

City of Omaha Police & Fire Retirement System

Investment Policy

Adopted November 21, 2013

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Investment Objectives – Total Fund

I. Investment Philosophy – Long-term Objectives

- A. The primary objective of the City of Omaha Police & Fire Retirement System is to provide eligible employees with regular pension benefits. Since the Plan is governed by the statutes of the State of Nebraska, the provisions contained are hereby recognized and will serve as guidance to the management of this fund. In particular, the “Prudent Investor” guideline is to be followed in regard to the investment management of the fund.
- B. Consistent with prudent standards for preservation of capital and maintenance of liquidity, the goal of the Plan is to earn the highest possible total rate of return consistent with the Plan’s tolerance for risk as determined by the Investment Committee in its role as a fiduciary. The Committee will review the assumptions used in establishing their risk tolerance and make adjustments as appropriate.
- C. In carrying out these objectives, short-term fluctuations in the value of the Plan’s assets shall be considered secondary to long-term investment results.
- D. Asset classes and ranges considered appropriate for investment of funds are shown below. Target allocations are intended to serve as guidelines; the Investment Committee will rebalance the portfolio as outlined in this section. Market conditions or an investment transition (asset class or manager) may require an interim investment strategy and, therefore, a temporary imbalance in asset mix.

<i>Asset Class</i>	<i>Minimum</i>	<i>Target</i>	<i>Maximum</i>
U.S. Large Cap Equities	10.4	16.0	21.6
U.S. Small Cap Equities	7.8	12.0	16.2
International Equities – Developed Markets	4.6	7.0	9.5
International Equities - Small Cap	6.5	10.0	13.5
International Equities – Emerging Markets	6.5	10.0	13.5
Intermediate Fixed Income	3.3	5.0	6.8
High Yield Bonds	9.8	15.0	20.3
Private Real Estate	8.8	13.5	18.3
Timberland	2.3	3.5	4.7
Commodities	2.0	3.0	4.1
Private Equity	3.3	5.0	6.8

E. Diversification of assets will ensure that adverse or unexpected results from a security class will not have an excessively detrimental impact on the entire portfolio. Diversification is interpreted to include diversification by type, by characteristic, and by number of investments, as well as by investment styles of the management organizations.

F. The Investment Committee will formally review rebalancing semi-annually as of March 31 (May meeting) and September 30 (November meeting). Asset allocations will generally be allowed to drift within stated allocation parameters.

1. When a maximum allocation is exceeded, excess funds will be invested in asset classes that are below their target allocation.
2. When an asset class falls below a minimum allocation, assets from managers or asset classes that are most above target allocations will be transferred.

II. Total Fund Performance Criteria

A. Total Fund performance will be monitored and results measured against absolute and relative return objectives. Results will be reviewed over a three- to five-year period (or a full market cycle).

B. The Investment Committee expects Total Fund, through its investment managers to achieve the following long-term performance objectives:

1. A return objective based on a long-term return assumption of 8.0 percent.
2. An unmanaged market index of:
 - 16 percent Russell 1000
 - 12 percent Russell 2000
 - 7 percent EAFE
 - 10 percent EAFE Small Cap
 - 10 percent MSCI Emerging Markets
 - 5 percent Barclay's Government/Credit
 - 15 percent Merrill Lynch High Yield
 - 13.5 percent NCREIF
 - 3.5 percent NCREIF Timberland
 - 3% DJ UBS Commodities Index
 - 5% Customized DeMarche Private Equity Benchmark
3. Above median performance of peer plans.

III. Investment Committee Role

The Investment Committee recognizes that its role is supervisory, not advisory, and that discretion is delegated to a manager as long as they adhere to general guidelines established by City of Omaha Police & Fire Retirement System. The primary roles of the Investment Committee are to:

- A. Establish and amend the Statement of Investment Objectives.
- B. Establish Investment Manager Guidelines and review periodically.
- C. Review investment results based on performance criteria established by the Committee.
- D. Select an investment consultant to help monitor prudent investor requirements as they pertain to the investment of Plan assets.
- E. Select, monitor and, if necessary, replace investment managers or advisors in a manner that reflects duty as a prudent investor.
- F. Maintain compliance to allocation parameters outlined in the Investment Policy Statement.

