1	RETIREMENT SYSTEMS OF ALABAMA
2	TEACHERS' RETIREMENT SYSTEM
3	BOARD OF CONTROL
4	201 South Union Street
5	Montgomery, Alabama 36104
6	877.517.0020
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12	COPY
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16	VIDEOCONFERENCE OF THE TEACHERS'
17	RETIREMENT SYSTEM BOARD OF CONTROL MEETING reported
18	by Jeana S. Boggs, Certified Court Reporter and
19	Notary Public, in the conference room of the
20	Retirement Systems of Alabama, 201 South Union
21	Street, Montgomery, Alabama, that was held at
22	approximately 10:28 a.m., Tuesday, December 8th,
23	2020.

1	APPEARANCES
2	BOARD MEMBERS:
3	MR. JOHN R. WHALEY, VICE-CHAIRMAN
4	MR. KELLY BUTLER
5	MR. JOHN MCMILLAN
6	DR. ERIC MACKEY
7	DR. JOSEPH G. VAN MATRE
8	DR. KELLI SHOMAKER
9	DR. SUSAN BROWN
10	MS. AMY CREW
11	MS. CHARLENE MCCOY
12	MRS. SUSAN LOCKRIDGE
13	MS. PEGGY MOBLEY
14	MS. ANITA GIBSON
15	MR. JEFF COLE
16	
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23	
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1	ALSO PRESENT:
2	DR. DAVID BRONNER, RSA SECRETARY/TREASURER
3	MR. DON YANCEY, DEPUTY DIRECTOR
4	MS. LEURA CANARY, RSA CHIEF LEGAL COUNSEL
5	MS. DIANE SCOTT, RSA CFO
6	MS. EMILY EATON, RSA ASSISTANT
7	MR. MARC GREEN, RSA CIO
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1	CALL TO ORDER/ROLL CALL
2	MR. WHALEY: Okay. At this time,
3	I would like to call the Retirement Systems
4	Board of Control meeting to order and ask
5	Emily Eaton to call the roll of members.
6	MS. EATON: Luke Hallmark?
7	(No response).
8	MS. EATON: Ricky Whaley?
9	MR. WHALEY: Here.
10	MS. EATON: Kelly Butler?
11	MR. BUTLER: Here.
12	MS. EATON: John McMillan?
13	MR. MCMILLAN: Here.
14	MS. EATON: Eric Mackey?
15	(No response).
16	MS. EATON: Joseph Van Matre?
17	MR. VAN MATRE: Here.
18	MS. EATON: Kelli Shomaker?
19	MS. SHOMAKER: Here.
20	MS. EATON: Susan Brown?
21	DR. SUSAN BROWN: Present.
22	MS. EATON: Amy Crew?
23	MS. CREW: Here.

1	MS. EATON: Charlene McCoy?
2	MS. McCOY: Here.
3	MS. EATON: Susan Lockridge?
4	MRS. LOCKRIDGE: Here.
5	MS. EATON: Russell Twilley?
6	(No response).
7	MS. EATON: Peggy Mobley?
8	MS. MOBLEY: Here.
9	MS. EATON: Anita Gibson?
10	MS. GIBSON: Here.
11	MS. EATON: Jeff Cole?
12	MR. COLE: Here.
13	MR. WHALEY: Thank you, Emily.
14	We do have a quorum.
15	APPROVAL OF AGENDA
16	MR. WHALEY: Okay. At this time,
17	we would like to look at the agenda, if you
18	would, and if you see anything that needs
19	changing, we would have to have a motion to
20	that end. But if not, we would ask for a
21	motion to approve the agenda as it's
22	printed.
23	MS. GIBSON: So moved.

1	MR. WHALEY: Thank you.
2	Ms. Gibson with a motion. And a second
3	MS. CREW: Second.
4	MR. WHALEY: by Ms. Crew.
5	Thank you. So, we have a motion, a second.
6	All in favor signify by saying "aye"?
7	(Board members saying "aye").
8	MR. WHALEY: Any opposed?
9	(No response.)
10	MR. WHALEY: Okay. So, the
11	approval of the agenda passes.
12	APPROVAL OF 9/15/2020 MEETING MINUTES
13	MR. WHALEY: Okay. At this time,
14	we would like to look at our minutes of the
15	September 15th Board meeting. Hopefully
16	you have had that opportunity already
17	through Directorpoint to look over the
18	minutes and see if we need to make any
19	corrections or anything.
20	Is there any corrections that
21	anyone sees that needs to be made?
22	(No response).
23	MR. WHALEY: Okay. At this time,

1	I would entertain a motion to approved the
2	minutes of the September 15th Board
3	meeting.
4	MR. COLE: So moved.
5	MR. WHALEY: Thank you. Mr. Cole
6	has a motion. And
7	MS. MOBLEY: Second.
8	MR. WHALEY: seconded by
9	Ms. Mobley. Thank you.
10	So, I have a motion, a second.
11	All in favor signify by saying "aye."
12	(Board members saying "aye").
13	MR. WHALEY: Thank you. Okay.
14	We are now on Item IV. Before we start the
15	Report of the Investment Committee by the
16	Secretary/Treasurer, which is Dr. Bronner,
17	I would like to say a couple of things.
18	Number one, I want to thank Dr. Bronner for
19	the work he has done for the Retirement
20	Systems of Alabama. It's amazing. He has
21	been with us since 1973. And in 47 years,
22	we have never had a scandal of any kind.
23	Everything is operated in a positive kind

of fashion. We started out with \$500 million in 1973. Today, we have about \$42 billion. And he has done some great things.

2.2.

I ask myself all the time, where in the world would Alabama be without the Retirement Systems of Alabama. And Dr. Bronner's vision, you know, long ago, particularly back in 1990 when we started up the Trail and all, and we were at about two, maybe three — between two and \$3 billion in tourism money. And today, well, the last report in this 2019 book, said that we were \$15.6 billion in tourism money. And that's every year.

So, I mean, it just keeps going up. And that's thanks to the 11 venues of golf, the eight hotels and people coming to Alabama. And it's just amazing. And Dr. Bronner has done so many wonderful things for us. A lot of times we take things for granted.

But, Dr. Bronner, on behalf of

1	this Board, we would like to give you all
2	the affirmation and praise that we could
3	possibly give to you, particularly when
4	we think about the way things are today.
5	I looked yesterday, there were 50 million
6	people in America that were hungry. And
7	we are just the Retirement Systems is
8	just it's amazing to me, you know, how
9	much money we pay out every year. Checks
10	don't get messed up. You know, \$3.3
11	billion or something along that line,
12	or close to that went out in checks to
13	our members.
14	So, we are just grateful for
15	you. And before we let you start the
16	report, I just wanted to say thank you,
17	and we appreciate you.
18	DR. BRONNER: You know, you are
19	way too gracious.
20	MR. WHALEY: Well, I'm telling
21	the truth. It's the truth.
22	DR. BRONNER: Well, I will tell
23	you all my mistakes some day.

MR. WHALEY: Well, you know, hey, we all make mistakes, but you — you know, you have done a lot of good things for Alabama and for us. And I will tell you this: The teachers of Alabama would — I don't know about everyone of them, but I am going to say most of them, if somebody got after you, they would be a riot.

2.2.

DR. BRONNER: We hope not.

