

**ALASKA RETIREMENT MANAGEMENT BOARD
BOARD OF TRUSTEES MEETING
HYBRID/TEAMS**

**March 16, 2023
9:00 a.m.**

**Originating at:
State Office Building
Department of Administration
Large Conference Room, 10th Floor
333 Willoughby Avenue
Juneau, Alaska 99801**

Trustees Present:

Bob Williams, Chair
Sandra Ryan
Lorne Bretz
Commissioner Adam Crum

Donald Krohn
Dennis Moen
Allen Hippler
Commissioner Paula Vrana

Department of Revenue Staff Present:

Fadil Limani, Deputy Commissioner
Pamela Leary, Director, Treasury Division
Sam Hobbs, Accountant
Ryan Kauzlarich, Assistant Comptroller
Shane Carson, State Investment Officer
Casey Colson, State Investment Officer
Stephanie Pham, State Investment Officer
Officer
Emily Howard, State Investment Officer
Kevin Elliot, State Investment Officer
Benjamin Garret, State Investment Officer
Victor Djajalie, State Investment Officer

Zachary Hanna, Chief Investment Officer
Scott Jones, Investment Operations,
Performance & Analytics
Mark Moon, State Investment Officer
Steve Sikes, State Investment Officer
Cahal Morehouse, State Investment Officer
Hunter Romberg, Senior Compliance

Robyn Mesdag, State Investment Officer
Steve Sikes, State Investment Officer
Grant Ficek, Business Analyst
Alysia Jones, Board Liaison

Department of Law Staff Present:

Ben Hofmeister, Assistant Attorney General

William Milks, Assistant Attorney General

Investment Advisory Council Present:

Dr. William W. Jennings
Ruth Traylor

Dr. Jerrold Mitchell

Department of Administration – Division of Retirement & Benefits Staff Present:

Ajay Desai, Director
Mindy Voigt, Acting Chief Pension Officer
Eugenia Golofeeva, Internal Auditor
Brandon Roomsburg, Retirement & Benefits Specialist
Roberta Aceveda, Counseling & Education Manager

Kevin Worley, Chief Financial Officer
Betsy Wood, Chief Health Administrator
Kris Humbert, Business Integration Officer

Callan:

Steve Center, Senior Vice President

Ivan “Butch” Cliff, Executive Vice President, Director of Research
Jay Kloepfer, Executive Vice President and Director, Capital Market Research
Adam Lozinski, Assistant Vice President, Capital Market Research

Guests/ Presenters:

Tonya Manning, US Wealth Practice Leader & Chief Actuary, Buck
David Kershner, Principal, Consulting Actuary, Buck
Stephen Oates, Principal, Health Actuary, Buck
Paul Wood, Actuary, Senior Consultant & Team Leader, GRS
Bill Detweiler, Consultant, GRS
Marybeth Daubenspeck, Vice President, Government Markets, Empower
Liz Davidsen, State Director, Empower
Ashleigh Kester, Empower
Robyn Loftin, Empower
Ryan Taliaferro, Senior Vice President, Equity Strategies, Acadian Asset Management
Renee Hoffman, Senior Vice President, Senior Consultant Relation Officer,
Acadian Asset Management
Chad Gross, Head of North American Institutional Business Development,
First Eagle Investments
Alan Barr, Portfolio Manager, First Eagle Investments
David Barron, Head of US Equity Solutions, Legal & General Investment Management America
Melissa Ruffel, Client Strategist, Legal & General Investment Management America
David Lebovitz, Marketing Director, JPMorgan
Jeff Shields, Executive Director, JPMorgan
Jeffrey Moore, Portfolio Manager, Fidelity Tactical Bond
Beau Coash, Institutional Portfolio Manager, Fidelity Tactical Bond
Kristin Shofner, Senior Vice President, Business Development, Fidelity Tactical Bond
Melissa Moesman, Senior Account Executive, Fidelity Tactical Bond

Public Testimony

Doug Woodby, 350Juneau
John Hudson, 350Juneau

James Simard, 350Juneau

PROCEEDINGS

CALL TO ORDER

CHAIR BOB WILLIAMS called the Alaska Retirement Management Board meeting to order and asked for a roll call.

MS. JONES called the roll.

PUBLIC MEETING NOTICE

CHAIR BOB WILLIAMS asked if the public notice requirements were met for this meeting.

MS. JONES replied, yes, it had.

APPROVAL OF AGENDA

CHAIR BOB WILLIAMS stated that the agenda was before the Board and that there were a couple of minor changes: One was the action item for the managed account analysis under Item 10 was moving under the DC Committee report; the investment action, listed as No. 12, would move up; and the Investment Advisory Council Perspective would be the last item for the day. With those changes, he asked for a motion to approve.

MOTION: A motion to approve the agenda was made by TRUSTEE RYAN; seconded by TRUSTEE KROHN.

There being no objection, the MOTION was APPROVED.

APPROVAL OF MINUTES

CHAIR BOB WILLIAMS moved to the minutes of December 1 and 2, 2022, and asked for any corrections or additions. There being none, he asked for a motion to approve.

MOTION: A motion to approve the minutes of December 1 and 2, 2022, was made by TRUSTEE KROHN; seconded by TRUSTEE MOEN.

There being no objection, the MOTION was APPROVED.

STAFF REPORTS

CHAIR BOB WILLIAMS moved to staff reports and recognized Alysia Jones, board liaison.

MS. JONES stated that the liaison report included the fourth quarter financial disclosure memorandum. There were no disclosure transactions that required additional review or discussion. She continued that the communications memorandum listed communications directed to and sent on behalf of the Board since the December 2022 meeting, as well as a summary of public records requests received between November 16th and February 28th. She added that there were a few recent ones regarding Empower which would be added after this meeting. The 2023 meeting calendar, along with a proposed 2024 meeting calendar which was discussed at the Operations Committee meeting yesterday were included in her report. Additionally, there was the five-year contract review and deadline timeline that showed FY23 through FY28.

CHAIR BOB WILLIAMS added that there were some late additions to packet materials, and as a general policy, we are looking at holding firm to those deadlines so that the trustees have a chance to read, go through and process them. He stated that he had accidentally jumped around the Public/Member Participation on the agenda. He apologized and moved to Public/Member Participation.

PUBLIC/MEMBER PARTICIPATION, COMMUNICATIONS AND APPEARANCES

CHAIR BOB WILLIAMS stated he had a list of four people: Doug Woodby, Elaine Schroeder, James Simard, and John Hudson that had requested to speak. He asked if there was anyone online or in the room that would like to speak. He recognized Doug Woodby, but there was no response.

MR. HANNA stated that there was an audio issue, which has been fixed.

CHAIR BOB WILLIAMS apologized for the technical difficulties and recognized MR. WOODYBY.

MR. WOODYBY stated that he lives in Juneau. He continued that he is a PERS beneficiary and is with 350Juneau Climate Action for Alaska. It looked like a defined benefit program would be coming back to Alaska for new and existing employees. This new defined benefit program should remind all that the fiduciary responsibility of this board was more comprehensive than it may seem. There will be young families with spouses and dependents, and their future pensions are going to be really important; not just to those families, but also to the economy by way of retention of employees and families that would remain in the state. He pointed out the charts in the board packet that showed the declining demographics of the defined benefit program in the coming decades. They show that the old beneficiaries are dying out. If the new program is implemented, that will change dramatically. As fiduciaries, the board has the duty of impartiality with respect to the various beneficiaries of the trust, young and old, now and in the future. He stated that employment-related risk will affect the funds available for future beneficiaries more than the current ones. A lack of consideration of long-term, climate-related risk in the portfolio represents an unreasonable bias that favors short-term gain at the expense of long-term sustainability. Exiting from fossil fuels is a strategy designed to protect institutional investment funds from losses; protecting current and future beneficiaries. This is about the future of Alaska's families and the local economics. He thanked the Board.

CHAIR BOB WILLIAMS thanked Mr. Woodby and recognized Elaine Schroeder, hearing no response, he then recognized James Simard.

MR. SIMARD stated that he was a librarian, retired from the State of Alaska; a board member of 350Juneau Climate Action for Alaska; and is a concerned grandfather. He continued that there had been a lot of recent national news coverage about climate research that was conducted by Exxon scientists beginning in the 1970s. He added that he had spoken about the investment risk implications of the current industry research with this Board in the past. Instead of taking a leading role in the transition to lower carbon and energy sources, the dangerous expansion of fossil fuel production while conducting a public disinformation campaign about the known risks continues today. He stated that dozens of municipalities are bringing suits against energy companies in the United States and worldwide. In June, the U.S. Supreme Court will hear arguments in the case of Suncor and ExxonMobil versus Boulder County. The question for the Court is whether this and similar court cases were to be tried in federal courts or be remanded to

state courts. However they play out, he added that the well-being of our children and grandchildren depends on the actions now. He stated that it is past time to exit fossil fuels and prioritize investing and transitioning to a clean-energy economy. He thanked the Board for their good work and for their attention.

CHAIR BOB WILLIAMS thanked Mr. Simard and recognized John Hudson.

MR. HUDSON stated that he is a member of the Alaska Public Employees Retirement System and 350Juneau. He talked about some of the results of over 1500 institutions that pledged to divest more than \$40 trillion from fossil fuels. Others viewed divestment as a financial no-brainer as fossil fuel demand peaked while market share continued a long-term slide downward. Colorado Public Employees Retirement Association published the result of a fossil divestment analysis. It simulated divestment from fossil fuel holdings of the association on total returns over a 10-year period, ending in 2022. Had they divested its fossil fuel stock and thermal coal, oil, and gas, it would have earned 22 percent or \$2.7 billion. He talked about other states taking action and encouraged the Board to consider the fiduciary risks associated with fossil-fuel holdings in light of significant opportunity costs experienced by other pension funds. He thanked the Board for their time.

