain high due to the unemployment rate. In certain markets, rents are going up, meaning there is demand, so there is speculation that vacancies will start to decrease. Supply is still constrained as not a lot of lenders are

willing to lend construction loans. There is more transaction value as sellers are becoming more willing to sell. Overall, real estate is showing signs of improvement. Real estate pacing jumped 60 basis points in the fourth quarter and the net IRR increased 30 basis points.

- E. Private Equity Investment Consultant Update Franklin Park.
 - 1. Franklin Park has informed ATRS that it does not have a Performance Update for this Board Meeting due to year end closings.
 - 2. Recommendation for Commitment to Altus Capital Partners II, L.P. (Resolution 2011-16). Altus Capital Partners II, L.P. is targeting capital commitments of \$160 million and held a first closing for the Fund in November 2010 with \$50.2 million in commitments. Altus will target companies with highly-engineered manufacturing processes and products and leading niche market positions. They will primarily target companies based in the Midwest and Eastern U.S. A commitment of \$20 million is recommended, subject to satisfactory negotiation of final documentation.

Ms. Leming *moved* to *adopt* Resolution 2011-16, approving a commitment of \$20 million to Altus Capital Partners II, L.P. Ms. Morey *seconded* the *motion*, and the Board *unanimously adopted the motion*.

- X. **Operations Committee Report.** Ms. Riddle gave a report on the Operations Committee Meeting.
 - A. **2011 Legislation Summary Acts.** By the end of the session, the 18 bills of the ATRS Legislative package all passed. All emergency clauses for the acts passed except for one, Act 225 of 2011. That law will be effective approximately September 1, 2011.
 - B. 2011 Legislation Summary Remaining Bills. ATRS opposed three bills that all died in the Public Retirement Committee. The bills that died include HB 1040 (forfeit benefits to return to work), HB 1186 (one year separation before return to work), and HB 1262 (forfeit benefits to return to work).
 - C. Recommended Procedures on Policy Updates for the 2011 Session Acts. As in other sessions, ATRS must adopt policies under emergency rule making authority provided to the ATRS Board. The Board has the authority to adopt rules without any prior notice or hearing, and will allow ATRS to implement the 2011 Acts in a timely manner for the July 1, 2011

retirements. ATRS will have 120 days to submit the rules through the Administrative Rules and Regulations Subcommittee of the Arkansas Legislative Council.

In order to expedite the policy implementation required for the 2011 Session, ATRS staff proposed to change only those sections that must be addressed. The Legal Division proposed a new format for the policy manual. The new format would include reorganization of the subject matter and a new numbering system that would be less confusing.

ATRS staff also recommended that the policy manual be shortened to contain the information needed to set forth policies promulgated by the Board of Trustees, or to explain difficult sections of the code that are not easily understood. ATRS does not want to restate the Arkansas Code in the Policies if the Code is self-effecting, since it could lead to a conflict that would be used against ATRS.

The proposal is as follows:

- ATRS continue to obtain the Arkansas Code Annotated books that sets the codified law applicable to ATRS that is adopted by the Arkansas General Assembly
- 2. ATRS continues to maintain policies on all areas where the General Assembly has adopted laws that must be expanded upon by policy and all policies that the General Assembly has delegated to the ATRS Board (the only change is that the ATRS Policy Manual would not just restate Code provisions that have not been expanded upon or changed by the ATRS Board just to place them in the Policy);
- 3. ATRS staff will develop a comprehensive guidebook to be used by ATRS staff and once completed and reviewed by the Board to be available to all members that explains all processes and benefit decisions made by ATRS staff with illustrations and examples to enhance understanding and uniformity. Some of the more difficult areas where mistakes are likely to occur would be highly detailed in the guidebook to provide help prevent recurring mistakes. This would be a "living guidebook" where clarity could be added as issues arise.
- D. Potential Operations Committee Meeting Date in May to Review Emergency Policies. An Operations Committee and Board of Trustees meeting will be necessary to review policies. Once staff has thoroughly reviewed and vetted the 2011 Session policy changes, they will be presented to the Operations Committee for review and potential

recommendation to the Board. The Committee had discussed possible dates, and tentatively scheduled the meeting for May 23, 2011.

