

**MINUTES OF REGULAR QUARTERLY MEETING OF
THE BOARD OF COMMISSIONERS OF
THE SUPERIOR COURT CLERKS' RETIREMENT FUND OF GEORGIA**

November 4, 2010

The regular quarterly meeting of the Board of Commissioners of the Superior Court Clerks' Retirement Fund of Georgia was held in the Fund's office in Griffin, Georgia on November 4, 2010 beginning at 10:00 a.m.

Present for the meeting were Board Members Studdard, Williams, Farris, Caldwell, Glass, Abernethy and Brannon. Also present were Secretary-Treasurer Bob Carter, Member Liaison Woodson Daniel, Legal Counsel Sam Oliver, Accountant Duane Schlereth, and Actuary Jeffrey Groves.

Sheila Studdard presided at the meeting and welcomed all present. As a first order of business, the oath of office was administered to new Member Abernethy by the Chair. A copy of the oath is attached to these minutes.

The next order of business was a consideration of previous minutes. Since the Board had not previously approved the minutes of the April, 2010 meeting, on motion by Caldwell, seconded by Williams, the Board unanimously approved those minutes, copy of which is in the Board's minute book file. On motion by Williams, Seconded by Brannon, the Board unanimously voted to approve the minutes of the August 2010 meeting as submitted, copy of which is also on file..

The Chair then asked for agreement to alter the agenda to allow for outside reports to be considered first.

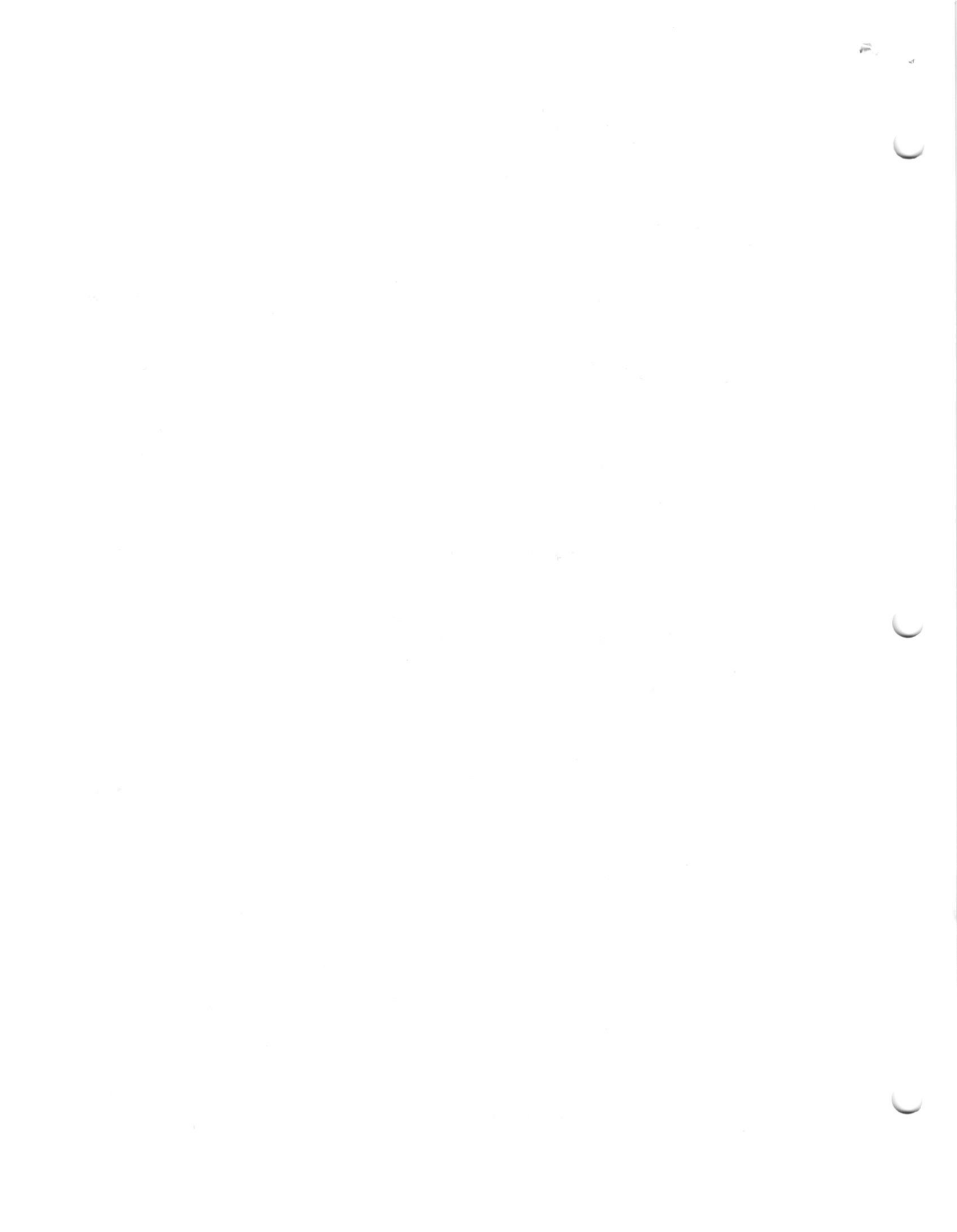
The first report considered was the audit report, copies of which were distributed to the Board, and a copy of which is on permanent file in the Fund's office. Duane Schlereth reviewed the audit report in detail, answered questions, but most importantly noted that it was a "clean opinion" with no recommendations for changes or cure actions. He complimented the Fund's staff on their good work and cooperation with the audit. On motion by Caldwell, seconded by Glass, the Board voted unanimously to approve the audit report as presented. A copy of the audit report will be sent to the State Auditor.