CHAIR BOB WILLIAMS thanked Mr. Hudson and asked if Elaine Schroeder was online. He then asked for anyone else online or in the room to testify. Seeing and hearing none, he closed the Public/Member Participation, Communications, and Appearances and moved to the Fund Financial Presentation by Ryan Kauzlarich and Kevin Worley.

FUND FINANCIAL PRESENTATION

MR. KAUZLARICH stated that he is an assistant comptroller for the Treasury. This was his first time presenting in person, and it was nice to be in the room with everyone. He pointed out a typo on the cover page. It should be total assets were up 2.86 percent, year-to-date. He then continued explaining the plan assets for PERS, TRS, JRS, NGNMRS, SBS and the deferred compensation plans. He also went through the updated figures as of February 28th. The year-to-date income was \$1.1 billion, and year-to-date withdrawal was \$901.6 million. He added that total assets were up by .59 percent; all from the updated figures as of February 28th. He stated that the financials were accurate, and they also were accurate in the presentation; the error was just on the cover page.

CFO WORLEY stated that he is the chief financial officer for the Division of Retirement & Benefits (DRB). He continued that Mr. Kauzlarich showed a net contribution and withdrawal column. DRB expanded on that and showed cash inflows and cash outflows that were collections of payrolls and payment of benefits and refunds for the seven-month period. He went through January's activity, all the same categories, but on a monthly basis, with a net outflow of \$125.5 million. There was a new category which was for participant-directed disbursements by the plans for the defined contribution plans. Ben Hofmeister, legal counsel, reported on the Metcalfe case regarding a defined benefit plan after a June 30, 2010, cutoff. If they did not go back into their tier, they would have to start the defined contribution plan. That was determined to be incorrect, and a former defined benefit member currently in the defined contribution plan could go back into their prior tier. This item is called DCR to DB Conversion and was processed for that seven-month period. That would continue growing as this process is worked through. The following pages contained explanations and highlights of the inflows or outflows.

CHAIR BOB WILLIAMS thanked him for the report and moved to the Division of Retirement & Benefits report by Director Desai, CFO Worley, and Business Integration Officer Humbert.

RETIREMENT & BENEFITS DIVISION REPORT

LEGISLATIVE UPDATE

DIRECTOR DESAI began with the legislative updates for the 2023 session. He continued that there were a few bills that had been introduced and focused on HB22. It had been introduced by Representative Josephson and would open up a new PERS defined benefit tier allowing current police, firefighters, and peace officers to elect a new tier, or to remain under the DCR plan. He added that a companion bill, SB35, was introduced by Senator Kawasaki, and another bill, SB11, introduced by Senator Kiehl. This bill would open up DB tiers for all PERS and TRS defined contribution retirement participants, DCR members, to choose between DB and DCR. He continued that on March 13th a new bill was introduced, SB88, by Senator Giessel, and the cosponsors were Senators Bishop, Stevens, Kiehl, Kawasaki, Tobin, and Wielechowski, Gray-Jackson, Dunbar and Claman. This bill was heard by Senate Labor and Commerce. He added that the bill may merge with the other three bills mentioned, but he was not sure. SB88 had been in high focus and staff will continue providing requested information for the analysis.

COMMUNICATION REPORT

CFO WORLEY introduced the replacement of Emily Ricci, who had left the Division, Betsy Wood.

MS. WOOD stated that she is a lifelong Alaskan, born and raised in Juneau. She has a degree in history and political science from Portland State University, and a master's degree in public administration from the University of Alaska Southeast. She has been with the Division working on health plans for five years and has about 10 years of State service.

CHAIR BOB WILLIAMS welcomed Ms. Wood. He stated that Ms. Ricci raved about her and told him that they would be in good hands.

MS. WOOD replied that had been very kind of her, and that she was happy to be a part of it.

BUCK CONSULTING INVOICES

CFO WORLEY presented the standard staff report showing a summary of billings by quarter.

MEMBER STATISTICS

CFO WORLEY moved to the staff report for membership statistics and provided a report on the changes in activity for the membership counts for quarter to quarter. Overall, there was a net increase of 605 members; TRS had a net increase of 286. Retirees decreased for that timeframe. One item requested by the chair was the line item called Managed Accounts. That is the number of folks participating in managed accounts within the DCR plans, within SBS, and deferred comp plans, as well as the dollar amounts associated with those. The balances at the quarter end were the new line item.

CHAIR BOB WILLIAMS expressed appreciation for the additional information.

CFO WORLEY concluded his report and introduced Kris Humbert.

BEARS PROJECT UPDATE

MS. HUMBERT began with a brief overview of the progress of the BEARS IT modernization project over the last period. She stated that the last part of the design of modules was wrapping up, and that we are about 95 percent finished with design. The plan is to have the Pilot 3 demonstration in August, and to invite all to participate. She continued that the UAT, User Acceptance Testing, will begin later in the summer. One item had changed since the last report due to the extension of the implementation deadline, and the program management contractor, Linea, will be required to amend the cost amount. That is currently being evaluated, and we will report back to the Board when the final numbers are available. She added that it should still remain within the overall budget, but we would need an amended amount to cover the services for the extended period of time. She stated that she was pleased with the progress and had a lot of folks engaged in this. They were able to have all of DRB staff participate and look at what had been developed so far. There is an enthusiastic group looking forward to having this come online in the spring of 2024.

CHAIR BOB WILLIAMS thanked Ms. Humbert for her report. He moved to the Treasury Division report by Director Leary.

TREASURY DIVISION REPORT

DIRECTOR LEARY began with the legislative session and stated appreciation because Treasury and ARMB staff have been back and forth across the street quite a bit. One of the topics discussed was the budget, and we reported that the fiscal year '24 budget was presented in September and is moving along. She continued that the House passed the budget, and we are still waiting for the Senate. She added that the budget presented was \$10.2 million for operating costs, and \$35 million for the public costs related to custody and management of the funds. She moved to the staffing situation and stated that four new staff had been added to Treasury: Two investment officers, Robyn Mesdag and James Chang; an admin assistant, Robert Vicario; and we will welcome on Monday a new systems programmer, Keith Moniz. There will be a tour of the office for Treasury and for DRB on Friday morning, and we hope that the trustees will meet them.

CHAIR BOB WILLIAMS thanked her for her report and moved to the CIO report.

CIO REPORT

CIO HANNA stated that he would be covering the CIO report. He began talking about current events beginning with the failure of crypto exchange, FTX, that was discussed previously. He continued that this past week two regional banks failed, Silicon Valley Bank and Signature Bank. He noted that there was little direct exposure; similar to FTX: Less than \$1 million in equity to each bank; less than a basis point to the whole portfolio. He added that we had no bond exposure to either bank, but we did have some operational exposure through the private equity portfolio to Silicon Valley Bank, which has been resolved. He explained what happened and found it interesting that the catalyst of the bank failures was not credit issues; but more asset liability.

There were technical difficulties, and a break was called.

(Break.)

CHAIR BOB WILLIAMS asked CIO Hanna to continue his report.

CIO HANNA continued that the banking issues were basic asset liability reserve management which had not been an issue for banks since the '90s. He explained that the current rate environment encouraged depositors to move funds into higher-yielding investments. Silicon Valley Bank ended up in a position where they had to recognize reserve losses to fund the natural outflows from the customer base. Initially, it was not a run on the bank; customers were simply spending down their deposits. The bank unsuccessfully tried to raise capital to address it, which spooked the market. This was a catalyst for an almost classic run on the bank. He added that regulators stepped in, took over the bank, and FDIC agreed to guarantee this set of uninsured depositors. This established a \$25 billion emergency backup loan facility to help other banks shore up reserves, which affects the market more broadly. He touched on some meaningful failures that have economic impact and stated that the expectation is that it may cause the Fed to pivot from strictly fighting inflation. He added that the Board would be hearing more about this today and tomorrow. He moved on to the ARM Board meeting and stated that portfolio staff were completing their move towards having a more specific investment focus at each meeting. At the June meeting, asset allocation and multi-asset portfolio will be covered, which have a lot of asset-allocation-oriented investments. The September meeting will focus on real assets; and the December meeting will focus on private equity. This March meeting will focus on public market investments, equities, and fixed income. He moved to the watchlist and stated that there were four managers on the watchlist: One for personal turnover; and three for performance. There were no recommendations or deletions at this meeting. Fidelity Real Estate High Income performance improved, and it was the last reasonably illiquid fixed income strategy in the fixed income portfolio. The BlackRock real estate fund had a key portfolio manager depart a year ago, and staff thinks highly of the successor portfolio manager. The expectation is that they would likely remain on the watchlist until the September meeting. The last two equity managers, Brandes and Baillie Gifford, both had an increase in relative performance, and both are within 10 basis points of being in compliance. He then talked about the areas where he exercised CIO delegation for contracting. The last section is a summary of the portfolio rebalancing that took place between November and January. Rebalancing activity focuses on risk management and brings the portfolio back towards the ARM Board's established asset allocation and risk profile. He noted that this was IAC Member Mitchell's second-to-last meeting, and that there are a few months left to extract some additional wisdom from him.

CHAIR BOB WILLIAMS thanked CIO Hanna and recognized ARM Board Counsel Hofmeister's legal report.