## REPORT OF INVESTMENT COMMITTEE

DR. BRONNER: The Investment

Committee Report is on the tab that's showing as the Investment Committee Report, and really that's only your portfolio.

That shows you exactly everything that you all — that we can find, at least, on

September 30th. And I really don't spend much time on it except to tell you that that's the portfolio that you can look at, and also to tell you it's probably out of date by now because of how fast we move sometimes. And Marc will go into that.

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What I spend on this part of the

report is the supplement, three or four pages in the back, which are programs that we started way back when.

2.2.

And it shows you on page 158, if you go to that, that's the money market accounts. And that started in '74. And what that was, was just investing money that prior to that was left in the Treasurer's Office. And that's how we built our very first building. Built the one across the street, was we had a marketing program and went to the Board and said that: If we do something that's never been done before, can we build a building so that you have something? And they said, yeah, because you can't do anything we haven't done before.

So, the impact of that program, if you go to the bottom line there on page 158, we have earned \$1.2 billion over all these years. And some years are more than others, because it's a function of interest rates, is what it is, and do

we have the availability of money.

2.2.

The second supplemental program that we started was the covered calls and options. Marc warned me yesterday that, when you look at the bottom line, we went back positive there; but his accounting of these options and these — in other words, we are selling something we don't have, or we are buying something we don't have. That's the long and short of puts and calls. And so, the negative numbers will show up in the next report.

But at least for that year —
you see we generated big dollars
sometimes. We lost big dollars
sometimes. And what he is doing is, he
is hedging when you have a very volatile
market. In other words, if it goes up
20 or 30 — well, at the beginning of
this year to be more realistic, we were
down 36%. So, you are starting to hedge
against that. And sometimes it pays off
like this time. And then when the market

1 goes way ahead of where you are, then you 2 start losing on the other side. 3 So, but, that's where we are. We are still positive. 4 5 The additional income from 6 securities lending is on page 160. 7 Again, that was a program that way back 8 when, your predecessors thought we were a 9 little nutty here, but we told them that 10 there doesn't seem to be any risk in this 11 program. We -- I don't know why we don't 12 do this. 13 So, we have earned \$172 million 14 in this program alone, which again, 15 knocking on wood I quess you should, and 16 in this year of 2020, because only God 17 knows what's going to happen between now 18 and the first of '21. 19 But, anyway, you see we've been 20 positive every year. And the point of 21 that lending program was that, you know, 2.2. you are over-collateralized. 23

example, if you give somebody \$100 in

stock shares or in bond shares, they put up \$103 or \$104 dollars. So, it's real hard to lose unless the whole word ends. And that shows you \$172 million gain over the years starting that program in the '90s.

2.2.

The last page, 161, is a page that was extremely important 20 and 30 years ago, because you had probably, without exaggerating, somewhere between 85% and 90% of your money was in bonds; no stock, whatsoever. Or if you had stock, you had 2% or 3%. That's not the place to have been — bonds are not the place to be in the last ten years as far as income goes.

Now, they can be good performers, and we will show you that this year where, when interest rates go down and they continue to go down, their bonds outperform.

But, anyway, so this was a big deal way back when on market value and

1 book value and ratings and things like 2 that. But, again, even this has gotten 3 confused over the decades because, if you 4 look at the bottom of page 161, you see 5 AA's and AAA's. And then if you look at 6 Standard and Poor's, if we did the same 7 thing, they would be different. Because 8 they -- for example, well, I quess I 9 could ask Marc who would really know, but 10 it's got to be somewhere between five and 11 ten years ago that Standard and Poor's 12 dropped -- Standard and Poor's basically 13 said, okay, we are not going to consider 14 government -- U.S. Government paper AAA 15 anymore.

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2.2.

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So, it's all over the ratings.

When I send you, for example, a Fannie

Mae or a Freddie Mac, which is a

mortgage, you will see that it is split

rated, which seems a little funny. But

it — or if you put down U.S. Treasuries,

it is going to be split rated. One will

be AA and one will be AAA, and the same

1 piece of paper.

2.2.

So, anyway, this thing, again, was very important — and I don't want to say even 15 years ago. I want to say 25 or 35 years ago it's not as important today because your percentage of assets has gone, in fixed incomes, down substantially, that we will get to in a couple of minutes, but it will show you a huge difference. Or you can go back to the beginning of the investment report, where you see that one page, page 23, and it shows you that, basically your fixed incomes are what I call teenagers now: 13%, 14%, 15% of your assets.

Certain markets, if you had total confidence, then, you probably wouldn't be in them at all. Other times you would be heavily into it, and you will see the ramifications when it shows you the performance bonuses for the staff.

But that's the report of the

1	Secretary/Treasury for the Investment
2	Committee. We will come back to a number
3	of investments, like I always do, towards
4	the end of the report.
5	MR. WHALEY: Okay. All right.
6	So, we have heard the report of the
7	Investment Committee from Dr. Bronner. I
8	would like to move on into the Report of
9	the Secretary/Treasurer with Dr. Bronner.
10	DR. BRONNER: We need approval of
11	that report, sir.
12	MR. WHALEY: Okay. All right.
13	My bad.
14	All right. We need to have a
15	motion to approve the Report of the
16	Investment Committee.
17	MS. MOBLEY: So moved.
18	MR. WHALEY: Thank you,
19	Ms. Mobley.
20	MR. COLE: Second.
21	MR. WHALEY: Ms. Mobley motioned.
22	Mr. Cole, second. All in favor say "aye."
23	(Board members saying "aye.")

1 MR. WHALEY: Thank you. Motion 2 approved. 3 All right. Now we will move to 4 the Report of the Secretary/Treasurer. 5 REPORT OF SECRETARY/TREASURER 6 DR. BRONNER: Right. This is the 7 big, overall picture; in other words, 8 balance sheet. So, when you look at page 9 94, you see the contributions by the 10 employee, the employer for the year. 11 see the investment income for the year. 12 And I don't say a whole lot on this page, 13 on 94, but I do ask you to go back to the 14 supplement for page 162 and 163. 15 162 is that page -- and any new 16 Board and the old Board members, I'm sure 17 you get tired of me saying this, but we 18 have the data for every year. But to put 19 the data on there for every year, I 20 would, you know, have a scroll, 21 basically, over the Capitol and back. 2.2. So, we just pick different 23 years. We do put down a couple of

highlights for you so that you understand that, if somebody starts yelling at you that, hey, the employer is putting in too much money, you can say, well, back in 1976, way back in the revolution, it was 15.5%, you know.

2.2.

So, we have never gotten close to that again. And then you have the low rate. And the low rate took place, I will always remember, because that's how you funded the cost-of-living raise for retirees and active teachers when we went from book value to market value, because we were always on book value forever.

And when we went to market value, obviously in the market, we had done a lot of good things during the '80s. And so it was worth a lot of money.

But, anyway, so it's got different things. And it also shows you something that — and we do — would like to leave that in there for a few years until I am dead and gone, is the 214 era,

the Tier I and Tier II. So, you see the difference. Because you know I am going to die fighting trying to get Tier II better than what it is, because I just don't believe that we are doing a good job for the teachers in the classroom. We don't give them a 30-year retirement, and we don't allow them to count their sick leave.

2.2.

So, I'll get on my little horse and ride against this windmill this legislative session. I think we will have good help from the House. The Senate is the one that's always been my problem. And so, that's 162.

And 163 is an interesting page, because that's the one that we stick everything on there for Teachers',

Employees' and Judicial, even though you are not responsible for two of the three.