- E. Board Authority Granted by 2011 Acts.
 - 1. Act 41 Allow ATRS to Create Accounts Effective February 16, 2011.
 - a. The Assets of the Board shall be Recorded in Accounts Established by the Board.
 - 2. Act 45 Technical Corrections Effective February 16, 2011.
 - a. Post 10-Year T-DROP Interest Shall be the Rate Determined by the Board.
 - 3. Act 137 Allows a Member to be Eligible for Disability, Survivor, and Lump-Sum Death Benefits for an Additional Fiscal Year after the Last Fiscal Year when Service is Earned Effective February 24, 2011.
 - a. Board may Promulgate Rules to Define Option Beneficiaries and Marriage Requirement for Annuity Options.
 - 4. Act 138 Five Year Look Back Period Effective July 1, 2011.
 - a. The Board or its Designee may make Adjustments to the Employer, Member and System Records Beyond the Five Year Look Back Period if a Manifest Injustice is Determined.
 - 5. Act 162 To Expand Options for T-DROP Distributions and Include Reciprocal Service in T-DROP Reduction Effective July 1, 2011.
 - a. Board may Promulgate Rules to Determine Deposit Eligibility for Part Time Employment.
 - b. Board may Promulgate Rules to set Requirement and Modify Options for Selecting the Distribution Ratio.
 - 6. Act 557 Clarifies the Designation of Option Beneficiaries Effective March 22, 2011.
 - a. Board has Authority to Decide Who is Eligible for Designation as Option A or Option B.

- b. Board has Authority to Consider Potential Changes to the Rights of Option A and Option B Disability Beneficiaries.
- 7. SB88 (Act 975) Allows Board to Fill a Vacancy and to Pay Certain Expenses Effective April 1, 2011.
 - a. The Board by Majority Vote may Fill a Vacancy by Special Election or by Appointment until the next System Election.

F. Salary Adjustments.

- A. Legislative Audit Adjustments. As part of standard benefit calculations and adjustments and due to passage of Act 163 on contract buyouts, the staff process on allowing adjustments of future and past year salary may be different than expected. Unless a salary underpayment is proven, such as a member is paid less than their contract, or legislative audit determines an underpayment, the position of ATRS staff is that amounts not paid in previous years cannot be allocated to previous years.
- B. Bonuses. ATRS will also apply bonuses that were targeted for a previous fiscal year but paid in a subsequent year if the member is retiring at the close of the previous year. This does not represent a spiking or voluntary movement of salary from one year to another for final average salary benefit.
- G. Contract Buy Out, Court Settlement, and Reinstatement Procedures. ATRS law requires a member to work 120 days in a fiscal year at an ATRS employer to obtain service credit. If a fiscal year exists where the member provided no services and worked no days, and at the same time receives back pay, ATRS staff finds no provision in the law to allow ATRS to recognize service when no service was performed. The ATRS law on payments won through litigation provides that when such occurs, ATRS should compare the amount won through litigation and the salary paid in that fiscal year and gives the member the credit for the higher of the two. This is additional support for the position that such litigation sums should not be spread into prior years.

The Board of Trustees believes if a member is "on call" while a contract is being completed, the member should receive service credit. Mr. Hopkins said that would be incorporated into the Policies.

H. New Procedure on Guardianships Related to Survivors Under Age 18. Historically, ATRS would allow an adult that had an association with

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the minor child to set up an account in which ATRS would deposit monthly survivor payments on behalf of the minor child. ATRS did not monitor how or if the survivor funds were spent and had no assurance that the funds were being spent for or on behalf of the minor's interest.

In the large majority of cases, a guardianship will have to be established in order that a court can supervise and approve any payment made on behalf of the minor child. This is standard guardianship law with which ATRS must comply. A court will allow the cost of establishing the guardianship typically to be paid from the payments due to the minor child. You may hear some complaints of the new requirements; however, ATRS is applying the law that insurance companies and others follow when providing payments to minor children.

ATRS is also looking to apply this requirement to existing survivor accounts where minor children are still involved and will give these families a window of opportunity to establish these guardianships prior to withholding monthly payments to prevent difficulty on these families.

I. Settlement Activity – Failure to Terminate. Executive staff at ATRS has been fully engaged to work on failure to terminate issues that continue to arise with new retirees. It is not uncommon that ATRS discovers three to five new violations each month. ATRS staff has worked hard to increase automation and use quick follow-up when a red flag occurs to shorten the time between a member returning to work in the separation period and notice to the member that a violation has occurred.

Most members agree to an informal Executive Director Review to resolve the violation. The informal settlement process confirms that the violation occurred, and what the member owes if ATRS required full interest and repayment of all benefits. ATRS staff then looks at the member's particular status to help the member put the violation behind them without total economic and personal difficulty.