The next report was an actuary report presented by Jeffrey Groves. A copy of the actuary report as presented is attached to these minutes. Groves went through the report in some detail after distributing copies to all present. He pointed out certain key assumptions and noted their conservative status. On motion by Farris, seconded by Caldwell, the Board voted unanimously to approve the Audit Report as submitted.

Groves than presented a special report and actuarial study conducted in connection with possible service credits to be purchased by Clerk Member Hicks under the law that went into effect July 1, 2010, requiring service credits to be purchased at their actuarial value. A copy of that report is included in the Fund's records as well. On motion by Abernethy, seconded by Brannon, the Board voted unanimously to adopt the report relating to Hicks. Hicks will be contacted to be advised of the costs for various levels of purchase.

Finally, Groves noted that he had considered and anticipated a question from the Board on whether or not to grant a COLA as of January 1, 2011 and also as of July 1, 2011. He verbally reported that the Fund was in excellent shape and could support the increases. On motion by Caldwell, seconded by Abernethy, the Board voted unanimously to approve the 1 and a half percent increase effective as of January 1, 2011. A decision will be made later as to the period starting July 1, 2011. The motion is to grant increases to all benefit recipients.

The next item of business was a presentation by Atlantis Investments. Present from Atlantis were George Kirk, Rex Morrison and Jamie Sandin, Kirk and Morrison being formerly of Sector Investments. Sector is the current equity markets investment firm for the Fund. Bob Carter explained why Atlantis was being asked to give a report at this time, as the Atlantis people present were largely the ones who were dealing the fund's account while they were at Sector.



Kirk, Morison and Sandin reviewed the history of Atlantis, distributed reports summarizing its investments philosophy and results, and solicited the Fund's business in light of the fact that these principals were the ones who formerly handled the Fund's account in the first place. After posing questions and receiving answers, the Board voted unanimously to approve hiring Atlantis to replace Sector as of January 1, 2011, subject to review of a contractual agreement by the Secretary-Treasurer and Legal Counsel. The motion was made by Williams, seconded by Brannon.

The next presentation was made by UBS Consultants, whose representatives were Ferber Buckley and Scott Olson. UBS Consultants was soliciting the job of investment consultant for the Fund. Bob Carter discussed the reasons for asking UBS to make its presentation, pointing out that the Board has never utilized the services of a separate investment consultant. The role of an investment consultant was discussed and fee arrangement reviewed. It was clear from the report that UBS Consultants will not be recommending UBS money managers out of concern for conflict, although UBS does both. On motion by Brannon seconded by Williams, the Board voted unanimously to approve the hiring of UBS as an investment consultant, effective as of December 1, 2010 and subject to legal approval of the contract between UBS and the Fund.

The next order of business was the Treasurer's Report and the money manager report, copies of which had been distributed to all present. Secretary-Treasurer Carter summarized the reports, answered questions and discussed trends. On motion by Brannon, seconded by Glass, the Treasurer's Report and the money manager's report were unanimously approved as submitted.

The next order of business was the membership reports given quarterly. These were presented by Woodson Daniel. On motion by Caldwell, seconded by Glass, the membership reports as distributed were unanimously approved.

The next order of business was the report on website development given by Cathy Brooks.

The final item was a discussion about possible changes in legislation that could be begun at the 2011 session of the General Assembly. On motion by Caldwell, seconded by Glass, the Board voted unanimously to not support any change in legislation dealing with military credits, but to instruct the Actuary to study the actuarial costs of allowing spousal protections for 12 years or better of creditable service, similarly to the way chief deputy clerk service is now determined actuarially.

There being no further business to come before the Board, the meeting was properly adjourned at 2:25 p.m.

Robert Carter, Secretary-Treasurer