But you see the historical contribution of the State. And you see that it's — you know, when you think of salaries and

you think of salaries way back when and what they are today, it's a totally different deal. And it also surprises you when you go to go buy a new car, and you are buying a car that costs twice as much as your house when you first bought your house.

2.2.

Or, if you are, like I just did,
I fixed up my bathroom at my house
because it's 30-something years old. And
I thought I bought a new house. And I
just fixed the bathroom.

But, anyway, us old people get concerned about those sort of things.

But, anyway, that's the appropriations from the State.

So, on page — If go back to the big book, the page that I always think is important, and it's only, you know, one day a year, but that's on page 95, which again shows you your contributions, your employee/employer, your investment income, blah, blah, blah. And you

go down to the bottom line, and that's the net increase. That's the one that, in six months from now, I will show you it might be a huge increase; it may be a big loss. And I said, I really don't care, because I can't control the markets. But I can tell you which way we are going. And in this case, you had a net increase for the year. So, that's the permanent thing.

2.2.

So, you had a net increase of roughly \$326 million. So, you went from 26 -- \$25.6 billion in Teachers' alone. And when Ricky was talking about the \$40 billion, he was including everything that we do, which you may or may not realize. As teacher Board members, we do the employees. We do the -- and when you say "employees," you think State employees. But my Section 12 units are cities and counties are actually bigger than State employees, number of retirees, number of money, and everything like

1 that.

2.2.

And then we have the Judicial things. And we also manage money. Many years ago it was such a ripoff of the State of Alabama by people that managed little pieces of money.

So, when you look in the annual report — because that's the only place it's showing is in the annual report — of game and fish fund or the docks or things like that that had money that needed the money to be invested so that they could, you know, redo the docks every so many years or the State parks to redo the parks every so many years. But they were getting feed to death.

So, we actually managed their money for free. All we've given them is about 10 or 15 basis points. So, in other words, we try to pay for the paper. We certainly don't pay for the talent of the people running the thing. So, we just thought, if we have any outflow of

money, they would pay for that. But other than that, they don't pay for anything.

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But, anyway, so that's your difference. You are bouncing off right at \$26 billion right now.

On page 96 shows you the budget -- for our current year budget, our fiscal year budget, expense balance, and that's the budget that we had for the We ask you to, even though we put year. it down at \$48 million, we actually spent \$30 million. And that's been in there forever, because if we don't spend it, we just revert it back to the next year. But we want it in there to load our cannons, to be honest with you. have another Q-type people come to the State, and because when they came, they attacked us from every direction possible, from the Chamber of Commerce to you name it. So, we had our hands full. But, anyway, so that's the budget that we

1	propose to you for the upcoming fiscal
2	year, and we need approval on the report
3	and a separate approval on the budget,
4	Mr. Chairman.
5	MR. WHALEY: Okay. First vote,
6	we will handle the report the Budget
7	Report first. Do I have a motion at this
8	time to approve the report?
9	MS. GIBSON: So moved.
10	MR. WHALEY: Thank you.
11	Ms. Gibson makes a motion. Second?
12	MS. MOBLEY: Second.
13	MR. WHALEY: Thank you,
14	Ms. Mobley. We have a motion and a second
15	to approve the report.
16	All in favor signify by saying
17	"aye."
18	(Board members saying "aye").
19	MR. WHALEY: Thank you. All
20	right. Dr. Bronner, now we need to
21	DR. BRONNER: Budget approval.
22	MR. WHALEY: Okay. At this time,
23	we would like to approve the budget that

1	Dr. Bronner has presented to us. If I
2	could get someone to make a motion for
3	that?
4	MS. CREW: So moved.
5	MR. WHALEY: Thank you, Ms. Crew.
6	She makes a motion.
7	MR. COLE: Second.
8	MR. WHALEY: And seconded by
9	Mr. Cole.
10	All in favor signify by saying
11	"aye."
12	(Board members saying "aye").
13	MR. WHALEY: Okay. Thank you.
14	And so, we have an approved budget report.
15	All right. Dr. Bronner,
16	Approval of Annual Retirement Allowances.
17	APPROVAL OF ANNUAL RETIREMENT ALLOWANCES
18	DR. BRONNER: Right. It starts
19	on page 97, and you can go on forever
20	almost. And we will come back to this in a
21	little while, but just for a moment or two.
22	But you go onto page It
23	starts at 97 and ends on 157. I guess I
	David David Carlo Africa LLC

1 need to point out to you that, just this 2 group of people, is an annual budget cost 3 of \$90 million. I have written in the 4 Advisor next month, because the numbers 5 are shocking even to me. 6 In 1980 -- I picked 1980 because 7 I didn't want to tell everybody really 8 how old I am. Okay. 9 So, I picked 1980. We had 10 17,147 people retire. The cost was \$7.9 11 million a month. Now, with this group, 12 you have over 100,000. 100,322, and 13 that's grown since we did this in 14 September, obviously. An extra \$194 15 million on top of the \$90 million. 16 you are at almost \$200 million a month. 17 So, that alone is \$2.6 billion a year. 18 MR. WHALEY: So, we have got 19 100,000 people that are retired that we are 20 paying just over 100,000? 21 DR. BRONNER: Over 100,000, and 2.2. you are paying them right at \$200 million a 23 month.

1	MR. WHALEY: Wow. Okay. How
2	many, roughly, actives do we have?
3	DR. BRONNER: Huh?
4	MR. WHALEY: How many actives do
5	we have?
6	DR. BRONNER: Not that many. If
7	you go back
8	MR. WHALEY: Okay.
9	DR. BRONNER: If you go back to
10	that page that I showed you in a
11	supplement
12	MR. WHALEY: Okay. Okay.
13	DR. BRONNER: that's got that
14	number of active people.
15	MR. WHALEY: Okay. All right.
16	DR. BRONNER: I mean, that hasn't
17	changed dramatically.
18	MR. WHALEY: Okay.
19	DR. BRONNER: Because this is
20	what's catching up to us. And that's why
21	we are so sensitive about it, to be honest
22	with you. Because you can see it can get
23	away from you really fast. It doesn't take

1 very long, you know, to do that. 2 So, I will ask your approval of 3 all these people, because they are 4 already collecting their check, and I 5 have a big house, but I don't have a big enough house for 3,222 people to come and 6 7 visit me for their check. So, anyway --8 MR. WHALEY: 3,322 people. 9 comparison to last year, I wonder how much 10 of an increase do you predict? 11 DR. BRONNER: It really won't 12 show up. The next one will show up bigger, 13 because you had -- I mean, a lot of people 14 did not retire until the COVID came along, 15 and they didn't retire before, but they 16 starting to retire during it. 17 MR. WHALEY: Right. Okay. All 18 right. 19 DR. BRONNER: But, anyway, so, 20 that's where you are at. You are roughly 21 at 200 -- and going back to your numbers 2.2. that you spoke to earlier, the \$500 23 million, it's actually \$600 million when I