IV. Periodic Review of Performance Criteria and Guidelines

These objectives and guidelines should be reviewed by the Investment Committee at least annually. Exceptions to these guidelines may be made at any time with the written approval of the Investment Committee. The Investment Committee will also review fund and manager performance on a regular basis.

Investment Guidelines for All Investment Managers

Introduction

The investment guidelines for investment managers are designed to provide managers with the opportunity to fully utilize their talents with minimal restrictions. The Committee believes this approach will enhance long-term investment returns for City of Omaha Police & Fire Retirement System while maintaining controls necessary to achieve asset allocation and other objectives associated with safeguarding of pension fund assets. The Committee reserves the right to withdraw assets or to terminate the relationship at any time and for any reason with notice as required per each management agreement.

I. General Guidelines

- A. Managers are expected to comply with Nebraska statutes and ordinances of the City of Omaha as they relate to the investment of fund assets.
- B. Each manager is expected to manage assets in a style similar to the one utilized over the past five years. Any significant deviation from the manager's stated style will require written approval.
- C. Managers are normally expected to be fully invested in their assigned asset class; exceptions must have the prior written approval of the Committee.
- D. Investment managers are responsible for portfolio construction, security selection, security trading and strategies designed to exceed the performance of their benchmark.

II. General Restrictions

Prohibited investments for separate account managers hired to manage publicly traded securities include:

- A. All City of Omaha securities.
- B. Restricted stock, except Rule 144(a) securities which are not prohibited investments.
- C. Short-sale contracts.
- D. Non-financial commodities.
- E. Investment in private companies.
- F. Any levered investments resulting in portfolio leverage.

III. Cash Investments

To the extent that a manager holds cash:

- A. Cash investments must be rated or have equivalent quality characteristics to those rated at least A-2 and P-2 or BBB.
- B. Cash investments must be U.S.-dollar denominated unless specific authority to the contrary is given.

IV. Options, Futures and Derivative Investments

- A. City of Omaha Police & Fire Retirement System must explicitly authorize, through individual manager guidelines, the use of options, futures or other derivative strategies (derivatives) by investment managers, based on proven expertise in derivative instruments.
- B. Derivatives may be used only to hedge an account's investment risk or to replicate an investment that would otherwise be made directly in the cash market.
- C. Leveraged use of derivatives is prohibited. The principal value of derivative exposure cannot exceed the position being hedged or replicated.
- D. Use of derivatives should not modify the characteristics, including investment risk, such that the account violates the guidelines for the underlying portfolio.

V. Mutual Funds and Exchange Traded Funds (ETF's)

- A. Specific client-directed guidelines are not applicable to asset classes that utilize commingled investment vehicles, such as Limited Partnerships, Comingled Funds, Luxembourg Mutual Investment Funds, Investment Company Act of 1940 Mutual Funds (Mutual Funds), and Exchange Traded Funds (ETF's). Such investments should be managed in accordance with the Prospectus terms of the fund in which clients' monies are invested, or Private Placement Memorandum that states the fund's investment program.

VI. Proxy Voting Policy

- A. Proxy voting shall be delegated to investment managers. The manager's voting of proxies shall be solely in the interests of Plan participants and beneficiaries and for the exclusive purpose of providing benefits to those participants and beneficiaries.
- B. Managers of *separate accounts* are required to supply the Investment Committee with a current copy of any internal guidelines for proxy voting developed by the manager, as well as a periodic (at least annual) report detailing proxy voting activities.