LEGAL REPORT

MR. HOFMEISTER reported that he did not have any Alaska Supreme Court cases to report on, and that he was not aware of any cases in the pipeline. He continued that there were some administrative cases with OAH, but he is going to wait until there is a collection before reporting on them. He began with his attendance at the National Association of Public and Pension Attorneys' winter seminar, which was very interesting. He continued that there were three sections: Investments, governance, and benefits, which provided all sorts of information and educational items. He talked about the implementation of Metcalfe and stated that when the Supreme Court issued that decision, they did not give explicit instructions to the Division on how to implement it. He explained that it involves using different systems, different rule changes, and the Division has been strapped for labor. He shared his kudos to trustees and staff for testifying and the work they did representing and discussing what the ARM Board is and what they do. He talked about CIO Hanna's testimony in front of Senate Finance and the good job he did in representing both the Department and this board. He then moved to the Public Record Act

and the Open Meetings Act. He noted that emails are public records, and board members all have State accounts, and all of you use them to conduct business. Everyone needs to be mindful of what they write in those emails, and that we also should not be conducting State business over email. Going back to the NAPPA seminar, there were a lot of examples of boards that did not follow the advice of counsel or follow the governance policies. He stated that this Board did, and he asked them to continue doing so. He moved to the Open Meetings Act and talked about going to Callan's conference. Board members are not prohibited from attending the conference but are prohibited from conducting business. They will be there for education, learning and relaxation, which is not against any of the ethical duties.

CHAIR BOB WILLIAM thanked Mr. Hofmeister for the report and for re-sharing the information right before the Callan conference. He moved to the Trustee Reports.

TRUSTEE REPORTS

CHAIR REPORT

CHAIR BOB WILLIAMS stated that there had been multiple meetings about the trustee training. He stated appreciation for the engagement and planning that went into it. He continued that there was a request for him to attend House Finance and Senate Finance. He thanked the staff that helped to prepare him and the Board for what was put together so he could go back and reference board packets and committee notes. He thanked Director Leary and Board Liaison Alysia Jones for being there. He added that he thought that the presentations went well, and he concluded his Chair report.

TRUSTEE RYAN stated that she watched both of those and agreed that everyone represented the ARM Board well and did a good job.

CHAIR BOB WILLIAMS thanked Trustee Ryan and moved to the Committee Reports.

COMMITTEE REPORTS

AUDIT COMMITTEE

CHAIR BOB WILLIAMS stated that Trustee Michael Williams was excused for spring break. He reported that the Audit Committee met on March 15th and had the GASB 68/75 final reports; the FY22 annual comprehensive financial reports for PERS and TRS; and employer audits reports. There was also the compliance report and update by Senior Compliance Officer Hunter Romberg. He stated appreciation for the introduction to some staff from Retirement & Benefits and Revenue. He added that the Social Security role was filled by Eugenia Golofeeva, the new Accountant 5 and compliance officer for the Division. He welcomed her and asked the trustees to welcome her aboard during the break. He continued that there was a discussion around reports of delinquent/late-filing employers, which is a level of concern and a very important issue. He added that the calendar and agenda items were reviewed.

DEFINED CONTRIBUTIONS PLAN COMMITTEE

CHAIR BOB WILLIAMS reported that there was an update on the recordkeeping fee reduction by Pension Manager Mindy Voigt and CFO Worley. The recordkeeping fee reduction will be implemented on July 1; a small reduction to members. There was an update by Appeals and Risk Mitigation Manager Larry Davis on the Metcalfe conversion, and CFO Worley gave an HRA arrangement update. He thanked CFO Worley for the information on the PERS employees in defined contribution that did not have SBS, but probably had Social Security. There was a

long discussion with Empower about some incorrect information, which was a big concern. There was a request for why that happened and how to make sure it did not happen again. He also talked about the concern from NEA Alaska about Anchorage teachers and their 403(b) plan, which is also handled by Empower. They will be looking into improving that, so people have accurate information. He moved to the action memo and brought it forward. He explained Callan did a review of the managed accounts in 2016. It is 2023, and it is time to have an additional review.

MOTION: The Alaska Retirement Management Board directs staff to engage Callan to conduct a review of the managed account services, was moved by CHAIR BOB WILLIAMS.

CHAIR BOB WILLIAMS stated that there was no need for a second and asked for any discussion. He asked for the roll-call vote.

After the roll-call vote, the MOTION was APPROVED. (Trustee Krohn, yes; Trustee Moen, yes; Commissioner Crum, yes; Commissioner Vrana, yes; Trustee Ryan, yes; Trustee Bretz, yes; Trustee Hippler, yes; Trustee Mike Williams, excused; Chair Bob Williams, yes).

CHAIR BOB WILLIAMS stated that they had the DC plan investment structure analysis presented by Callan, and he took additional time to go through that. Callan did a very good job. They produced different options that staff will go through and come back with some recommendations. There was a Treasury update from CIO Hanna and Stephanie Pham on public equity, and defined contributions.

ACTUARIAL COMMITTEE

TRUSTEE HIPPLER stated that the Actuarial Committee met March 16 and there was an announcement of a merger between Buck and Gallagher, which was greeted with enthusiasm by the employees of Buck. They believe that this would enhance their business and their abilities, and it seemed like a positive development. The June 2022 valuation results were reviewed. Those were the actuarial fundings that will be used to establish the contribution numbers that will be looked at later in the year. He talked about the discussion about aggregation of funded ratios, which combined pension and healthcare trusts into funded ratios. He reiterated a request to both trustees and employees to give him or Chair Williams feedback if there was something that was missed. He continued that the highlight of the meeting was the sensitivity analysis that was specifically focused on the healthcare plans. The ARM Board had recommended not funding normal cost in the most recent allocations of contribution rates. This sensitivity analysis is a way to measure the risk of specifically the healthcare trust in the event of some adverse events occurring simultaneously. The events were high inflation; low returns and nominal returns; and high inflation in the healthcare market. It was very eye-opening and showed how things could change in adverse circumstances. It was also reassuring because the Board will have several years to respond to changing circumstances. He added that GRS reviewed the valuation results and gave their comments.

OPERATIONS COMMITTEE

TRUSTEE MOEN stated that the Operations Committee met March 15th and had an update from Director Leary on the request for services for an Investment Advisory Council (IAC) member. There was a report on staff recruitment and retention. There were two things that moved out of

committee. He continued that Scott Jones, Head of the Middle Office, gave an update on the migration to the Cloud. There was also a discussion on 2024 ARM Board meeting calendars and future training. They talked about locations and potential changes to days of the week, considering travel expenses and a Tuesday-Thursday meeting schedule for efficiencies. Also reviewed were the opportunities for future training. He appreciated all the effort put into the trustee orientation training. Everyone did a great job on the structural overview, the history, and the board composition. The role of the trustees and the different committees were reviewed, as well as their statutory investment powers and duties. It was a great training. He moved to the action items.

CHAIR BOB WILLIAMS stated that Chair Moen brought forward two action items from the Operations Committee report, and a second was not needed. The first item was the general consultant contract.

MOTION: The Alaska Retirement Management Board directed staff to exercise the second of the two one-year contract extensions to extend Callan's general consulting contract until June 30th, 2024, was moved by CHAIR MOEN.

CHAIR BOB WILLIAMS asked for any discussion. There being none, he asked for a roll-call vote.

After the roll-call vote, the MOTION was APPROVED. (Trustee Ryan, yes; Commissioner Vrana, yes; Trustee Hippler, yes; Commissioner Crum, yes; Trustee Bretz, yes; Trustee Krohn, yes; Trustee Mike Williams, excused; Trustee Moen, yes; Chair Bob Williams, yes.)

CHAIR BOB WILLIAMS stated that the action item passed, and he moved to the second item, the real assets contract.

MOTION: The Alaska Retirement Management Board directs staff to exercise the second of the two one-year contract extensions to extend Callan's real assets consulting contract until June 30th, 2024, was moved by CHAIR MOEN.

After the roll-call vote, the MOTION was APPROVED. (Trustee Krohn, yes; Trustee Bretz, yes; Trustee Hippler, yes; Trustee Ryan, yes; Commissioner Crum, yes; Commissioner Vrana, yes; Trustee Moen, yes; Trustee Mike Williams, excused; Chair Bob Williams, yes.)

TRUSTEE MOEN concluded his report.

ALASKA RETIREE HEALTH PLAN ADVISORY BOARD

TRUSTEE BRETZ stated that he had submitted a written report and went through the highlights. He continued that there were three proposals that they were considering on the lifetime maximum section of the plan. The lifetime maximum initially consisted of a quarter-million limit, which increased to \$1 million in 1985, and then \$2 million in 1999. It had been 20 years since the lifetime maximum limit was changed. If this had changed according to the inflation of medical, it would have been at \$4 million. Staff had presented three things to consider: Going to \$4 million annual maximum; or increasing the lifetime maximum to \$8 million; or removing

the lifetime maximum. He added that it had not been decided and would be discussed at the May 4th meeting of the advisory committee. He concluded his report.

CHAIR BOB WILLIAMS thanked Trustee Bretz for representing this board and for his report. He stated that it was time on the agenda for Empower. He continued that all trustees and IAC members received an email. Because there had been a managed account report with inaccurate information, a level of concern was raised, and he wanted to make sure that Empower could share how that was not happening again and answer trustee questions. He asked for a quick summary of what happened, why it happened, and why it would not happen again.