1	came here. About \$400 million of it was
2	for teachers. That would have been two
3	months. All the money you had in 1973
4	would be two months' worth of these
5	benefits.
6	MR. WHALEY: Goodness.
7	DR. BRONNER: So, that's why
8	you I think, whether it was Dr. Walsh or
9	Don Yancey or Marc or anybody at Marc
10	Green, they have really dedicated
11	themselves to trying to get you a program
12	that's as safe as we can.
13	But that is that report, sir, of
14	the retirees.
15	MR. WHALEY: Okay. Before we
16	have a motion, do you have something you
17	would like to add or have a question?
18	MRS. LOCKRIDGE: I want to
19	MR. WHALEY: Okay. All right.
20	MRS. LOCKRIDGE: I want to move
21	to approve.
22	MR. WHALEY: Okay. Motion to
23	approve the annual retirement allowances by

1	Mrs. Lockridge. Is there a second?
2	MS. GIBSON: Second.
3	MR. WHALEY: Second by
4	Ms. Gibson.
5	All in favor signify by saying
6	"aye."
7	(Board members saying "aye").
8	MR. WHALEY: Any opposed?
9	(No response).
10	MR. WHALEY: The motion is
11	approved. Okay. So, we will move on to
12	the next page.
13	DR. BRONNER: And that's the
14	Discussion and Other Business,
15	Mr. Chairman.
16	MR. WHALEY: Yes.
17	DISCUSSION AND OTHER BUSINESS
18	DR. BRONNER: And the first one
19	on there is (A) Litigation. The litigation
20	starts on page 164, and I've told you for a
21	number of years all the lawyers and I
22	have got when I came here, I was the
23	only lawyer, but now I have got more

lawyers than God's got. And so, they tell me "don't talk." Okay. So, I can't talk.

2.2.

So, you can read that at your leisure. There isn't any really new cases that I could determine.

So, you look at that. The only thing that — that problem we had in Mobile, the lady was, I mean, was really thrown out of federal court, as far as I was concerned. It was an old lawyer that doesn't practice.

But she has appealed it to the 11th Circuit. So, I still feel very comfortable about the excellent job that Leura and her team did on that.

The others are mostly, as you see, 55 Water slip-and-fall cases. And that's going to happen in the big city with lots of snow and ice, and we even have a couple of slip and falls here in Montgomery in the Tower. So, but those are all just handled by insurance. There is no threat to us.

Page 68 in your supplement is, again, these are nickels and dimes. But you see, we are pretty meticulous on nickels and dimes. So, under the Teachers', we have got an extra \$33,000 from litigation. But we did not have anything to do with that litigation except hold the securities. I didn't instigate it. We didn't pay any lawyers. That's class action suits that takes place every day on Wall Street.

2.2.

I haven't litigated anything important since Enron and Worldcom of the '80s, and I led those attacks against two crooked organizations — one in Texas, and one in Mississippi — that made worldwide news at that time. The — so, that's that.

The second thing here is B, says, Attorneys Fees. And those are attorney's fees on page 169. Westport was the company — the ship holding company. Westport is the one that was in

the litigation with the —— with the problem; it went under. And that's the old factory, literally an old ship building factory in lower Texas that we've been trying to get rid of forever. But we still have a few legal costs there.

2.2.

SiO2 is a lousy \$5,000 on SiO2, which meant that we had to simply change some documents to get some more of SiO2 to keep it going at one time.

The out-of-state travel report is followed on page 170. For the first time ever, there's just one. Even when I came here, there was more than that. So, but, anyway, nobody did a whole lot of traveling. And Jonathan got the award, because he did go to Miami, which nobody would go with him.

The real estate update; that's where I usually spend a lot of time with you. I won't spend much time, except to tell you a couple of scary facts.

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The first one on the real estate is the hotels. And the finance director ask that -- you know, I asked you at the last meeting, is there anybody you want to hear from when we have our next meeting, because I only give this big report twice a year, and we have the other two meetings. So, he suggested that we get the hotels. So, I have warned the hotels that they are going to get to come up and give you, like they will the Employees' system a, you know, roughly 15- to 20-minute presentation. But I do want to give you some things, because it was quite a year, to say the least.

We had — with the hotels, we had a budget, and they are like this thing. This — so that you know that, it is not really fun and games. That's the book for 55 Water. Okay? I don't know how many pages are there. But we go through the whole thing. But that's for

55 Water. So, you can imagine the hotels are the same thing, because they got a book on each one, but not nearly that thick.

2.2.

But, anyway, to give you an idea, in the budget last year going into this year, we were gangbusters. We were the top of the class through a little while. But then the COVID came along, so — but we had a budget of — revenue we were budgeting roughly \$179 million, just from the hotels. It came in at \$117 million, which is a lot lower as, you know, a \$50-plus million problem there.

At first, we thought we were going to lose a lot of money on hotels this year, because at one stage — at one stage, it was scary. In April, we had 4.5% occupancy. So, I had — I had more cooks in the hotel than I had guests for the year, though. It was pretty interesting, because we had put down that

we thought we would get around 67%, 68% occupancy, which is really good if you think you are operating seven days a week. It's not like, you know, the businessman is going to be there on Saturday night and or Sunday, right? Or on Friday night — boom, he is be gone.

2.2.

And so, the traveler, yeah. Well, COVID; no travelers.

So, we actually ended up with 45% occupancy, which just gave us a little loss. Our net loss was about, probably a million two, on the hotels, which is really tiny compared to where we thought it would be.

and making us money. The problem with the Grand is that I have 112 rooms that are out of commission because good old Allison took care of me there — took care of five different roofs. So, it's five roofs, you know. And it's going to take us all the way to March to get all

the roofs done if I don't get hit another time. Which I did get hit a second time, but it didn't do that much damage. A little flooding, but good compared to what it probably was going to be.

2.2.

But, anyway, so that's the hotel business, and they will give you a better report in -- right now we are looking okay. We are looking okay.

Better there than we are in -- when I come to the -- a couple of other things.

The housing at Point Clear and Opelika still surprises us. We are still selling them like it was a year ago, only we are selling more at higher prices.

The average one that I sign every time we sell — I sold two — we sold two this week — they were around \$900,000. For little places at — I mean, little places at The Grand. The same house, probably over at Opelika — we sold one of those this week — was more like \$450,000 to \$550,000. But you really pay for the —

what they call a quality of life at the Grand, and I guess if you can afford it, it's a pretty neat place, but it has done really well.

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The housing sector, your real estate team, has worked really hard.

They have done well. They have done very well.

55 Water Street, your largest commercial property, two to three points. One is that when -- in 2018, which was only two years ago, we were roughly 28% vacant, because we had people move out, because that's what you have got. We have got a list, for example, where everybody is stack -- it's called a stacking plan in real estate. Who is on every floor? When is their lease up? And leases in New York are not like you and I are used to in Alabama. You know, hell, you can get in a lease in Alabama for a year at a time, and you think you did good. Well, the problem with that

is — that's what they tried to do to me to begin with, with the State office buildings. But the valuation of the property then goes way down, because you are only good for this year. Sunny boy, you have got to lease it — maybe the same person, but they only give you credit.

2.2.

So, New York is totally different. You know, most leases — a short-term lease in New York is usually — I mean, a really — the shortest one I have ever seen is five years on commercial real estate. Most are them are 15 to 25 years. 25 years is not unusual. 20 years is very usual. And that's our last leases.