J. Employer Contribution Compliance. The Executive Director and Deputy Director are closely monitoring contributions from ATRS employers. ATRS now receives over \$500 million dollars in contributions collected by ATRS employers. ATRS staff has identified a pattern of a small percentage of employers providing ATRS with insufficient funds checks, and failure to pay, even when part of the payment is from withholdings from the members' contributions. A charter school had difficulty paying contributions two years ago, and ATRS staff negotiating an agreement regarding that default. ATRS staff will remain aggressive when a pattern arises when an employer stops paying or attempts to pay with insufficient funds to cover its payment to ATRS. ATRS staff has worked to keep the

Board Chair and the Department of Education informed concerning this issue.

- K. Purchase Account Update. ATRS staff has been overloaded with purchase account requests due to the passage of Act 69. Previously, when a member purchased service, the average member purchased service at a 55% discount of the actual value to the member. Act 69 requires members to pay the actual value of their purchased service. This is indicative of ATRS and ATRS staff doing a good job in informing and keeping members up to date.
- L. Acknowledgement of Termination Requirements Form. ATRS staff continues to see an unfortunate pattern of a few members not fully understanding the termination and termination separation requirement of ATRS. ATRS staff has had significant legislative concern over the ATRS strict enforcement of both these provisions. ATRS staff is not aware of any inconsistency in the strict enforcement of these requirements. At the same time, ATRS staff has worked with members in these unfortunate cases to provide workable solutions while remaining compliant with IRS requirement of full correction.

Currently, the retirement application is being enhanced to state that a retiree cannot substitute teach even one day during the termination separation period. In addition, ATRS staff is finalizing a certification form that a member will certify that they have read the requirement stated on the certification form that should leave no doubt that any retiree should not work or attempt to become employed for an ATRS employer during their separation period. In addition the form will require the retiree to acknowledge that they understand that the result is harsh if they violate it.

- M. Arkansas Teacher Retirement System Staff Organizational Chart Overview.
- N. Review of All Current Personnel Policies for Arkansas Teacher Retirement System Staff Members.
- O. Review of ATRS Termination Practice as it Affects the Board as a Whole.
- XI. Staff Recommendation for Five Year Experience Study from Gabriel, Roeder, Smith & Company. Mr. Hopkins explained the need for a five year experience study from Gabriel, Roeder, Smith & Company. The five year study is a comprehensive study to adjust assumptions concerning member behavior and other actuarial assumptions concerning the ATRS benefits

structure. ATRS staff and GRS recommends to the Board approval of this study so that the new assumptions may be used for 2011 actuarial valuations.

Ms. Leming moved to approve the Five Year Experience Study from Gabriel, Roeder, Smith & Company. Ms. Nichols seconded the motion, and the Board unanimously approved the motion.

XII. Report on Tennenbaum.

- A. **Franklin Park.** Mr. Bacine gave an explanation on Franklin Park's role in the Tennenbaum fund. In the summer of 2010, Mr. Hopkins asked Franklin Park to examine the Tennenbaum fund. Franklin Park decided to ultimately not pursue a full analysis due to questions about the structure. A full assessment was not completed just an initial review and meeting. In February, ATRS requested a report to the Board. Franklin Park did not have enough time to complete the full analysis before the February meeting.
- B. **Hewitt EnnisKnupp.** Mr. Kelly received a call from Mr. Tennenbaum in October 2010 about Franklin Park's review of the fund. Mr. Tennenbaum took issue with the review. Mr. Kelly took the fund to their private equity department, who explained that the fund isn't an easy fit due to structure and strategy. Hewitt EnnisKnupp did full due diligence based on the premise that it is a good fund. Mr. Kelly explained to concerned staff members the process of due diligence. Hewitt EnnisKnupp communicated often with Franklin Park, exchanging information.

XIII. Staff Reports.

A. **Medical Committee Reports.** Mr. Ray gave the Medical Committee reports for February and March 2011. In February 2011, there were 11 applicants, 10 were approved and 1 was denied. In March 2011, there were 12 applicants, 11 were approved and 1 denied.

Ms. Nichols *moved* to *approve* the February 2011 and March 2011 Medical Committee reports. Ms. Morey *seconded* the *motion*, and the Board *unanimously approved the motion*.

XIV. **Executive Session.** Chair, Dr. Abernathy, called the Executive Session of the Board of Trustees to order at 2:20 p.m.

Chair, Dr. Abernathy, reconvened the Board of Trustees meeting at 3:19 p.m.

XV. Other Business.

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XVI. Adjourn.

Dr. Kimbrell moved to adjourn the Board of Trustees Meeting. Mr. Stubblefield seconded the motion, and the Board unanimously approved the motion.

Meeting adjourned at 3:20 p.m.

| George Hopkins, Executive Director | Dr. Richard Abernathy, Chair Board of Trustees |
|---------------------------------------|---|
| Amy Glavin, Recorder | Date Approved |