MANAGED ACCOUNTS DISCUSSION

MS. DAUBENSPECK extended her apologies in submitting a report that had erroneous information in it. It was never their desire to give anything misleading. She took full ownership of why and how it happened. The request was received just prior to Thanksgiving and the meeting was just post-Thanksgiving, and she pushed the organization to get the report done. The quality control (QC) was done on the raw data, and everything within the raw data was correct. When the data was transposed into a boardroom-ready report, the wrong line was pulled in, and erroneous information was provided for managed accounts. To make sure this would not happen again, Morningstar, our independent investment advisor, was engaged in working on methodology and to make sure that the right controls were in place and that this could be programmed. What had been produced was an ad hoc report, a customized report that had not been run before. She continued that their commitment to the ARM Board was to develop the methodology. Callan will be doing a review of managed accounts. She stated that they would take the feedback from Morningstar, take the data, and get that programmed into the system so that the controls within the system make sure that the report is correct. When that output is received, there will be a further QC of that report.

TRUSTEE RYAN stated that her concern was the timing of the information received directly before yesterday's meetings. That made it impossible to go over it with any depth and any consideration. If there is updated information, there is a need to make sure everyone was aware of it well before so it can be checked, and to give an opportunity to be prepared.

MS. DAUBENSPECK provided reasons for the report not being given earlier and agreed that it should have come sooner. Once this is programmed in, it will absolutely be here sooner.

CHAIR BOB WILLIAMS stated that he had found Empower to be very opaque over the years, and he gave examples. He continued that they have to be able to compare to see if the ARMB is competitive and to understand how managed accounts work. He did not want CFO Worley's or Commissioner Vrana's jobs to be harder. He added that he wanted to see Empower perform and solve these issues at a lower level before the board heard about it. He stated that the 45 basis points is high, and we had tried for two years just to have it say "managed fee" on one side. He continued that he saw that update yesterday and liked it. He said he would like Empower to seriously think about lowering the fee that they charge our members. He would like them to consider cutting it in half. He shared some of the feedback he heard from trustees, which was not positive. He also stated that the deadline for a packet was the deadline, and to get it in. Receiving materials yesterday, the trustees felt like they were dumped on, causing confusion. He wanted to see some improvement and a fee reduction consideration for the management fees.

CFO WORLEY stated appreciation for the comments and added that the deadline issue would be on him. It was his responsibility to make sure that they were there in the timeframe. He is the contract administrator, and items like that were his fault. In regard to the fee, that would be an administrative thing and he would need to talk to and work with Empower on that. There is a two-year extension and there are a number of projects going on, which was the impetus for that extension. It was on the Division and not on Empower.

TRUSTEE HIPPLER stated that personal finance is very personal, and it was possible to pay a fee and get a lower return and still have the person investing feel more at ease with their own finances. He asked if there is higher satisfaction for managed accounts because of the interaction with Empower. How often did Empower actually interact with the person on managed accounts? He continued that he would like to know what value was being provided for those 45 basis points. He would like to quantify if that worst-of-all scenario was happening, and to what extent.

TRUSTEE RYAN moved back to the issue yesterday which was the unfortunate position that the TRS were in concerning Social Security. She stated that it would be beneficial if someplace on Empower the TRS folks understood that, not only do they not contribute to Social Security, but they were also potentially impacted with Social Security already done. She continued that this is a federal issue. She added that being a better information source would really be appreciated.

CFO WORLEY talked about the discussion at the Defined Contribution meeting. He stated that both he and Empower have the notes, and we will be meeting and then circling back with the committee in June. They will also be responding to a complaint brought in the other day. He appreciated that Trustee Hippler talked about managed accounts.

TRUSTEE BRETZ stated that there was a report on Empower about the call volume, the nature and length of the calls. He asked when the next one was due to come out.

MS. DAUBENSPECK replied that they are produced quarterly.

TRUSTEE BRETZ asked for one outside the board meeting.

MS. DAUBENSPECK replied that a report could be published as of the end of March.

CFO WORLEY asked Mr. Hofmeister if the information could be sent to MS. JONES and distributed to the board.

MR. HOFMEISTER replied as long as it was a public announcement.

CHAIR BOB WILLIAMS thanked Empower for coming before the Board and expressed appreciation for the response. He continued that next on the agenda was Buck/Gallagher.

BUCK/GALLAGHER ANNOUNCEMENT

CFO WORLEY introduced David Kershner, Stephen Oates, and Tonya Manning. He stated that Ms. Manning would talk about the announcement of the acquisition of Buck by Gallagher. Then there would be a brief update from yesterday's Actuarial Committee.

MS. MANNING talked about the upcoming change in ownership for Buck. The anticipated transaction at the end of the month would be Buck's ownership transitioning from a private

equity firm, HIG, to be owned by a large Fortune 500 company called Arthur J. Gallagher and Company, referred to as Gallagher. She explained that this was a milestone for the Buck firm that had been around for over 100 years, with different types of ownerships. This was seen as something that would be very long term and was well aligned with what was wanted. It will be a very slow transition. She gave a brief history and information about Gallagher and stated that the addition of the Buck team would increase the head count by 50 percent. That is a pretty sizable impact and was important in having a big influence on how things would go forward. She added that she was happy to say that she would be helping manage the integration of services. She emphasized that there would be continued support and investment in the actuarial services, with no change in the team, no real changes through 2023. In fact, they would be keeping the Buck name and would be “Buck, a Gallagher company.” There will be more expanded technology and engagement services.

DRAFT JUNE 30, 2022, ACTUARIAL REPORTS

MR. KERSHNER stated that they met with the Actuarial Committee yesterday and went through the results of the 2022 valuations in more detail. He provided the highlights of what occurred in the measurement of the assets and liabilities as of June 30, 2022. The main takeaway was that it was a reversal of what happened in FY21 on the assets side. Assets did not earn the expected return, and those losses would be made up and recognized under the asset smoothing method over the next five years.

MR. OATES stated that the EGWP performed better than expected. This was an area of risk that had been shared before. The Inflation Reduction Act was expected to have some meaningful impact on that program in 2025. The financing of how it goes had been rearranged, and the plan would be responsible for more of the cost. There was an update on regulatory guidance, with information expected by the end of this year.

MR. KERSHNER stated that the last item is the experience study that was concluded last year, and the board adopted new assumptions at the June meeting. Those new assumptions were first reflected in these 2022 evaluations. He talked about the sensitivity analysis and then commented on the aggregation of the pension and healthcare results. He stressed that those were provided for informational purposes only. Per Alaska statutes, all of the contribution rates were determined separately by pension trust and healthcare trust.

ACTUARIAL REVIEW OF JUNE 30, 2022, VALUATIONS

MR. WOOD shared a short presentation to cover a couple of the highlights of their review. He stated that he and Bill Detweiler are the review actuaries, and they review the work that Buck does. One of the key areas of focus is the new assumption set that was adopted by the Board in 2022, first effective with this valuation. He wanted to make sure that the decisions made as a board and as committee were implemented properly in the valuation. The gain/loss analysis in Buck’s full report was still based upon the assumptions which will be changed at the end of the year. Those gains/losses were still helping to determine the reasonability of the results. He explained that one minor finding related to the assumption set was identified, and a couple minor findings related to the data used and the underlying valuation of the benefits as part of the model. They were immaterial according to the guidance of the Standards of Practice. He went through a quick review of the five findings. He then moved on to the recommendations in the full report. The recommendation to Buck was to track closer the EGWP assumption and whether that would be around in perpetuity. This year there was a rather sizable increase in that EGWP subsidy. Also recommended was implementing those five findings.

CHAIR BOB WILLIAMS thanked them for their report. He asked Callan to cut their presentation in half and do the other portion tomorrow.

PERFORMANCE MEASUREMENT 4TH QUARTER

MR. CENTER stated that they would be happy to break it into two.

MR. CLIFF reported that stocks and bonds both posted some positive returns, especially the equities; still, pretty dismal for the year. He stated that in 2022, stocks and bonds both went down drastically, and bonds dramatically. This is only the second time it has happened for a full year going back as far as the data shows. He moved to inflation, which was still very high for CPI. He talked about the decline of the dollar and the big global equity returns. Diversification was still down, but it kind of worked. He then talked about the yields. These Treasury bonds had inflation protection built in because the coupon goes up as inflation goes up. He talked about real estate, and then concluded his report.

MR. CENTER covered the participant-directed plans and would continue with the defined benefit plans tomorrow. He talked about the target date funds and the balance funds and looked at risk statistics relative to both the benchmark and the peer group. He went through the explanation each quarter to help to understand that the charts help focus on where it makes more sense to pay more attention to options within the plan. He explained all in more detail as he went through his presentation. He also talked about the active options. He added that the remainder of the presentation would cover the defined benefit plan.

CHAIR BOB WILLIAMS called a lunch break.

(Lunch break.)

CHAIR BOB WILLIAMS called the meeting back into session and asked CIO Hanna to make the introduction.

PUBLIC EQUITY

CIO HANNA stated that it was his pleasure to reintroduce Mark Moon, who heads up the public equity research and portfolio management team. He added that Mr. Moon was to discuss the manager hiring.

MR. MOON began with starting premises, that were considered on a daily basis on the work in public equities. He talked about the existing structure; performance related to 2022; and then addressed some of the recent activities that he and the team had been working on to enhance the internal equity management efforts. There would be an update on the search that Callan had been helping with for a few quarters with respect to finding a couple of managers in the active equity/ex-U.S. space. He added that there would also be a recommendation regarding enhanced indexing. There would be a recommendation that a mandate related to enhanced index be added as well. Representatives from the three managers being recommended were present to make individual presentations. He stated that the starting point was the assumption that the market tended to be pretty efficient when talking about public equities. He went through the other points that were looked at regarding the assets under management. He explained that in the substantial reworking of the public equity portfolios in 2019, the active strategies on the domestic side were eliminated.