But the interesting part about it is, as I said, we were about 28% in '18, and you -- some of you remember and some of you have forgotten, which is logical, that we had two or three big leases during '18 and '19. And today, in

1 October of 2020, we only have 6% vacancy 2 rate in the whole building. You have got 3 to remember how big the building is. 4 It's the second largest in the United 5 States, commercial building. Over four 6 million square feet. 7 So, 6% rates is basic little 8 full, because you have little chunks here 9 and there. The neat part about it is, we 10 only have a handful of tenants. 11 probably have less than 20, about 14 or 12 15, usually, because they are huge 13 tenants. 14 I looked in the book for --15 this big book that we just had the 16 meeting at Point Clear in October, but 17 anyway our return still is over 10%. So, 18 we've been milking that -- my daddy would 19 say, who was a farmer -- milking that cow 20 a long time. 21 So, at 10% return with these 2.2. interest rates, it's been very, very, 23 very good to us.

MR. WHALEY: What is 55 Water Street worth today, roughly?

2.2.

DR. BRONNER: Probably -- well, today it's not worth nearly as much as it was, you know, six months ago, because of the vacancies in New York. About six million square feet has come on for sale in New York at the current time. Our building, basically, in its heyday, when it was packed -- because now it's spread out a little more. But when it was packed, you would hold between 15,000 and 17,000 people were in that building. Last month, because everybody is working from home, we had less than a thousand people show up for one day of work.

So, we went from 15 -- we usually had about 12,000 to 13,000. At one time, it was packed. You know, sort of like they -- like a classroom that you don't have any extra space, so you just say, bring in some more desks and here you are, routine. And it was up at over

15,000. But we basically, as long as we've owned it, it's in the 12,000 to 13,000 range, but those less than 1,000 people check through the security, which is pretty amazing.

2.2.

But, again, those, I think are the two big points. We were really lucky when I got L-brain. Marc and I, I go in and I — when I feel uncomfortable, I always like to bounce it off Marc, and, you know, this is having problems. And he said, well, they are having problems. You know, Victoria Secret's having problems. But look at the size of the company, and look at how much money they have got.

So, we went ahead with it, and that was probably one of the better decisions we jointly have done together, because, you know, when you sign a 20-year lease, we don't care if you show up or not. It's certainly cheaper to run the building, because I don't have

anybody to cleaning up after. I don't have you turning on a light bulb.

2.2.

So, the whole thing has been beneficial to us. And, again, over 10% return, that's good. And you may or may not remember, but I put Marc on the Board with me at 55 Water, because I just think it was that important.

One extra thing that's not in this thing, we have agreed with Marc and Hunter, we are going to expand the real estate sector. Because the only stuff we have in the real estate sector is 55 Water, which is half of it, and Alabama buildings. So, we are going to go into an REIT and spread it into other types of real estate in different parts of the country. It's not a huge commitment.

I — you know, somebody wanted to go a little bit higher. And I said, you know, let's see how that works first, and then we will go from there.

The next one is the

Montgomery/Mobile office building. There is not a whole lot to say. We have a monthly meeting on that every month. I know a lot of details that would worry you to death, but I would just say that Mobile is doing fine. We don't — I don't see any problems there. A couple — one building is 100% occupied. The other two are into the 80% and 90% area. So, that's fine.

2.2.

We are — So, it doesn't come as a surprise to you later on in life, in case we ever get it through, but I mean, there is a small probably — we've been working on it for a year. I haven't told anybody. But we have been talking with the Docs and another public agency for a new building in downtown Mobile. So, we don't know if — and it would be 100% occupied by these two agencies. One is a federal agency, and one is a state agency. But I don't know if it will be a reality or not, to be honest with you,

because times have changed.

The Montgomery off

2.2.

The Montgomery office buildings are full. I mean, even the Dexter

Avenue, the one that I thought I could fill up in four years. But when the government — State government cut employees by 5,000 people, I couldn't.

And so, we are getting real close on that now, too.

So, they are all in the above-90% occupancy rate. A couple are locked -- I mean, are full. There is no room in this building. There is no room in the RSA Plaza. There is no room -- very little room in the RSA Union. None in the ACC.

So, basically we are pretty good. We had a little problem with the former finance director who tried to hurt the Retirement System, but we seem to be at least holding down our own even there. So, it doesn't seem to be a problem.

Special projects, there is three

or four there, before I turn it over to The RTJ Trail, to be honest with you, when COVID hit, I thought we were going to get killed. I mean, absolutely The problem, or the funny part killed. about it is, I was talking to people -and I do talk to people a lot in New York, and the West Coast, and Washington -- nobody is doing this. Nobody is doing that. And I said, well, pretty strange but the RTJ Trail had the best summer it's ever had. And he said, I said, that's because all you smart people who let everybody work from home, they figured out how to work from home, and that includes golf in the afternoon or the morning.

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So, anyway, that has cut our numbers of a loss way down. So, we are just — we are like we normally are almost. But the problem is that we didn't make the big money that we do in the spring and the fall; that is for the

month by far. October, our second biggest month by far, because the tourists come in. When the tourists come in, unlike the local, they will come drink, eat, buy stuff at the place, do everything like you and I would do on vacation. Locals, and when we do locals, well, we are not going to eat; we ate at home. We are not going to stay and have a drink. Why pay you three dollars for a beer when I got one at home for 97 cents or a buck or two.

2.2.

So, that's how that's worked.

It all depends on the -- you know, what happens in the next, really, 90 days.

But I did read something yesterday that bothered me, because everybody thinks the world is going to be a lot better in a matter of weeks or months. But, to distribute the vaccine, the best estimate I got yesterday out of Washington was two years across the world. So, you know,

when they send whatever they are sending to Alabama, and, you know, I wish the health officer was on, he would tell us the exact number, because I heard him say it, but I don't want to misquote him.

But let's just say it's 50,000. Well, that doesn't — you know, we can take care of the hospital people, and we can take care of maybe a few old folks, but that's it. So, we still got to get the other in here.

2.2.

Shoals, I don't know why I put that on there. Everything seems to be fine there. Again, you know, you Yankees that live in Northern Alabama has snow, so that chases away my golfers. But other than that, that's fine. I have no problem.

The -- I guess why I put Shoals down, I should bring you up to a little bit of a deal on the railroad plant, because it's a big project. That company will be moving out in the next month or

two, as I have sent to you. They are going broke, so we just let them go because we really wanted the equipment that they bought from Navistar. Navistar was the first one in there, put all the expensive stuff in there. Like, we have over a hundred cranes in there, that go the full length of a mile. That's how long the plant is; it's a couple of feet over a mile long. So, you can imagine how big this thing is.

2.2.

And so that's fine. We have been working diligently. We have CBRE working with us. Hunter has worked on it. Marc, Joe Moore, one of our attorneys here with Leura, and Glenn Pringle have really headed up the project. Glenn has spent his years chasing industry around the country for me. And he is very tight with the Germans in particular. And the Germans are looking. We have got them looking. We don't have anything guaranteed, but we

have got them looking. And it would be a really — I think it would be a really, really big one if we hit them. This particular German company, which I cannot tell you the name, don't have a U.S. operation, which is wonderful, if they do decide to come to the United States, which we think we have got them interested.

2.2.

And so, anyway, that's where we are. I share you this on my plate every day. I think I drive poor old Glenn, especially, nuts. But Hunter, as well as Marc and Joe, the three head it up. Hunter and I try to stay out of their way because it's all — it's all advertising and pushing them right now and getting the State government to put in incentives, and things like that.

The iPic, that's probably my only serious headache right now. That's the movie theater business. And anybody that can read understands it's shut down.