VII. Communications

Communications with City of Omaha Police & Fire Retirement System, at a minimum, should include:

- A. Quarterly statements via hard copy or electronic media, including actions taken in the portfolio, the economic outlook, and expected changes in the portfolio.
- B. On a quarterly basis, performance results should address the criteria established by City of Omaha Police & Fire Retirement System and should be provided to Committee members and to the Investment Consultant within 45 days from the end of the quarter.
- C. Each quarter, the investment manager must confirm in writing within their regular report to Client and the Investment Consultant an affirmation of compliance to the guidelines and policies outlined in this "Investment Policy Statement." Any non-compliance should be identified and detailed in writing.
- D. Separate account managers are expected to conduct regular meetings with the Investment Committee of City of Omaha Police & Fire Retirement System, with the location and time to be determined by the Committee.
- E. All pertinent changes in the firm should be reported *as they occur* by telephone and in writing. Included among the changes, but not limited to, are the following:
 1. Changes in personnel.
 2. Major changes in areas of responsibility.
 3. Changes in investment philosophy or major strategies.
 4. Any event which may impact the integrity or financial position of the manager.

VIII. Guideline Review

In view of the rapid changes within the capital markets and investment management techniques, these guidelines should be reviewed by the Investment Committee and the investment manager as necessary. Any recommendations should be communicated in writing to the Investment Committee for review. Exceptions to these guidelines may be made at any time with the approval of the Investment Committee.

Investment Guidelines for U.S. Large Cap Equities

In addition to the "Investment Guidelines For All Investment Managers," the following specific guidelines apply.

I. GUIDELINES

- A. Investments are permitted in large capitalization equity securities (generally stocks greater than \$5.0 billion in market cap size). Intended investments include common stocks or equivalents (issues convertible into common stocks, ADRs, etc.).
- B. Equity investment in any one company should not exceed 5 percent of the equity portfolio at time of purchase.
- C. Any single company's stock within the client's portfolio should not exceed five percent of that company's outstanding equity. The investment manager's aggregate ownership across client accounts may exceed five percent of a company's outstanding equity
- D. Equities securities not listed on a recognized U.S. exchange may not be purchased without prior written approval.
- E. The portfolio is expected to be fully invested. Cash should not represent more than 10 percent of the total equity portfolio.
- F. All purchases and sales transactions should be conducted with a view toward obtaining best execution, considering all relevant factors.

II. LARGE CAP VALUE EQUITIES

- A) Performance – Manager performance shall be monitored over a three to five year moving average (or a full market cycle) and compared to:
 - (1) An unmanaged market index comprised of the Russell 1000 Value Index compounded annually.
 - (2) A relative return target in the top half of the current investment consultant's peer group.

III. LARGE CAP GROWTH EQUITIES

- A) Performance – Manager performance shall be monitored over a three- to five- year moving average (or a full market cycle) and compared to:
 - (1) An unmanaged market index comprised of the Russell 1000 Growth Index compounded annually.
 - (2) A relative return target in the top half of the current investment consultant's peer group.

Investment Guidelines for U.S. Small Cap Equities

In addition to the "Investment Guidelines For All Investment Managers," the following guidelines apply.

I. GUIDELINES

- A. Investments are permitted in small capitalization (generally less than \$2.0 billion in market cap size) equity securities including common stocks or equivalents (issues convertible into common stocks, ADRs, etc.).
- B. Equity investment in any one company should not exceed 5 percent of the equity portfolio at time of purchase.
- C. Any single company's stock within the client's portfolio should not exceed five percent of that company's outstanding equity. The investment manager's aggregate ownership across client accounts may exceed five percent of a company's outstanding equity
- D. Equities securities not listed on a recognized U.S. exchange may not be purchased without prior written approval.
- E. The portfolio is expected to be fully invested. Cash should not represent more than 10 percent of the total equity portfolio.
- F. All purchases and sales transactions should be conducted with a view toward obtaining best execution, considering all relevant factors.

II. SMALL CAP VALUE EQUITIES

- A. Performance - Manager performance shall be monitored over a three- to five-year moving average (or a full market cycle) and compared to:
 - (1) An unmanaged market index comprised of the Russell 2000 Value Index compounded annually.
 - (2) A relative return target in the top half of the current investment consultant's peer group.

III. SMALL CAP GROWTH EQUITIES

- A. Performance - Manager performance shall be monitored over a three- to five year moving average (or a full market cycle) and compared to:
 - (1) An unmanaged market index comprised of the Russell 2000 Growth Index compounded annually.
 - (2) A relative return target in the top half of the current investment consultant's peer group.

Investment Guidelines for International Equities - Developed Markets

In addition to the "Investment Guidelines For All Investment Managers," the following guidelines apply.