CHAIR BOB WILLIAMS stated that there was evidence that active management outperformed a passive index internationally, but not domestically.

MR. MOON stated that there were a lot of different strategies and managers, with some of them duplicative. There was also an effort at bringing overall fees paid for investment management down. He talked about the domestic equity portfolio and that, overall, the domestic equity exceeded the benchmark performance. He then talked about the recent activities in public equities and internal equity enhancement. The takeaway on all was that wider tracking error risk budgets around passive strategies may enhance long-term returns, and we are currently working on ways to operationalize the ideas discussed. He moved to the custom portfolios, passive portfolios, and stated that equal weighted portfolios could enhance returns in more normal environments than seen in the past 10 years. He talked about the micro-cap strategy and defined micro caps as small-sized stocks, small capitalization, that tend to go with less liquid stocks. He stated that it may be hard to find external managers with an interest in managing micro-cap strategies because they are not scalable. He continued to the active ex-U.S. manager search that was approved at the June 2022 board meeting. The search process consisted of a number of filters of a large number of managers down to a more manageable number. The efforts led to the recommendation to add Acadian, a Boston-based manager with a very quantitative orientation. Also, First Eagle, which was New York-based, with a very fundamental and discipline value approach. The third recommendation was that the ARM Board add to the developed markets segment of the ex-U.S. portfolio, an enhanced index mandate. The idea would be utilizing a small risk budget, low tracking error, that would allow for some trading differentially from the strict indexer. The goal is to exploit idiosyncratic opportunities. This was envisioned being structured with a very low base management fee and a performance fee to the extent that performance exceeds the benchmark index. Also, a recommendation to substitute this strategy for a portion of the current SSGA passive developed markets mandate for the ARM Board. He concluded his presentation.

CHAIR BOB WILLIAMS thanked him for the presentation and stated that the strategies and tweaks on a passive index make sense. State Investment Officer Mark Moon would make the next introductions.

ACADIAN ASSET MANAGEMENT

MR. MOON introduced the representatives from Acadian and stated that they were fortunate to have folks from the research and portfolio management side, as well as client servicing. Both had been there for quite a long time.

MS. HOFFMAN stated that they were delighted to be there and excited to share information about their firm and their approach. She introduced herself as Renee Hoffman, senior member of the global client group. She then introduced Ryan Taliaferro, a member of the senior investment team, a member of the senior investment leadership team and the executive committee. She began with a brief overview of the firm and then moved through their investment philosophy and process. She stated that they were based in Boston and were a global equity firm with offices in Boston, London, Singapore, and Sydney. There were about 308 people across the firm, with 120 of those focused on investments.

MR. TALIAFERRO stated that his team was the equity portfolio management which had the most direct and immediate views into the portfolios and were responsible to the firm and clients;

people interested in the performance and positioning of the portfolios; and they oversee the daily trading.

MS. HOFFMAN stated that they had performed well over the years through many different market cycles and regimes, and making sure that they were enhancing what was provided for the clients was what they were looking for. She mentioned that about a third of their clients were public fund clients, and they would be honored to include the ARMB on the list.

MR. TALIAFERRO talked about the process and shared their investment philosophy. In the end, they pick stocks because they believe they can be mispriced with implications for future returns. He stated that they set out to organize a process that was very rigorous, very tested and was hypothesis driven. The aim is to implement it in the most systematic way and they want to look at the full universe of stocks for the research and the investing. Then the strategy is fundamentally driven with a good forecast model to form a good, fundamental analysis. He continued that the view was that it was a better platform for research, investing, giving more opportunities of finding good combinations of risk and return. He continued to explain the process and their philosophy. He finished the overview and then moved to the model.

CHAIR BOB WILLIAMS asked how confident they were on having a high-quality risk model.

MR. TALIAFERRO replied that they were pretty confident because they make their own risk model and that was what was used in production. Also maintained were off-the-shelf, third-party models that give some points of comparison to make sure things were not wildly different. He added that the portfolios were put on a proprietary model that was built using their own proprietary risk model machine developed by them, which was rigorously tested. It is something that is paid attention to. He moved to an overview of viewing stocks and talked about the three main categories: First was a stock-specific model; growth was about the future; and technical is the one thing that was not about the fundamental business, but about price action. He went through them in more detail. He continued that they were very vigilant about a number of different types of risks that were observed, monitored, and controlled. Their strategy had potential in about every sort of market environment to perform well for the ARMB.

CHAIR BOB WILLIAMS commented that the universe of this search was very large. Callan narrowed it down, and you made that cut. Then, the staff narrowed it down further, and you made that cut. This is the top of a large pyramid. He thanked them for their presentation and for thoughtfully answering the questions that came before them today. He asked State Investment Officer Mark Moon to make the next introduction.

FIRST EAGLE INVESTMENTS

MR. MOON stated that they were pleased to have First Eagle from New York and the Denver area. He continued that the approach would be different from the quantitatively focused approach heard from Acadian. These folks have a much more value fundamental stock picker-ish way of approaching what they do, and they have a lot of experience doing that. This is a nice complement to the rest of what is being recommended.

MR. GROSS thanked Mr. Moon and stated that he is the head of the North American institutional business development for First Eagle. He is located in the Denver area. He introduced his colleague from New York, Al Barr, a portfolio manager for their international equity strategy. He began with some brief information about the firm and then moved to some

high-level information about the strategy. He continued that First Eagle was an old firm that had been around since the 1860s, and from the beginning were globally oriented in how they invest. They always viewed the world through a global lens. He added that there are very deep roots in value investing; so, a lot of history with global and value. He talked about the size of the firm and added that their headquarters were in New York. With regard to international equity, the goal is to deliver sound real returns over a market cycle, while avoiding the permanent impairment of capital. Avoiding the permanent impairment of capital is the primary way risk is observed. They are measured against a benchmark, but are focused in terms of the mindset that is delivered. The strategy is diversified, and he explained how that worked. He pointed out that Christian Heck and Al Barr were two portfolio managers who also maintain some sector coverage. They are both analysts and portfolio managers. He asked Mr. Barr to get into the specific philosophy and process.

MR. BARR stated appreciation for the opportunity to talk to the board. He continued with a broad overview of what was done in the portfolios. They are very focused on valuation and the effectiveness of the market changing over time. He added that they focus on companies that have scarce assets, whether they were tangible or intangible assets. They were a fundamental, bottom-up investment firm. They look at individual securities and recognize that there can be a bad economy and a poor economy, but one which has a lot of value offered in individual securities. He then delved into a couple of the concepts and stated that a lot of time was spent trying to analyze and understand that whole process. And he also spent a lot of time looking at the models that businesses had applied and whether those models would change over time. Then, they look at the financial statements to get to what the economic earnings of the company are. He stated that, periodically, the market would give an opportunity to invest in something that would mitigate the downside risk and offer the potential for upside return in the portfolio.

MR. GROSS put that into perspective and stated that it was not unusual for them to buy maybe two stocks a year.

MR. BARR moved to distressed business and stated that they did not have a lot of interest in those types of companies. They like some other businesses; some mundane business that could compound value over time. He gave a few examples. He added that they avoid high valuations and high levels of leverage, and they do not like aggressive management behavior. He explained in more detail the interest in scarce assets, tangible assets, and they equally liked intangible assets where there was a franchise that could not be easily usurped by the competition. Their ownership is very long term, and they have been invested in it for very long periods of time.

MR. GROSS summarized the stability of the firm. They had been around a long time and continue to be stable. The team has over 15 years of experience for the analysts, and four portfolio managers had worked with each other for over a decade. They also have a lot of confidence, having been through a number of market cycles. He thanked all for their time and for their consideration.

CHAIR BOB WILLIAMS thanked them for their presentation and stated much appreciation for it. He commented on how different they are. He called a break.

(Break.)

CHAIR BOB WILLIAMS stated that they would move forward, and asked State Investment Officer Mark Moon to make the introduction.

LEGAL & GENERAL INVESTMENT MANAGEMENT AMERICA

MR. MOON stated that this was completely different from the previous two managers, both of whom were managers that were recommended to be added to the active ex-U.S. portfolio. In contrast to that, the next presenters are from Legal & General America out of Chicago. They are being recommended for a different kind of mandate, which is an enhanced-indexing-developed-markets mandate. This is a very interesting strategy that could be complementary to the developed markets ex-U.S. portfolio, particularly on the passive side of things. He pointed out that these same people are managing two accounts for the ARM Board in the factor-tilted space, developed markets, and emerging markets. He continued that staff had been working with them closely for several years and have had a very positive experience. That is a big part of why they are here.

MS. RUFFEL stated that she is the senior client strategist on the ARM Board account at Legal & General. She began with a brief overview of the firm, Legal & General Investment Management America, also known as LGIMA. It is the American investment arm of a UK-based investment management company, Legal & General Investment Management. Their client base is primarily corporate DB pension plans and public pension plans. She continued that the relationship with the ARM Board goes back to December of 2019 when they funded two mandates that were benchmarked to scientific beta factor strategies. She stated appreciation for the relationship and continued that they had worked with staff on the equity side on an opportunity in the index-plus space and enhanced indexing. She recognized her colleague, Dave Barron, who runs the index solutions team at Legal & General. In talking about index-plus it is an extension of their passive management that seeks to exploit idiosyncratic market opportunities within a very tightly controlled risk budget to add value.