Now, we are open in numerous places. But we are not open in the two key markets of the country: California or New York.

And we don't have much product. And we are fighting with the Warner Brothers, who have come up with a new solution that will really hurt the theater business.

They want to send out a new movie to the movie house, they also want to send it out on video, whether it's a — you would relate to Netflix, like that, or the new, one, HBO Max, and stuff like that.

2.2.

So, there is going to be a lot of fighting going on the next, really, 60 days or next month or two. Because if that happens, and the other movie producers — Time Warner — I mean, Warner Brothers, they have got about 17 to 19 films for '21. If they do that with all their films, it will be tough, because we have to see what the other filmmakers do.

But they do have one or two, you

1 know -- whether you know or not, I have 2 been approached numerous times by the 3 movie industry. Burt Reynolds one time 4 came to see -- Linda Paine was my 5 secretary at that time across the street. 6 So, Burt Reynolds popped in one time. 7 Another time, the guy on M-A-S-H popped 8 in on us. But I always said, you know, 9 you guys want to be paid. Oh, yeah. 10 said, I also know you guys have two sets 11 of books: One for the public, and one 12 So, I said, that don't for you guys. 13 So, I always said, you work with me. 14 know, if you want to do, like, five 15 movies, knowing that one will do great, 16 two will be break even, and two will be 17 flops, and you get paid from that. 18 Reynolds, I'll always remember, he says 19 oh, no, wait man, I get paid every time 20 for every movie whether it's a flop or 21 I said, I understand that. not. That's 2.2. why I don't really want to do anything 23 with you.

But, anyway, this iPic is a high—end thing. It really depends on what happens. It's — that and the Trail, basically. If we can get the tourists, it will affect the hotels and the Trail. But the — as I call them, the magic serum on COVID, we have got to get that out of the way, and that will affect this, too, dramatically. But it's an iffy deal right now.

2.2.

The last one is Si02, and then I'll answer any questions that you have on any of that stuff, or anything else I have said.

SiO2 is — it's, as Marc would say, you don't know how bad that was at one time. I said, well, I have an idea how bad it was, but it was real bad. And then COVID basically saved the company. It's now doubling. It's doubling its full capacity size. So, I mean — if it's — it's like that. It's going that way. And what it is, is you see on TV,

when you look at the COVID, and you can't watch evening news without ten COVID stories, but you will see Pfizer and their little vials going along with the blue caps. Well, see, ours is totally different. And that will be — it will be needles with the juice in it. So, you don't have any contamination between the juice and the needle, and all that stuff.

So, we know we have got a better product. And we know if somebody said, oh, they will steal the idea from you. I said, I don't think so, because I think we have got 35 or 38 or 40 patents between the United States and Europe.

So, it looks very good. It's just a matter of us -- it's a small investment compared to 55 Water or the other things. So, it can double and -- you give me another couple of thousand retirees, and it will take care of that one easy.

But, anyway, those are the

2.2.

1 subject matters I wanted to cover with 2 you and ask the Chair if he or other 3 people have questions. 4 MR. WHALEY: Thank you, Dr. 5 Bronner. 6 Are there any questions for Dr. 7 Bronner at this time regarding his 8 report? 9 (No response). 10 MR. WHALEY: No questions? 11 Bronner, regarding SiO2, you have got 12 about -- you're going to put out about a 13 third of the total amount of vaccines from 14 Auburn, maybe? 15 DR. BRONNER: No. It's bigger 16 than that. I mean, again, the vaccines, as 17 I said a few minutes ago, they think it's 18 going to take two years to get it across 19 the world. And there is a number of 20 bottlers, as you can see by the Pfizer 21 bottle with the blue cap on. So, everybody 2.2. is going to be using every conceivable way 23 they can.

2.2.

The beauty of SiO2 is, let's just assume we get our fair share, which we will. The beauty is that when these drug companies have expensive drugs, like cancer drugs — okay? — and you want to ship those cancer drugs from Europe — and that's where most of your drug companies are: Europe, Switzerland, Germany — and you are shipping it to Africa or you are shipping it to Asia, you will want to ship it with us with that needle and everything all in one, because it won't break.

MR. WHALEY: Right.

DR. BRONNER: That's the difference. And you take that huge risk out of somebody using a dirty needle or something, opening something like that, even though they say it's clean, you don't — I mean, if you saw the thing last night on Venezuela — I don't know if any of you saw it on the evening news — it's the scariest thing I've ever seen in my

1 Their hospitals would be the biggest 2 dive that you had ever seen in your life, 3 with broken windows, water that doesn't 4 work, toilets that don't work. And that's 5 the hospital in Caracas, Venezuela, which 6 at one time was a very rich place. 7 So, anyway, I think with our 8 sterile things and how we are 9 transporting that thing, the future is 10 very nice. I just don't want you to 11 think it's going to save the Retirement 12 System, because it's not big enough. 13 I owned 100% of it, it still wouldn't 14 save the Retirement System, but it would 15 make a big dent in the costs. But we 16 only got a third of it. So, but, anyway, 17 it looks good. 18 MR. WHALEY: Diane mentioned 19 Pfizer was at -72 degrees to ship. 20 DR. BRONNER: Right. That's how 21 you transport it. 2.2. MR. WHALEY: Okay. What about 23 with ours? How does that work?

1	DR. BRONNER: It depends on the
2	drug. You know, if it's a Pfizer drug,
3	yeah. Our needle would be in their super
4	72-degree below zero thing. And that's the
5	problem, because if you think of Alabama,
6	how many places in Alabama can you get
7	72-below zero? I don't know. I'm sure
8	there is an icehouse someplace, but I
9	wouldn't think it would be 72-below zero,
10	because all you need is below 30 to keep
11	ice frozen. So, if it's 72 below, you have
12	got to have special containers, special
13	everything.
14	So, that's why you will look
15	both at Maderna, and you will look at
16	both the Oxford people. The English
17	people gave their first shot, I think,
18	this morning.
19	MR. WHALEY: Yes.
20	DR. BRONNER: So, those are
21	bigger. So, we will see what happens.
22	MR. WHALEY: Okay. Anyone have
23	anything you would like to ask Dr. Bronner

at this time?
(No response).
MR. WHALEY: Okay. I don't think
we need a motion on that one, do we?
DR. BRONNER: No. No, sir. We
are fine.
MR. WHALEY: Okay. All right.
DR. BRONNER: We go to the
Investment Performance by Marc.
MR. WHALEY: Okay. At this time,
I would like to call on Marc Green
DR. BRONNER: It's page 171 of
your supplement, if you would turn to that.
MR. WHALEY: to give the
Investment Performance Report. Marc, thank
you.
INVESTMENT PERFORMANCE REPORT
MR. MARC GREEN: Thank you, sir.
To answer that question on
Maderna is normal refrigeration
temperature, so there is no super freeze
or anything. So, they are looking good
in that regard.

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So, I will concentrate on the fiscal year to date, or the one-year column, those were the same on page 71. The first section, U.S. Equities, our return was 8.65%. Our benchmark was 10.02. As Dr. Bronner referred to, we did some collaring. We actually started early in our fiscal year, and those worked pretty well, and we put some on as we kind of came out of the COVID pandemic crisis, and the market continued to rally. And I thought it was interesting to point out, if you look at those three lines in the middle, you can see the S&P 500, the return was 15.15%, the index The mid cap was -2.16, and the return. small cap index was -8.29.