I. Guidelines

- A. Investments are permitted in the equity securities, including common stocks, ADRs, or equivalents, of non-U.S. developed market companies domiciled outside of the United States.
- B. Equity investment in any one company should not exceed 5 percent of the equity portfolio at time of purchase.
- C. Any single company's stock within the client's portfolio should not exceed five percent of that company's outstanding equity. The investment manager's aggregate ownership across client accounts may exceed five percent of a company's outstanding equity.
- D. The manager should adequately diversify holdings across a range of countries avoiding undue influence of any one country.
- E. Because this manager invests Fund assets in a separate account, the manager may invest up to 20 percent in equity securities traded in emerging markets.
- F. The portfolio is expected to be fully invested. Cash investments should not represent more than 10 percent of the total equity portfolio and may be denominated in U.S. dollars or other major foreign currencies.
- G. All purchases and sales transactions should be conducted with a view toward obtaining best execution, considering all relevant factors.
- H. The use of options and other derivatives is permitted only for the purpose of controlling currency risk and enhancing portfolio values in a manner that is prudent.

II. Performance

Manager performance shall be monitored over a three- to five-year moving average (or a full market cycle) and compared to:

- A. An unmanaged market index comprised of the MSCI EAFE Index in U.S. dollars compounded annually.
- B. A relative return target in the top half of the current investment consultant's peer group.

Investment Guidelines for International Small Cap Equities - Developed Markets

In addition to the "Investment Guidelines For All Investment Managers," the following guidelines apply.

I. Guidelines

- A. International Small Cap Equity assets are invested through an open-end mutual fund. The manager will adhere to the stated guidelines for that fund.
- B. Investments are permitted in developed markets in small cap equity securities including common stocks or equivalents where principal markets are outside of the U.S.
- C. Equity investment in any one company should not exceed 1 percent of the equity portfolio at time of purchase.
- D. Any single company's stock within the client's portfolio should not exceed five percent of that company's outstanding equity. The investment manager's aggregate ownership across client accounts may exceed five percent of a company's outstanding equity.
- E. The manager should adequately diversify holdings across a range of countries avoiding undue influence of any one country.
- F. Investments in emerging markets are not permitted.
- G. The portfolio is expected to be fully invested. Cash investments should not represent more than 10 percent of the total equity portfolio and may be denominated in U.S. dollars or other major foreign currencies.
- H. All purchases and sales transactions should be conducted with a view toward obtaining best execution, considering all relevant factors.
- I. The use of options and other derivatives is permitted only for the purpose of controlling currency risk and enhancing portfolio values in a manner that is prudent.

II. Performance

Manager performance shall be monitored over a three- to five-year moving average (or a full market cycle) and compared to:

- A. An unmanaged market index comprised of the MSCI EAFE Small Cap Index in U.S. dollars compounded annually.
- B. A relative return target in the top half of the current investment consultant's peer group.

Investment Guidelines for International Equities - Emerging Markets

In addition to the "Investment Guidelines For All Investment Managers," the following guidelines apply.

I. Guidelines

- A. Emerging Market assets are invested through an open-end mutual fund. The manager will adhere to the stated guidelines for that fund.
- B. Investments are permitted in non-U.S. emerging markets in equity securities including common stocks or equivalents where principal markets are outside of the U.S.
- C. Any single company's stock within the client's portfolio should not exceed five percent of that company's outstanding equity. The investment manager's aggregate ownership across client accounts may exceed five percent of a company's outstanding equity
- D. The investment manager's aggregate investment in the stock of any one company should not exceed 10 percent of its equity outstanding.
- E. The manager should adequately diversify holdings across a range of countries avoiding undue influence of any one country.
- F. The portfolio is expected to be fully invested. Cash investments should not represent more than 10 percent of the total equity portfolio and may be denominated in U.S. dollars or other major foreign currencies.
- G. All purchases and sales transactions should be conducted with a view toward obtaining best execution, considering all relevant factors.
- H. The use of options and other derivatives is permitted only for the purpose of controlling currency risk and enhancing portfolio values in a manner that is prudent.

