

**NEBRASKA INVESTMENT COUNCIL  
MINUTES OF THE MEETING OF  
September 12, 2008**

A special video conference meeting of the Nebraska Investment Council, convened at 11:00 a.m. at the Lincoln Executive Building, Lincoln, NE, Omaha State Office Building, Omaha, NE, and Northeast Community College, Norfolk, NE.

Public notice was posted on the Nebraska Public Meeting Calendar on September 8, 2008, and published in the Lincoln Journal Star on September 10, 2008. Dr. DeFusco chaired the meeting and Ms. Dawes recorded the minutes.

**MEMBERS PRESENT:**

Dr. Richard DeFusco, Acting Chairman  
Mr. John Maginn  
Mr. John Dinkel  
Mr. Norm Riffel  
Treasurer Shane Osborn  
Ms. Phyllis Chambers

**MEMBERS ABSENT:**

Ms. Gail Werner-Robertson

**NONMEMBERS IN ATTENDANCE:**

Mr. David Bomberger, State Investment Officer  
Ms. Kathy Dawes, Council Secretary  
Ms. JoLynn Winkler, Nebraska Investment Council  
Mr. Christopher Heinrich, Harding & Shultz  
Mr. Kevin Vandolder, Ennis Knupp + Associates  
Mr. Chris Riley, Ennis Knupp + Associates  
Mr. Jason Hayes, Deputy State Treasurer  
Mr. John Schembari, Kutak Rock

**ADVISE THE PUBLIC THAT THE OPEN MEETINGS LAWS APPLY: 11:00 a.m. to 11:02 a.m.** Mr. Bomberger stated that copies of the Open Meetings Act are located on the side tables at all video conference sites.

**COUNCIL MEMBER BUSINESS: 11:02 a.m. to 11:05 a.m.** Mr. Bomberger welcomed everyone and thanked them for arranging their schedules to attend today's meeting. Mr. Bomberger indicated that Ms. Werner-Robertson was unable to attend today's meeting because of a funeral she was attending. Mr. Vandolder and Mr. Riley would be joining the meeting by phone.

Mr. Dinkel moved in the absence of the duly appointed Chairwoman, Gail Werner-Robertson, to appoint Richard DeFusco to serve as temporary Chairman of the meeting of the Council held this 12<sup>th</sup> day of September, 2008. This temporary appointment shall terminate at the end of such meeting. Mr. Riffel seconded the motion. Dr. DeFusco called for a roll call vote.

VOTING AYE:                   Dr. DeFusco  
                                      Mr. Maginn  
                                      Mr. Dinkel  
                                      Mr. Riffel

ABSENT NOT VOTING:        Ms. Werner-Robertson

The motion carried.

Dr. DeFusco indicated that the purpose of today's special meeting is to discuss the conversion of Oppenheimer funds in the State Farm College Savings Plan and to seek approval from the Council to delegate to Mr. Bomberger the authority to approve the final draft of the contracts after review by the Council's attorney. Dr. DeFusco indicated that contracts between AIM, Oppenheimer, State Farm, the State Treasurer, Union Bank and the Council are currently under negotiations. Dr. DeFusco stated that because the conversion is scheduled for November 1,

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2008, and requires participants be given a 30 day's notice of the change, it was not possible to wait until the September 30, 2008, Council meeting to approve the agreements.

**DISCUSS PROPOSED AGREEMENTS FOR THE STATE FARM COLLEGE SAVINGS PLAN: 11:05 a.m. to 11:53 a.m.** Mr. Bomberger requested that Mr. Heinrich update the Council on the status of the current negotiations. Mr. Heinrich reviewed with the Council the Marketing and Administrative Services Agreement, Investment Management Agreement, and the AIM Conversion Agreement. After discussion by the Council Mr. Dinkel moved to authorize the State Investment Officer to negotiate and, upon reaching agreement on favorable terms, to execute on behalf of the Council the following agreements related to the Nebraska Educational Savings Plan: 1. Marketing and Administrative Services Agreement with State Farm, Oppenheimer, Union Bank and the Treasurer; 2. Investment Management Agreement with Oppenheimer, State Farm, Union Bank and the Treasurer; and 3. Conversion Agreement with Oppenheimer, AIM and the Treasurer. Such agreements shall be reviewed by legal counsel before signing. Mr. Maginn seconded the motion. Dr. DeFusco called for a roll call vote.

VOTING AYE:                    Mr. Maginn  
   Mr. Dinkel  
   Mr. Riffel  
   Dr. DeFusco

ABSENT NOT VOTING:           Ms. Werner-Robertson

The motion carried. Copies of current drafts of the agreements were included in the meeting materials.

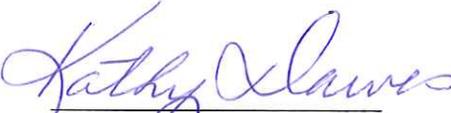
**PUBLIC COMMENT ON THE AGENDA: 11:53 a.m. to 11:55 a.m.** Dr. DeFusco asked if there was any public comment on the agenda. There was no public comment on the agenda.

At 11:55 a.m. Mr. Maginn moved to adjourn the meeting. Mr. Riffel seconded the motion. Dr. DeFusco called for a roll call vote.

VOTING AYE:                    Mr. Dinkel  
   Mr. Riffel  
   Dr. DeFusco  
   Mr. Maginn

ABSENT NOT VOTING:           Ms. Werner-Robertson

The motion carried.

  
Kathy Dawes, Secretary