MR. BARRON stated that the exciting part of what they do is watching the growth in passive assets and the simplification of how other investment managers respond to the growth in assets. Index 101, the index methodologies that all these assets track, have to be transparent and investable. That is Requirement 101. To do that it is required that everyone who is buying and selling the same securities do so at the last point in time on a given trading day. He explained how this happened in more detail while going through his presentation. He walked through a couple of the strategies and highlighted where he thought the indexes went wrong and where some of those details could be exploited. Then he talked about this from a market context perspective. He added that they were not an active manager. The index tells them what to hold, and then they observe what happened to the holdings in their index. He stated that they are excited about this opportunity to grow this business.

MS. RUFFEL thanked all for their time.

CHAIR BOB WILLIAMS thanked them and moved to the investment actions, recognizing State Investment Officer Mark Moon.

INVESTMENT ADVISORY COUNCIL

MR. MOON stated that there were three action items covering recommendations to approve mandates with each of the three managers. He pointed out that it was important to understand that there are two very different buckets that they are talking about. He added that the Legal & Alaska Retirement Management Board 19 Board of Trustees Meeting Minutes March 16&17, 2023

General folks were last to speak, and they were envisioned as maybe a smarter, more efficient way to go about some of the otherwise passive investments in public equities. In contrast, the first two managers are viewed as very complementary to the existing managers in the existing ex-U.S. active portfolio. The two managers are really different, each doing very, very different things. That was found to be exciting, as well, because they were specifically viewed as complementary to the overall portfolio. The first recommendation was for the hiring of Acadian Asset Management.

MOTION: The Alaska Retirement Management Board directs staff to contract with investment manager Acadian Asset Management to manage initial investments of up to \$350 million in an ex-U.S. equity strategy, subject to successful contract and fee negotiations. The motion was made by COMMISSIONER CRUM; seconded by TRUSTEE KROHN.

TRUSTEE HIPPLER began the discussion and stated he was supportive of the other two motions. This one introduced a new factor like race and sex in personnel decisions or investment decisions, which is an important move. A new factor could be a fad, and a lot of us come from industries with lots of fads in them. Race and sex were new factors, and he would like to see the data to support including those factors in decision-making. Past results do not guarantee future results, and there is the need to do the obvious work of filtering out low-quality factors. He asked to obtain more information on this before approving this mandate. He would also like to see information that supported the idea that their racial and sexual preferences for investments and hiring yield long-term, sustainable results.

TRUSTEE BRETZ asked if they, as an organization, could pick the factors to be applied to the investments and selection.

MR. MOON replied not for this strategy. He stated, from his perspective, that all they were interested in were the ex-ante prospects of how the strategies ought to unfold going forward, combined with how they fit in with the existing structure of the other investments.

TRUSTEE HIPPLER asked if it would be appropriate for the Chair to entertain a motion to amend this to defer the decision to the next meeting.

TRUSTEE MOEN stated that it would have to be a friendly amendment.

MOTION: TRUSTEE HIPPLER made a motion to postpone this vote until the next meeting; seconded by TRUSTEE KROHN.

TRUSTEE HIPPLER spoke to the motion.

A discussion ensued.

After the roll-call vote, the MOTION FAILED. (Commissioner Crum, no; Trustee Hippler, yes; Trustee Krohn, no; Trustee Ryan no; Commissioner Vrana, no; Trustee Michael Williams, excused; Chair Bob Williams, no.)

CHAIR BOB WILLIAMS moved back to the original motion, which was to hire Acadian Asset Managers for an investment of \$350 million. There being no further discussion, he asked for a roll-call vote.

After the roll-call vote, the MOTION was APPROVED. (Trustee Krohn, yes; Trustee Moen, yes; Trustee Ryan, yes; Commissioner Vrana, yes; Trustee Bretz, yes; Trustee Hippler, yes; Commissioner Crum, yes; Trustee Mike Williams, excused; Chair Bob Williams, yes.)

MR. HANNA stated that, on that motion, for trustees just to be aware, they would gather the data.

COMMISSIONER CRUM thanked the staff for defending their work. This was not easy, but it showed that you put in the time which helped sway him on his vote on that one.

MR. MOON replied thank you, and he moved to the next motion.

MOTION: The Alaska Retirement Management Board directs staff to contract with investment manager First Eagle Investments to manage initial investments of up to \$350 million in an ex-U.S. equity strategy, subject to successful contract and fee negotiations. The motion was made by TRUSTEE HIPPLER; seconded by COMMISSIONER CRUM.

CHAIR BOB WILLIAMS asked for discussion. He noted that it appeared that there was support for them with enthusiasm. He asked for the roll-call vote.

After the roll-call vote, the MOTION was APPROVED. (Commissioner Vrana, yes; Trustee Ryan, yes; Trustee Moen, yes; Trustee Krohn, yes; Trustee Bretz, yes; Commissioner Crum, yes; Trustee Hippler, yes; Trustee Mike Williams, excused; Chair Bob Williams, yes.)

CHAIR BOB WILLIAMS moved to the next motion.

MR. MOON moved to the enhanced index manager motion recommendation.

MOTION: The Alaska Retirement Management Board directs staff to contract with LGIMA to manage an initial investment of up to \$800 million in an ex-U.S. developed markets enhanced index strategy, subject to successful contract and fee negotiations. The motion was made by TRUSTEE RYAN; seconded by TRUSTEE KROHN.

CHAIR BOB WILLIAMS asked if this went through a Callan review, and asked what was the review process to select them.

MR. MOON replied that they had been speaking with them about this strategy for about nine months and then asked Callan to weigh in. They had discussions with us and with Legal & General about it, and they gave their feedback to us about it.

MR. CENTER stated that this strategy did not come from a search process from Callan but is a strategy with which we are familiar. We were asked for our opinion and agreed that it ultimately does make sense within the context of the existing portfolio.

CHAIR BOB WILLIAMS asked for a roll-call vote.

After the roll-call vote, the MOTION was APPROVED. (Trustee Bretz, yes; Commissioner Crum, yes; Trustee Krohn, yes; Trustee Hippler, yes; Trustee Moen, yes; Trustee Ryan, yes; Commissioner Vrana, yes; Trustee Michael Williams, excused; Chair Bob Williams, yes.)

CHAIR BOB WILLIAMS stated that the motion passed, and asked Mr. Moon if that was the conclusion of the motions.

MR. MOON replied, yes, and thanked the board very much.

INVESTMENT ADVISORY COUNCIL PERSPECTIVE

CHAIR BOB WILLIAMS asked for Dr. Mitchell's video to go up on the full screen. He continued that he brought an American U.S. Lock Company lock and asked Trustee Ryan to confirm that it was locked, which she did. He had five keys, and one of them would open the lock. Trustee Hippler picked the orange key, which did not open the lock. As a board, there are keys that do not unlock the potential, or the returns wanted. One of the things that do not unlock our potential as a board is not valuing, listening, or respecting the guidance received from IAC members. He continued the exercise to the next key, which did not open the lock. He asked Dr. Jennings to share one of his ideas on what is a key that does not unlock the potential for the board.

DR. JENNINGS was attracted to the shiniest: the bright and shiny key of innovation. He said to be aware of the allure of innovation, which sells. It is usually sold in a bull market and tested in a bear market. Innovation is often just disguised leverage.

CHAIR BOB WILLIAMS stated that innovation without other vetting of it could be the wrong key. He moved to the next key and asked Ms. Traylor to share another wrong key.

MS. TRAYLOR stated that inadequate education for the DC members could lead to some very inadequate retirement income. Selling low and buying high was a good way to not have appropriate retirement.

CHAIR BOB WILLIAMS moved to the next key that did not open the lock and moved to the ARM Board treasure, Dr. Mitchell. He acknowledged Dr. Mitchell's 30-year history with the board.

DR. MITCHELL recited a story that he wrote about 1972 when President Nixon made his famous trip to China. 1972 also marked his first visit as an investment manager to Japan. He was amazed at what he saw; the people were bright and hardworking; they were loyal to their employers. The yen was cheap; exports were booming. Everything except the stock market. It was still very fair value and did not reflect the anticipated growth of the country and its companies. When he returned to Boston, he told his colleagues that they had to buy Japanese stocks. Over the next 17 years, the Nikkei rose from 5,207 to 38,957, and he was a hero. His clients were happy; he was bringing in new business; and his portfolios were outperforming. The next year Tokyo began declining. He held to his conviction that Japan was still to be. His older and wiser colleagues told him that it was time to take the profits; and with pressure and

reluctance, he did. Japan did recover but has yet to get back to that 38,000 level of 35 years ago. The moral of the story: the wrong key was that no stock, no market, no asset class goes straight up forever. Do not fall in love with your investments. In the life cycle of every investment, there has to be a time to say, “That’s enough,” and put your winnings in your pocket.

CHAIR BOB WILLIAMS thanked him for that wrong key and noted that we were down to one key. The yellow key opened it. He asked Dr. Mitchell to close out by sharing the right key for the ARM Board to ponder when going out this evening.

DR. MITCHELL stated that the three presentations by the IAC revealed three wrong keys, three mistakes that should be avoided as staff members, as IAC members, and as board members. He continued that, to him, the right key was moderation, and whatever they did, with some moderation they would be living up to the fiduciary responsibilities and protecting the assets. Moderation encourages the search for new opportunities and new ways of doing things, but always with an eye toward risk and a careful measurement of one’s commitments.