II. Performance

Manager performance shall be monitored over a three- to five-year moving average (or a full market cycle) and compared to:

- A. An unmanaged market index comprised of the MSCI Emerging Markets Index in U.S. dollars compounded annually.
- B. A relative return target in the top half of the current investment consultant's peer group.

Investment Guidelines for Fixed Income

In addition to the "Investment Guidelines For All Investment Managers," the following guidelines apply.

I. Guidelines

- A. Investments are permitted in fixed income securities including obligations of the U.S. Government or its agencies, U.S. corporations, Yankee Bonds, which include foreign issuers who issue dollar denominated debt in the United States, mortgages, taxable municipal securities and other asset-backed securities.
- B. Corporate bonds shall be diversified by issuer type; for example, industry, utility, financial or telephone issues; and no more than 5 percent of the portfolio shall be invested in the obligations of any one issuer (no allocation restrictions on U.S. Government/Agency securities).
- C. Only investment grade securities are permitted and no more than 20 percent can be invested in bonds rated BBB at the time of purchase. In a split-rated security the lower quality rating shall prevail. Investments are permitted in split-rated investment grade securities with a maximum of 10% in split-rated bonds.
- D. Average quality of the portfolio shall be rated at least A by the lower of Moody's or Standard and Poors rating agencies.
- E. Securities of companies which are private and have no outstanding public stock are acceptable up to a 5% maximum exposure, provided they possess ample liquidity and marketability in the opinion of the manager. Securities for which there is not a public market or which are not readily marketable, including those which are privately placed are prohibited.
- F. In the event a security is downgraded after purchase to below investment-grade by either Moody's or Standard and Poors, the investment manager must notify the Board immediately, and must dispose of that security within 30 days, taking into account the rules of best execution.
- G. The purchase of highly volatile mortgage-backed securities such as, but not limited to, interest only (IO) principal only (PO) and inverse floating securities, or any other derivatives security of similar risk or leverage, is prohibited.
- H. The portfolio is expected to be fully invested. Cash should not represent more than 10 percent of the total portfolio.
- I. All purchases and sales transactions should be conducted with a view toward obtaining best execution, considering all relevant factors.

II. Performance

Manager performance shall be monitored over a three- to five-year moving average (or a full market cycle) and compared to:

- A. An unmanaged market index comprised of the Barclay's Government/Credit Bond Index compounded annually.
- B. A relative return target in the top half of the current investment consultant's peer group.

Investment Guidelines for High Yield Fixed Income

In addition to the "Investment Guidelines For All Investment Managers," the following guidelines apply.

I. GUIDELINES

- A. Obligations of the U.S. Government or Government Agencies may be held in any amounts.
- B. Corporate bonds which are obligations of U.S. corporations shall be diversified by issuer type; for example industry, utility, financial or telephone issues; and at the time of purchase no more than 5% of the portfolio shall be invested in the obligations of any one issuer.
- C. No more than 10% of the portfolio shall be invested in securities which are denominated in a foreign currency.
- D. No more than 10% of the portfolio shall be invested in convertible securities or preferred stocks.
- E. At the time of purchase, no more than 50% of the portfolio may be invested in 144A securities. 144A securities are permissible only if they have public offerings with or without registration rights.

II. PERFORMANCE

- A. Manager performance shall be monitored using a three-year moving average and performance will be compared to:
 - (1) An unmanaged market index comprised of the Merrill Lynch High Yield Master Index, compounded annually.
 - (2) A relative return target of the top half of a representative peer group of similar style fixed income managers.

Investment Guidelines for Real Estate

I. Guidelines

- A. Real estate assets are invested through an open-end, commingled fund. The manager will adhere to the stated guidelines for that fund. The fund is to be well diversified by property type and geographical location.
- B. The manager is expected to be fully invested, however, the manager has discretion to use cash within the fund to maximize total return. If the manager intends to hold a significant amount of cash for an extended period of time, the manager must submit a formal written request explaining the rationale to the Investment Committee.

II. CORE REAL ESTATE

- A. Performance: Manager performance shall be monitored, using a three- and five- year moving average, and performance will be compared to:
 - (1) The NCREIF Property Index
 - (2) A relative return target in the top half of the current investment consultant's peer group.