So, there is a huge bifurcation in returns by market cap. And so, within the S&P 500, the top five stocks, that's Facebook, Amazon, Apple, Google, Microsoft, through last Friday for the calendar year, were up 52% on average,

1	and the other 495 stocks in the S&P 500
2	were up 6%. So, it's been a very weird
3	market and very narrow tape. And if you
4	didn't own the leaders, and we were
5	actually underweight several of those.
6	We own a ton of them in our Index Funds,
7	but
8	MR. WHALEY: What did you say the
9	top five last week were?
10	MR. MARC GREEN: Well, for the
11	calendar year through, I believe, last
12	Friday, they were up 52% on average.
13	MR. WHALEY: Okay. But what were
14	they? Facebook, Amazon?
15	MR. MARC GREEN: Yeah. Facebook,
16	Amazon, Google, Apple and Microsoft.
17	MR. WHALEY: I suppose because of
18	technology and
19	MR. MARC GREEN: Well, it was
20	just the market and this low interest rate
21	environment with the Fed out there buying,
22	you know, underlying support. All the big
23	growers. You know, Apple used to trade at

10, 12 times earning, if you go back to 2016. Now it's trading at 38 times. So it's — multiples have gotten pretty extended in our view. And we've kind of been a growth at a reasonable price shop forever, and not as willing to have a big overweight in something that's trading at three times it's old run rate. But, anyway, I digress.

2.2.

The next section, International Equities. So, the emerging markets we were up 5.71%. Developed International, up 77 basis points. Blending those two we were up nearly 2%. Our benchmark at 2.76, so we lagged there. We have always sold puts and calls around a core position in emerging markets. And per usual, we had puts out in March when the world fell apart, and we got assigned on — I think it was, between all funds, about \$180 million of notional value of emerging markets. And say, if we were selling the 39s and 38s, and the stock

went out on expiration at 32, we had to eat that difference in — long story short, the EEM now is trading between \$50 and \$51 a share. So, we are actually up about \$11 on that trade, but it hit — it hit returns for March, and it kind of dinged our return for the fiscal year.

2.2.

So, the last two lines, Total Global Equity, our return was 7.22%, versus benchmark of 8.47%.

If you will flip to page 172, the first line: TRS total fixed, that's just our core fixed income portfolio was up 7.95%. Three lines down, you can see the Barclays Aggregate bond was up 6.98%, so we did better than the index.

Going to alternatives, private placements is up 7.81%. Preferred and private equity down 3.85%. Blending those two, down 1.4%. Real estate was down nearly 3.5%. So, total alternatives was -2.69%. Blending that with fixed income, it was roughly 2%.

1 The next section: Cash was up 2 1.35%, and the total plan return at the 3 bottom was 5.62%, versus the benchmark of 8.20%. 4 5 So, that's your performance run, 6 and there is a sizeable gap there. 7 some of that has to do with benchmarking. 8 Like there's -- it's hard to pull out a 9 good benchmark for real estate. Our 10 benchmark is a CPI plus 300. So, the CPI 11 was up 1.4% for that 12-month period, and 12 you add 300 basis points. So, there is a 13 pretty big delta in real estate. And the 14 same goes for private placements and 15 private equities. They just don't track 16 their benchmarks, especially in a crazy 17 year like 2020. 18 So, that goes through TRS 19 performance. 20 The next page, 173, is your 21 asset allocation pie chart. You can see 2.2. domestic equities a little over 51%. 23 International a little below 14%.

Generic fixed income, 12.5%. Private placements, private equities, about 5.5%. Real estate, a little over 9%. And cash or short-term investments, 8% of the fund.

2.2.

If you will flip to page 174, this is your compliance report as of the end of the fiscal year. And if you go out to the far right, you can see that we were within the strategic ranges as set forth by the Board, and the investment policy statement.

Page 175, several years ago we were asked to give you a — more of a breakdown within real estate, preferred and privates of individual returns, and this is that page that gives you the returns of individual assets within those portfolios. You can look at those at your leisure, and I'll be glad to talk with you if you have any questions.

Page 176, this is our Universe Comparison Report. The one-year column,

our 5.62% return, compared to the median plan return of 7.24% ranks you in the 74th percentile. So, a little bit below median; but if you go out, the three and the five, we're pretty close to median. The ten, we were about in the top quartile.

2.2.

And on page 177 and 178, once a year, we give you the PEEHIP Retiree

Trust plan. It's basically the same —

it looks the same as the TRS plan, but

I'll — without going through all the

minutia of that, if you'll flip to page

178, the last two lines, the PEEHIP total

plan return was 8.17%.

And page 179 gives you a snapshot of the asset allocation for the PRT. A little over 51% domestic equities, 11% international, bigger fixed income portfolio, which as Dr. Bronner eluded to, had pretty good returns this year, about 28.5% of the fund, and cash at 9%.

1	And then page 180, again, is the
2	Compliance Report, and the fund was
3	within the compliance ranges as set forth
4	by the Board.
5	And that concludes the
6	Performance Report. I'll be glad to
7	address any questions anybody might have.
8	MR. WHALEY: Marc, I wanted to
9	ask you about RSA-1, if I could.
10	Last month it was the stock
11	side was up quite a bit, right?
12	MR. MARC GREEN: Yeah. A little
13	over 11%, I believe. So, it's been a very
14	volatile year both ways.
15	MR. WHALEY: Yeah. That's good.
16	Very good.
17	Anyone else have a question for
18	Marc Green?
19	(No response).
20	MR. WHALEY: If there are we
21	don't need a motion on this?
22	MR. MARC GREEN: No.
23	MR. WHALEY: Marc, we appreciate

1 you, and all that you do for us. 2 MR. MARC GREEN: I appreciate it. 3 MR. WHALEY: You are a great 4 employee. Thank you. 5 All right. Back to you, Chief. 6 COMPENSATION PERFORMANCE REPORT 7 DR. BRONNER: The Compensation 8 Program starts on 181 through 190. 9 just go to 190, you see that bottom line. 10 As I have told the Board, when I started 11 the program back in 2000, it was a 12 methodology to keep the young people that 13 we have got working for us, because they 14 are all leaving me. And so, it's nothing 15 except numbers. Meaning that, if I like 16 you, it doesn't make any difference. 17 don't like you at all, I don't like the 18 color pants you wear, or whatever, it's 19 irrelevant. So, it's strictly, do you 20 outperform what you are in charge of. And 21 that's on page 188. 2.2. And you see that the bonuses --23 it all depends on the market, and how

1 well they did. As I have told you, the 2 interesting thing is the fixed incomes, 3 you know. I used to love it when you get 4 8% or 9% or 12% or 15%. Well, when you 5 get 2% but you outperform everybody else 6 who is getting 1%, you get to claim a 7 victory. 8 So, that's what that is. 9 431,000. Some people didn't get 10 anything. Some people got reasonable. Some people got a lot. And that's how 11 12 it's happened every year. As a matter of 13 fact, the one that got the most this year 14 didn't get anything last year. 15 So, it goes all over the place. 16 It depends on what area you are in and 17 how it works. 18 But I would ask for approval of 19 their compensation package. 20 MR. WHALEY: Okay. All right. 21 Dr. Bronner, thank you. We need a motion 2.2. to approve the Compensation Performance 23 Report. If I could get --