CHAIR BOB WILLIAMS thanked Dr. Mitchell for sharing the right key for this board. He closed out the first day of the Alaska Retirement Management Board meetings.

(Alaska Retirement Management Board recessed at 4:41 p.m.)

March 17, 2023

CALL TO ORDER

CHAIR BOB WILLIAMS welcomed everyone back and asked CIO Hanna to do the introductions.

JPMORGAN GUIDE TO MARKETS

CIO HANNA stated that JPMorgan takes the ARMB through their latest guide to the markets about annually. It used to be a quarterly guide, and it is now quite an institution with monthly and even daily equivalents. He asked Mr. Shields to begin.

MR. SHIELDS thanked all for the invitation and stated that he is a client advisor at JPMorgan Assets Management. He has the privilege of serving and working with the ARMB and thanked them for the long-term partnership and the opportunity to manage assets on behalf of the Board. He introduced David Lebovitz, a senior member of the guided market insights team. Mr. Lebovitz is not only involved with the development of guided markets, but also several of the other guides, including guides to alternatives. The intersection between public/nonpublic markets is also a real expertise of his. He asked Mr. Lebovitz to continue.

MR. LEBOVITZ began by talking about the risk of recession, and then moved to inflation and the key drivers of inflation. He reminded all that 50 was the key level that separated expansion from contraction in the economy. He moved to the medical care services. The numbers were coming down, and the comparisons were becoming more favorable; but healthcare is struggling. They cannot find labor, which pushed the prices higher. On the other hand, there was the return of elective procedures and a more diversified mix of medical care and healthcare services. He continued that part of what was going on was the sector is beginning to normalize in terms of the work being done. He added that there is an aging demographic in the United States. People are

living longer and taking better care of themselves. An upward pressure on healthcare prices will continue over time.

MR. SHIELDS stated that the price of labor was stabilizing, but still elevated. A lot of healthcare organizations were creating training programs to bring on new nurses, new labor. The costs on the healthcare system were moving upwards, but not as fast as they have been over the last two years.

MR. LEOVITZ moved to the macro backdrop and stated that the macro view had remained relatively stable. The risks had risen, particularly in the financial system, and we are watching what is going on in Europe closely. Overall, the macro picture is one of slowing growth, decelerating inflation, with a monetary policy that remained tight for the foreseeable future. What that means for capital markets and investment is that it has created risk, as well as opportunity.

MR. SHIELDS thanked all for their time and concluded the presentation.

CHAIR BOB WILLIAMS thanked them and asked CIO Hanna to do the introductions of the next presentation.

FIXED INCOME

CIO HANNA stated that it was his pleasure to reintroduce Victor Djajalie and Casey Colton. Mr. Djajalie heads up the fixed income for the ARMB, and Mr. Colton is a senior portfolio manager. He continued that they would be discussing the core bond portfolio during one of the more interesting weeks in a year of the most interesting weeks in the fixed income market. He also recognized Emily Howard in the audience, another one of the portfolio managers on the fixed income team.

MR. DJAJALIE stated that he oversees the fixed income team, and he recognized Mr. Colton. He talked about the five members of the fixed income team and added that they are all second specialists. He oversees the government and corporate bond sector. Casey and Nick oversee disruptive product. Emily oversees the asset-backed short-term fund. James Chung, a Juneau local, recently joined them and supports the operation and analytics side. They manage about \$11 billion for the State and ARMB. They manage one core bond fixed income for the ARMB and three investment pools for the State. He continued that 2022 was a very difficult year. All the risk asset classes suffered. Fixed income lost 13 percent. It was the worst period in the entire history of bonds. He moved to their performance with the good news of outperforming the index. In looking over the longer track record, they consistently delivered positive excess return. He moved to the market outlook, noting that inflation fear dominated the market movements. He talked about the aggressive Fed hike that caused the Treasury curve to invert significantly. That inversion got deeper earlier this year and reached as steep as 100 basis points. He moved to inflation and stated that supply chain and demand driven by the government stimulant stalled inflation last year, and some cooling off in inflation is starting to be seen. He added that the problem is that the labor markets remain tight, which exerted upward pressure on wages and prices. He talked about profitability which was reassuring because company profitability remained decent. He asked Casey Colton to continue.

MR. COLTON talked about the adjusted rate mortgage funds which were a very popular investment in the early 1990s. He stated that one of the important things that internal fixed

income provided to the ARMB and to the State was liquidity. The short-term fund was a key provider of liquidity for the ARMB. He then moved to the on-the-run U.S. Treasury notes and off-the-run cousins. He stated that the notes are securities that hedge other transactions. He continued that the action item was the last issue on the table. He explained that the current guidelines for internally managed funds mention ratings on the securities bought. He continued that markets evolve over time and there had been some new entrants who became NRSROs (Nationally Recognized Statistical Rating Organization) in the past few years. He noted that they have been watching them over time are comfortable that the ratings they assign have a relationship to the preexisting NRSROs, and that they are comfortable using them. He added that the action item was asking the Board for permission to add Dominion Bond Rating Service and Kroll Bond Rating Agency to the list of names that were acceptable to use as NRSROs for bonds bought within the short-term fund and within the aggregate bond fund.

DR. JENNINGS clarified that the SEC designated folks as the acronym NRSRO, and that was already a seal of approval.

CHAIR BOB WILLIAMS entertained a motion that would be for the domestic fixed-income guidelines.

MOTION: The ARM Board approve Resolution 2023-01, which adopts the revised domestic fixed-income investment guidelines. The motion was made by TRUSTEE MOEN; seconded by TRUSTEE KROHN.

CHAIR BOB WILLIAMS asked for the roll-call vote.

After the roll-call vote, the MOTION was APPROVED. (Commissioner Vrana, yes; Trustee Ryan, yes; Trustee Hippler, yes; Trustee Krohn, yes; Trustee Bretz, yes; Trustee Moen, yes; Trustee Michael Williams, excused; Chair Bob Williams, yes.)

MR. COLSON concluded their presentation and thanked the Board.

CHAIR BOB WILLIAMS called a break.

(Break.)

CHAIR BOB WILLIAMS stated that they were back on record, and asked CIO Hanna to do the introductions.

FIDELITY TACTICAL BOARD

CIO HANNA stated that he was happy to have the Fidelity Tactical Bond team here. He continued that this was Part 2 of the fixed income roundup, the core-plus piece of the bond portfolio. He turned it over to Kristin, Melissa, Jeff, and Beau to go through the portfolio and talk about market conditions.

MS. SHOFNER stated that she was joined by her client service partner, Melissa Moesman, who supports your staff with her. She introduced Beau Coash, the institutional PM for this account. He faces and interacts with the consultants, staff, and the board. She moved to Jeff Moore, the co-portfolio manager responsible for managing the tactical strategy. She recognized Beau Coash.

MR. COASH stated that they would be discussing how tactical bond came to be and why they use agg as a benchmark. He continued to the philosophy and investment process; then, current positioning; the market conditions; and the outlook. He asked Jeff Moore to continue.

MR. MOORE explained that tactical bond came to be with the help of a client. It was supposed to be something that was useful for clients through all parts of the cycle. The tactical bond was a bit more of a global investment opportunity set; more opportunity around rates; and at the same time, control risk. They kept with the same process that was used since the 1990s, and he is happy to be a part of that team. They became a team process, and it is a co-manager system with a team structure which has been extraordinarily successful in terms of generating Alpha and actually growing assets.

MR. COASH talked about the 15 portfolio management teams across high-grade asset classes and high yield, including private credit.

MR. MOORE talked about the five-step process, which always begins with macro. For fixed income they were top down, and he talked about the benchmark that had a nice amount of yield for volatility or risk. He explained that it is a very risk-controlled strategy. Step 2 is sector, and that was where they chat with all of the portfolio teams. He continued to Step 3, which is where they put pen to paper and say, "This is what we think a winning asset allocation is." He moved to Step 4, the security selection where bonds are actually bought. The reason for the great job in security selection is because we have experts. These experts work with the equity team and get a 360-degree view of every company. This gives the bond team the amazing advantage of understanding what every credit team is thinking. Step 5 is portfolio construction, and he is the portfolio manager. Every month the quant team reviews the portfolio from a quantitative perspective to say, "How did you do?"

MR. COASH explained what tactical bond is and the constraints on tactical bond. He directed the group to slide 4 of their presentation, which is a proof statement, and then the performance slide where the Alpha targets for this product were set to be higher than core-plus. He did a short review on what was going into 2022, how they were positioned, and then talked about how they morphed into where they are today.

MR. MOORE went over the yield, the duration, and then talked about the position of the portfolio. He added that the five-step process is not linear. It has all sorts of feedback loops, which he explained.

MS. SHOFNER talked about how much the ARMB business was appreciated, how she loved working with the State of Alaska and that they are grateful for this relationship.

CHAIR WILLIAMS stated that they were at the point in the agenda where they would be touring the offices of the Treasury Division within the Department of Revenue and Division of Retirement and Benefits within the Department of Administration. He added that lunch was after that.

(Break and lunch break.)

CHAIR BOB WILLIAMS called the meeting back into session.

RISK MANAGEMENT

CHAIR BOB WILLIAMS stated that State Investment Officer Shane Carson would be sharing a dynamic, exciting presentation on risk management.