III. VALUE ADDED REAL ESTATE

- A. Performance: Manager performance shall be monitored, using a three- and five- year moving average, and performance will be compared to:
 - (1) NCREIF-ODCE plus 300 basis points
 - (2) A relative return target in the top half of the current investment consultant's peer group.

Investment Guidelines for Timberland

I. Guidelines

A. Timberland investments are to be managed in accordance with the terms of the fund in which clients' monies are invested, or Private Placement Memorandum that states the fund's investment program, or client specific side letter agreements, regardless of investment vehicle structure (i.e. Limited Partnership, Comingled Fund, Luxembourg Mutual Investment Fund, Investment Company Act of 1940 Mutual Fund, etc.). Timber Fund managers may operate globally, as specified in respective subscription documents and prospectuses. Timber funds are formed to generate capital appreciation by actively selecting, acquiring, owning, disposing and managing timberland.

II. Performance

A. Manager performance shall be monitored, using a three- and five- year moving average, and performance will be compared to:

- (1) A relative return objective of CPI Plus 5 percent, and (secondarily) an absolute objective of the NCREIF Timber Index
- (2) A relative return target in the top half of the current investment consultant's peer group.

Investment Guidelines for Commodities

I. Guidelines

A. Commodities such as metals, oil and gas, agriculture and livestock represent the world's raw materials that are the building blocks for all consumed and manufactured goods. As real assets, commodities diversify a portfolio away from primary holdings in stocks and bonds. Commodities investments are to be managed in accordance with the terms of the fund in which clients' monies are invested, or Private Placement Memorandum that states the fund's investment program, or client specific side letter agreements, regardless of investment vehicle structure (i.e. Limited Partnership, Comingled Fund, Luxembourg Mutual Investment Fund, Investment Company Act of 1940 Mutual Fund, etc.).

B. The manager is expected to be fully invested; however, the manager has discretion to use cash within the fund to maximize total return. If the manager intends to hold a significant amount of cash for an extended period of time, the manager must submit a formal written request explaining the rationale to the Investment Committee.

II. COMMODITIES

A) Performance - Manager performance shall be monitored using a three- and five-year moving average and performance will be compared to:

- (1) An unmanaged market index comprised of the Dow Jones UBS Commodities Index, compounded annually.
- (2) A relative return target of the top half of a representative peer group of similar style Commodities managers.

Investment Guidelines for Private Equity Investments

I. GUIDELINES

A. Private Equity is a generic term that may include the following strategies/sectors: Venture Capital, Corporate Finance, Mezzanine, Buyouts, Distressed Debt, Special Situations, Secondary Interests, and Direct Co-Investments. Diversification within a Private Equity program should include Strategy/Sector, Industry, Stages, Geography, Vintage Year and Size of Investment. This type of less-liquid investment is typically accompanied by minimal allocation/rebalancing controls, early losses (J-curve effect), and wide divergence of returns. Private Equity investments are to be managed in accordance with the terms of the fund in which clients' monies are invested, Private Placement Memorandum that states the fund's investment program, or client specific side letter agreements, regardless of investment vehicle structure (i.e. Limited Partnership, Comingled Fund, Luxembourg Mutual Investment Fund, Investment Company Act of 1940 Mutual Fund, etc.).

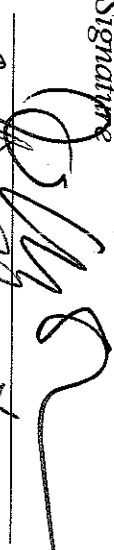
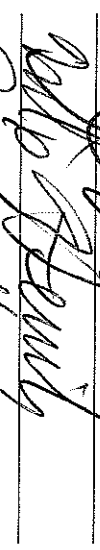

B. The manager is not expected to be fully invested; rather, the manager has discretion to time capital calls from the client with the goal of maximizing total return. The manager is expected to reasonably estimate the timing of near-term (next 12 months) capital calls.

