

**Meeting of the Retirement Plan for CTA Employees
Board of Trustees**

55 West Monroe Street
Suite 1950
Chicago, IL 60603

Meeting Minutes

A regular meeting of the Board of Trustees of the Retirement Plan for CTA Employees was held on February 26, 2015 at One North Franklin Street, 27th floor.

The following Trustees were present:

Javier Perez, Chair
Joan Coogan, Secretary
Erin Kleist-Gaynor as an alternate for Omar Brown
John Burkard
Joseph J. Burke
Carlos Acevedo as an alternate for Marcellus Barnes
Ronald DeNard
Mark Weems as an alternate for Kenneth Franklin
Paul Sidrys
Ronald Ester
Valerie Matthews-Wilson

The Executive Director was present. James O'Connell was present as General Counsel for the Retirement Plan. Appearing on behalf of the ATU-appointed Trustees was Joseph Burns, of Jacobs, Burns, Orlove and Hernandez. Appearing on behalf of the CTA-appointed Trustees was James Daley, of Jackson Lewis, LLP. Appearing on behalf of the Regional Transit Authority-appointed Trustee was Daniel Salemi of Franczek Radelet, PC.

Also present were Kweku Obed and Miguel Zarate of Marquette Associates.

On motion by Mr. Sidrys, seconded by Mr. Burke, the Trustees approved the January 22, 2015 Regular Board minutes. On motion by Mr. Burkard, seconded by Mr. Burke, the Trustees approved the January 22, 2015 Executive Session minutes.

General Administration Subcommittee Items

On motion by Mr. Burke, seconded by Ms. Coogan, the Trustees voted to approve items 4(a) through 4(i) under the General Administration committee agenda.

Investment Subcommittee Items

Mr. Sidrys reported that the Investment Subcommittee met and discussed the recommendations Marquette will be reporting, and that the consensus of the Subcommittee was to approve them.

Mr. Obed presented a performance review and answered Trustees' questions, and advised that as of February 25, 2015, the market value of the Plan's assets was \$1,899,881,393.18. Mr. Obed discussed the memorandum from Marquette comparing the performance of the Piedmont Large Cap Core Strategy with the benchmark, and recommending that Piedmont be terminated for performance reasons. On motion by Mr. Burke, seconded by Mr. Sidrys, the Trustees voted to terminate Piedmont.

Mr. Obed discussed Marquette's memorandum concerning the results of the RFP for an S & P 500 Index Fund manager. He noted that the memorandum outlined the factors considered with respect to the ten managers that responded to the RFP, and that, based on these factors, including the fact that it quoted the lowest fees, the Investment Subcommittee recommended Northern Trust. On motion by Mr. Sidrys, seconded by Mr. Burkard, the Trustees voted to approve the recommendation to select Northern Trust as manager for the S & P 500 Index Fund. Mr. Obed advised that none of the responding managers were registered as minority or emerging.

With respect to the non-U.S. Large Cap Index Fund RFP, Mr. Obed reviewed Marquette's memorandum summarizing the results of that search. He advised that, based on Marquette's evaluation of the responses, including fees, performance and track record, the Investment Subcommittee recommended Northern Trust. After a discussion of the Trustees' questions, the Board voted to approve Northern Trust as manager for the non-U.S. Large Cap Index Fund.

With respect to the RFP for emerging market debt, Mr. Obed reviewed Marquette's memorandum on the criteria used to identify viable candidates for consideration by the Investment Subcommittee, and reported that, after hearing the Marquette evaluation of the candidates, the Subcommittee recommended Franklin Templeton and Logan Circle as the two candidates to interview further for the emerging market debt allocation. On motion by Ms. Coogan, seconded by Mr. Weems, the Trustees approved the recommendation of the Subcommittee.

With respect to the RFP for global fixed income, Mr. Obed reviewed Marquette's memorandum summarizing the results of the search. He advised that, after Marquette presented its evaluation of the firms responding, the Investment Subcommittee proposed interviewing three of the candidates, Brandywine, Franklin Templeton, and Standish Mellon. On motion by Mr. Burke, seconded by Mr. Sidrys, the Trustees approved the proposal by the Investment Subcommittee.

Old Business

With respect to the payroll audit, Mr. Perez advised the Trustees that the parties have met and are furthering a discussion designed to resolve issues related to the audit.

Executive Session

On motion by Mr. Burke, seconded by Mr. Burkard, the Trustees voted unanimously to go to executive session to discuss pending litigation: the Matthews case, the rebate case, and the DV Urban case.

Open Session

On motion by Mr. Burkard, seconded by Mr. Ester, the Trustees voted to adjourn.