MR. CARSON stated that the date for this reporting period is 12/31. He noted that he works for the Treasury Division, in the multi-asset class for the board. He said that the board determines asset allocation, oversees manager structure, and manager selection. This is the monitoring of those decisions from a risk perspective. He moved to the slide titled Risk and the Retirement Systems and stated that the main focus of the information in this reporting is on investment risk. He continued that staff employs the services of truView twice a year, a risk platform managed by a subsidiary of State Street. Staff engaged with representatives from truView to focus on answering several key questions. He went through the questions and then talked about the scenario analysis. The portfolio was tested with some historic and hypothetical situations to see how it reacted from a loss perspective. He moved to Volatility Decomposition for the reporting period December 31. The risk of the growth assets contributed about 3.25 of volatility in the analysis. He continued that portfolio volatility increased from June, and that was still fairly close to the long-term risk expectations that Callan forecasted in their fiscal year 2023 asset allocation. He moved to the calculation of value at risk and conditional value at risk. The profit and losses were lined up in such a way that the higher profit was on the upside and were sorted from the highest profit down to the lower profit, which was in the negative. He moved to the equity beta and calculated it was about 1.02 versus the MSCI ACWI, the global equity benchmark. His key takeaway was that the risk metrics were within expectations; the public equity allocation is the largest driver of portfolio volatility; and the value-at-risk metrics are as expected.

CHAIR BOB WILLIAMS thanked him for his presentation and moved to part 2 of Callan's presentation.

CALLAN PRESENTATION PART 2

CIO HANNA stated that Steve Center would continue Callan's presentation.

MR. CENTER stated that he would continue through his presentation and slides which had a lot of good news in them. He explained that the reason for looking at asset allocation as of year-end was that it helped to illustrate some of the things that may have driven performance relative to the target benchmark over the calendar year. The plan was close to its target asset allocation, with some slight deviations, which he explained. He continued that that asset allocation for the long-term target asset allocations for the PERS plan is relative to some peers. This helped illustrate what could be driving relative performance versus the peer group. The PERS plan had performed very well, and then he talked about the Sharpe ratio which measures how well risk was being implemented within the portfolio. He then moved to the domestic equity portfolio which included both large cap and small cap equities and outperformed the benchmark by 1.1 percent last quarter and 2 percent over the last trailing 12 months. Additionally, the small cap portfolio performed pretty well. He continued through his presentation and concluded with the alternative fixed income portfolio and looked at the private equity performance. He talked about the conference in Arizona in April, and looked forward to seeing those that can make it.

CHAIR BOB WILLIAMS moved to capital market assumptions and asked CIO Hanna to do the introductions.

CAPITAL MARKET ASSUMPTIONS

CIO HANNA stated that Jay Kloepfer did not need a real introduction, and that he was glad to have him here. Callan had done a lot of work on their 2023 capital market assumptions, and this presentation would kick off the asset allocation process for the year. In June, recommendations will be brought to the board.

CHAIR BOB WILLIAMS called a short break due to technical difficulties.

(Break.)

MR. KLOEPFER stated that when the capital market assumptions were put together, they tried to set the playing field looking out over the next 10 years. The results should be reasonable and defensible, both individually and as a group. He talked about last year and thought that the rates would start to rise, which happened in 10 months. Everything changed overnight in February with the invasion of Ukraine, and then inflation took off. The entire bond market was re-priced in the first couple of months after March. Equity markets move around all the time, but bond markets being down as much as they were was very, very different. He continued through his presentation, explaining and commenting as he went along. He talked about the things he would be looking at for a recession, and the housing market would suffer as mortgage rates go up. That was the biggest impact on new housing. That would impact people as they try to change, or people would move into the housing market. The job market was really strong. He asked Mr. Lozinski if he had any comments about how much it changed in a year.

MR. LOZINSKI stated that the main thing was that it was slightly out of hand and really throwing off the overall headline numbers. He continued that it had moved into housing, which is a bigger part of the index. He added that as soon as one thing got better, something else got worse.

MR. KLOEPFER stated that he was asked a lot last year “how come the TIPS portfolio got hammered.” The answer is that it had a long real duration, and interest rates went up faster than ever before. He moved into some of the details of fixed income and focused on the aggregate. This revealed how they were thinking about the world. He did a quick run through alternatives, noting that they were holding their expectations level. It still showed up in the optimization models. He moved to hedge funds and stated that the benefit for a hedge fund of much higher starting cash was a high return expectation. This could also be seen compared to the other asset classes. He talked about private credit, which had been added to the ARMB portfolio. The reasoning for this had been different across different clients. He stated that it had been a fascinating time to be an observer and an actor in this market. No one had ever lived through this before.

CIO HANNA stated that they let the board know that instructions were given to all of the real asset managers right now to hold off on making additional purchases without first talking to staff. That included the use of leverage.

CHAIR BOB WILLIAMS thanked them for the presentation and moved forward with the agenda.

UNFINISHED BUSINESS

He noted a couple of housekeeping things beginning with the Operations Committee. They looked through the projected 2024 calendar and were looking to switch the committee and board meeting to Tuesday, Wednesday, Thursday, instead of Wednesday, Thursday, Friday. The plan was to finalize the calendar at the June meeting. He also noted that congratulations were in order for Trustees Bretz and Hippler who were reappointed by Governor Dunleavy for another term. He thanked them for their willingness to continue their service.

TRUSTEE BRETZ stated thank you.

CHAIR BOB WILLIAMS continued that IAC Member Mitchell's last meeting will be this June. There is an IAC search in process, with applications due by the end of the month. The evaluation committee will be reviewing the applications in mid-April. The committee is comprised of Commissioner Crum, Trustees Mike Williams, Dennis Moen, Bob Williams, and Lorne Bretz. Trustee Bretz expressed a strong interest and was added to the committee. He added that if anyone had not heard their name and would like to be part of this journey, to let him know. He asked if there was any unfinished business to come before this board. Were there any other matters to properly come before the board? Were there any public or member comments online or in person?

Hearing none, he moved forward with the agenda.

INVESTMENT ADVISORY COUNCIL COMMENTS

MS. TRAYLOR commented about the manager hiring process they have. You leveraged all the personnel and data that Callan had scrubbed through, got a small set to staff, and then staff brought in a finalist for each mandate. From a staff perspective, it was a much better process. When Mr. Moon started talking, she could tell that he was very vested in his selections. A great job was done, and we ended up with some good hires.

DR. MITCHELL stated that they had two good days of meetings and a lot of good presentations. The equity managers left him with three very interesting takeaways. These were their own words: Difficult to outperform; small edge; takes a lot of work. That was very true, and he stated appreciation for those words. On the discussions about recession, he was amused by the variety of definitions, the National Bureau of Economic Research and the traditional two down quarters of GDP. He commented on the famous case of *Jacobellis v. Ohio*, 1964 -- a pornography case -- and the justices were wrestling with the definition of pornography when Justice Stewart stood up and said, "I know it when I see it." He added, that was his definition of recession; you know it when you see it. The JPMorgan comments on the markets, he found himself agreeing that high-quality liquidity assets, core real assets, and emerging markets would be the place you might want to be. On the performance of the fund, very good. He stated that everyone involved should be congratulated. Finally, on inflation, he had nothing but admiration for Callan and for the other contributors on that subject. He thought inflation might be a little higher than what was expected.

DR. JENNINGS took all in a different direction back towards defined contribution to share a factoid he found interesting. First, all managed accounts are optional. 53 percent of plans have managed accounts. There was concern that the 2006 to 2009 hires might inadvertently be in managed accounts. The mechanism of re-enrollment had been used elsewhere in situations that were adjacent to what was being dealt with. It should be considered. He added that re-enrollment and not having managed accounts were viable options to be considered. He shared

two quotes: “Re-enrollment has been described as a positive fiduciary act and as a consensus industry best practice.” It is not that crazy of an idea.

CHAIR BOB WILLIAMS thanked the IAC members for their comments. He stated that they were having a review study of managed accounts by Callan and that could be something on which they comment.

TRUSTEE COMMENTS

TRUSTEE MOEN stated appreciation for Alysia and all the support. He enjoyed the training. The information was beneficial and nicely done. Thank you very much.

TRUSTEE BRETZ asked if the study comes back from Callan on managed accounts and the information lends itself to recommend re-enrollment, could staff make a recommendation on that by ability of the re-enrollment?

CIO HANNA replied that they would have to work with DRB, and we would make them aware of this, conceptually.

TRUSTEE RYAN stated with 109 days, 20 hours, 14 minutes and not counting until her retirement time, she gave a shoutout to the Division of Retirement for what seemed a daunting process of going through retirement. She gave a quality, positive shoutout to the work done in making sure that the paperwork was in place. She hoped that all her little ducklings were in a row.

CHAIR BOB WILLIAMS congratulated Trustee Ryan on her upcoming retirement and her continued public service to ensure that retirement is secure. He asked for any other trustee comments. He thanked the IAC members for playing along with the idea of the keys to the future, and really appreciated the value of that. He thanked everyone for the work to make this meeting successful. He reiterated that the work they do is very important. He thanked them for their commitment capabilities, and working together in a coherent, competent function is outstanding. He asked for any future agenda items. Seeing no future agenda items, he asked for a motion to adjourn.

MOTION: A motion to adjourn the meeting was made by TRUSTEE RYAN; seconded by TRUSTEE MOEN.

There being no objection, the MOTION was APPROVED.

(Alaska Retirement Management Board meeting adjourned at 3:48 p.m.)



Bob Williams, Chair
Alaska Retirement Management Board

ATTEST:



Michael Williams, Secretary
Alaska Retirement Management Board