1	MS. MOBLEY: So moved.
2	MR. WHALEY: Thank you.
3	Ms. Mobley is the motion. And a second,
4	please?
5	MS. SHOMAKER: Second.
6	MR. WHALEY: Thank you,
7	Ms. Shomaker.
8	All in favor signify by saying
9	"aye."
10	(Board members saying "aye").
11	MR. WHALEY: Any opposed?
12	(No response).
13	MR. WHALEY: Okay. At this time,
14	Dr. Bronner will go to the Adoption of
15	Resolution to Transfer Title of Securities.
16	ADOPTION OF RESOLUTION TO TRANSFER
17	TITLE OF SECURITIES
18	DR. BRONNER: Right. This is the
19	same three names as the that we have
20	had, and it's on page 189. But Wall Street
21	asked me to not actually requires me to
22	update it every time every two times
23	a year. So, this will be approve that,

1	which we are already doing.	
2	MR. WHALEY: Okay. All right.	
3	At this time, if we could, get a motion to	
4	approve the Resolution to Transfer Title of	
5	Securities. A motion, please.	
6	MR. COLE: So moved.	
7	MR. WHALEY: Mr. Cole.	
8	MS. GIBSON: Second.	
9	MR. WHALEY: And a second by Ms.	
10	Gibson. Okay.	
11	All in favor signify by saying	
12	"aye."	
13	(Board members saying "aye").	
14	MR. WHALEY: Ayes have it, and	
15	the motion carries.	
16	Okay. At this time I would like	
17	to call on Mr. Yancey to talk about our	
18	reinstatements.	
19	APPROVALS	
20	MR. YANCEY: Thank you,	
21	Mr. Chairman.	
22	The last page of the materials,	
23	page 190, we have six individuals who	

1	previously retired under TRS and have
2	returned to full-time employment and
3	completed the required two years
4	full-time work since returning. They
5	have requested to be reinstated to active
6	status. They have complied with all the
7	requirements. So, the staff recommends
8	that the Board approve their requests.
9	MR. WHALEY: Okay. You have
10	heard Mr. Yancey's report. I need to get a
11	motion to approve the reinstatements, if we
12	could, please.
13	MRS. LOCKRIDGE: So moved.
14	MR. WHALEY: Okay. Thank you,
15	Mrs. Lockridge. And motion and a second by
16	Mr. Cole. Thank you. All right. A
17	motion, and a second.
18	All in favor signify by saying
19	"aye."
20	(Board members saying "aye").
21	MR. WHALEY: Any opposed like
22	sign?
23	(No response).

1 MR. WHALEY: The motion carries. 2 Okay. 3 Item number six, we are to the 4 last item, which is the election update 5 by Mr. Don Yancey. 6 ELECTION UPDATE 7 Thank you, sir. MR. YANCEY: 8 Not much of an update at this 9 point. Where we are right now, we have 10 completed the last election cycle that 11 the Election Committee has not yet met to 12 adopt the results that have been reported 13 by the company that handles the election 14 for us. 15 Now, the Election Committee will 16 meet immediately following the 17 adjournment of the TRS Board and will be 18 presented with those results and will hopefully approve and adopt those. And 19 20 at that point, we can announce the results to the candidates. 21 That is a 2.2. committee meeting. It is open, so those

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of you who are present, if you wish to

23

stay for that committee meeting, you may. Those online may continue to observe that committee meeting. It's a fairly short meeting, about ten minutes, you know, to do that.

2.2.

The cycle that we just finished, there were four positions up for election. Higher education number two, that was Ms. Shomaker. Principal position, Jeff Cole. Support position number two, Russell Twilley. And teacher number three position, Charlene McCoy. So, those were the four that have we just completed, and we will be announcing those results.

Next year for the next cycle, which will start, you know, in May with the announcement over next summer, there are actually six positions that will be up for election: Teacher positions number one and two; that's Amy Crew and Ricky Whaley. Support position number one, Susan Lockridge. Retired position

1 number one, Peggy Mobley. Post secondary 2 position, Susan Williams Brown. 3 higher ed position number one, Dr. Van 4 So, those will be up for next 5 year. 6 So, that is my report at that 7 point, Mr. Chair. 8 MR. WHALEY: Okay. Thank you, 9 Mr. Yancey. 10 Before we adjourn, just a couple 11 of quick things. As Mr. Yancey said, we 12 will have a TRS Election Committee 13 meeting in this same room as soon as we 14 can get everyone out of this room. 15 are going to go ahead and start that and 16 get that knocked out. 17 So, if you will, when we 18 adjourn, if you could -- unless you plan 19 to stay, we are going to start the 20 meeting right up after the adjourned of 21 this meeting. 2.2. Secondly, let's not forget our 23 friend, Luke Hallmark, to remember Luke,

1 Sarah and Parker in your prayers. Luke 2 is a great guy. We all love Luke. 3 think so much of him. He has done a great job as the chairman of our Board, 4 5 and just keep them in your prayers. 6 And the last thing I would say 7 is, you know, it's getting close to 8 Christmas. Today is the 8th of December, 9 and we have got a lot for which to be 10 grateful. And I suppose an attitude of 11 gratitude would be in place. And I am so 12 grateful for the Retirement Systems of 13 Alabama and for our PEEHTP insurance. 14 And I heard it said one time, a man was 15 complaining because he did not have any 16 shoes until he saw a man who didn't have 17 any feet. So, we have a lot for which to 18 19 be grateful. And at this time, I would 20 like to entertain a motion to adjourn our 21 meeting today. 2.2. MS. MOBLEY: So moved.

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Thank you,

MR. WHALEY:

23

1	Mrs. Mobley. A motion to adjourn. A
2	second, please?
3	MR. COLE: Second.
4	MR. WHALEY: Second, Mr. Cole.
5	Thank you.
6	All in favor signify by saying
7	"aye."
8	(Board members saying "aye").
9	MR. WHALEY: The ayes have it.
10	We are adjourn. Thank you.
11	
12	(Conclusion of TRS Board of
13	Control meeting at
14	approximately 11:40 a.m.)
15	
16	
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#### 1 REPORTER'S CERTIFICATE 2 3 STATE OF ALABAMA 4 ELMORE COUNTY 5 6 I, Jeana S. Boggs, Certified Professional 7 Reporter and Notary Public in and for the State of 8 Alabama at Large, do hereby certify on Tuesday, 9 December 8th, 2020, that I reported the TEACHERS' 10 RETIREMENT SYSTEM BOARD OF CONTROL MEETING; that the 11 foregoing colloquies, statements, questions and 12 answers thereto were reduced to 80 typewritten pages 13 under my direction and supervision; that the 14 transcription of said meeting is true and accurate 15 transcript. 16 I further certify that I am duly licensed 17 by the Alabama Board of Court Reporting as a 18 Certified Court Reporter as evidenced by the ABCR 19 number following my name found below. 20 I further certify that I am neither of 21 relative, employee, attorney or counsel of any of 2.2. the parties, nor am I a relative or employee of such

attorney or counsel, nor am I financially interested

23

1	in the results thereof. All rates charged are usual		
2	and customary.		
3	This the 8th day of December, 2020, in the		
4	year of our Lord.		
5			
6			
7			
8	/S/Jeana S. Boggs		
9	Jeana S. Boggs		
10	ABCR NO. 7, Exp 9/30/2021 Certified Court Reporter and		
11	Notary Public Commission expires: 8/9/2022		
12			
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