II. PERFORMANCE

A. The performance of the private equity program will be compared to a custom, dynamic benchmark that coincides with the typical phases of a private equity program (deployment, production, and harvest) and The City's inception date(s) of the current private equity program(s). During the deployment phase (initial funding through year 4) the manager's actual returns are used as the benchmark. During the production phase (years 5-7) the S&P 500 is used. The final harvest phase begins in year 8 and the benchmark will transition one final time to the S&P 500 + 400bps.

**Investment Committee Approval
of
Investment Policy Statement**

The undersigned hereby approves the City of Omaha Police & Fire Retirement System
Investment Policy Statement adopted November 21, 2013
Investment Committee

<i>Signature</i>	<i>Printed Name</i>	<i>Date</i>
	<u>James M. Sklenar</u>	<u>11-21-13</u>
	<u>Michael Henrich</u>	<u>11-21-13</u>
	<u>Allen R. Herink</u>	<u>11-21-13</u>

Money Manager	Asset Class	Benchmark	Fee Schedule
Columbia Management	Large Cap Growth	Russell 1000 Growth	0.60% on the first \$25M 0.45% on the next \$50M 0.35% on the next \$75M
Columbia Management fka RiverSource	High Yield	Merrill Lynch High Yield Bonds	0.50% on the first \$50M 0.40% on the next \$50M
DePrince, Race & Zollo	Large Cap Value	Russell 1000 Value	0.55% on the value of the investment
Denver Investment Advisors *	Domestic Fixed Income - Intermediate	Barclays Government Credit	0.30% on the first \$25M 0.25% on the balance
Dimensional Fund Advisors	International Small Cap	EAFE Small Cap Value	0.71% on the value of the investment (0.65% is the management fee)
HarbourVest Buyout Fund Venture Fund Credit Opportunities Fund Dover Street VIII L.P.	Private Equity \$15.0M \$ 7.5M \$ 2.5M \$10.0M		Note 1 at the end of the Appendix
Lazard Emerging Markets Collective Trust Class C	Emerging Markets Equity	MSCI Emerging Markets	0.95% on the value of the investment
Lazard International Equity Mutual Fund (LISIX)	International Large Cap	MSCI EAFE	0.75% management fee 0.11% other expense (administrative fees) 0.86% total expense ratio
Mesirow Financial	Small Cap Value	Russell 2000 Value	1.0% on the first \$10M 0.90% on the next \$15M 0.80% on the remaining balance
Palisade Capital Management	Small Cap Growth	Russell 2000 Growth	1.00% on the first \$25M 0.90% on the next \$25M 0.80% over \$50M
Prudential – PRISA *	Core Real Estate	NCREIF Property Index	Note 2 at the end of the Appendix
Prudential – PRISA III	Value Added Real Estate	NCREIF Property Index	Note 3 at end of the Appendix
RMK – US & Global	Timberland	NCREIF Timberland	Note 4 at the end of the Appendix
Schroder Investment Management	Commodities	Dow Jones UBS Commodity	Note 5 at the end of the Appendix
Timbervest Partners II, LP	Timberland	NCREIF Timberland	Note 6 at the end of the Appendix
Wells Fargo	Domestic Fixed Income – Intermediate	Barclays Government Credit	0.25% on the value of the investment

* Fee of Denver and Prudential PRISA is on the combined market value of the City of Omaha Employees Retirement System and the City of Omaha Police & Fire Retirement System. Fees for Prudential PRISA III would be combined with COERS when the combined balance exceeds \$50M (letter dated 07/17/2013).

Note 1: HarbourVest Fees – for a detailed fee schedule, refer to Partnership Agreements.

Note 2: Prudential PRISA Fees – For a detailed fee schedule, refer to PRISA Strategic Plan, PRISA Annual Report & the most recent Advisory Council Presentations.

Note 3: Prudential PRISA III Fees – For a detailed fee schedule, refer to Subscription Documents.

Note 4: RMK – For a detailed fee schedule, refer to Subscription Documents.

Note 5: Schroder Investment Management – For a detailed fee schedule, refer to Subscription Documents: Fee Schedule (pages 58-60).

Note 6: Timbervest Partners II, LP Fund – For a detailed fee schedule, refer to Subscription Documents.