NEBRASKA INVESTMENT COUNCIL
MINUTES OF THE MEETING OF
March 18, 2008

A special meeting of the Nebraska Investment Council convened at 10:03 a.m. at the Marriott Hotel in Omaha, NE.

Public notice was posted on the Nebraska Public Meeting Calendar on March 5, 2008, and published in the Lincoln Journal Star on March 9, 2008. Ms. Werner-Robertson chaired the meeting and Ms. Dawes recorded the minutes.

MEMBERS PRESENT:

Ms. Gail Werner-Robertson, Chairwoman
Dr. Richard DeFusco
Mr. John Maginn (departed at 12:40 p.m.)
Mr. John Dinkel (participated by phone from 10:03 a.m. to 12:35 p.m.)
Mr. Norm Riffel (participated by phone from 10:03 a.m. to 12:35 p.m.)
Treasurer Shane Osborn
Ms. Phyllis Chambers (participated by phone from 10:03 a.m. to 12:35 p.m.)

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. Chris Riley, Ennis Knupp + Associates
Mr. Matthew Pawlak, Ennis Knupp + Associates
Mr. Jason Hayes, Deputy State Treasurer
Ms. Rachael Rezabek, Director, College Savings Program
Mr. John Schembari, Kutak Rock

ADVISE THE PUBLIC THAT THE OPEN MEETINGS LAWS APPLY: 10:04 a.m. to 10:05 a.m. Ms. Werner-Robertson stated that a copy of the Open Meetings Act is located on the side table.

COUNCIL MEMBER BUSINESS: 10:05 a.m. to 10:06 a.m. Ms. Werner-Robertson thanked everyone for being at this very important meeting to discuss the College Savings Plan contracts.

EXECUTIVE SESSION: 10:05 a.m. to 10:49 a.m. Mr. Maginn moved to enter into closed session. The subject matter of the closed session is the contracts related to the Nebraska College Savings Plan Program. The reason for the closed session is to discuss and develop contract negotiation tactics and strategies, which should be kept confidential to protect the public interest. Dr. DeFusco seconded the motion. Ms. Werner-Robertson called for a roll call vote.

VOTING AYE: Dr. DeFusco
Mr. Maginn
Ms. Werner-Robertson

The motion carried.

Ms. Werner-Robertson requested that only the voting and non-voting members of the Council, Mr. Bomberger, Mr. Heinrich, Mr. Schembari, Mr. Riley, Mr. Pawlak, Mr. Hayes, Ms. Rezabek, Ms. Winkler, and Ms. Dawes be present and all others in attendance were excused.

At 10:49 a.m. Mr. Maginn moved that the Council return to open session. Dr. DeFusco seconded the motion. Ms. Werner-Robertson called for a roll call vote.

VOTING AYE: Mr. Maginn
Ms. Werner-Robertson
Dr. DeFusco

The motion carried.

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PRESENTATION BY OPPENHEIMER FUNDS INC.: 10:50 a.m. to 11:27 a.m. Mr. Bomberger introduced Mr. Bill Raynor, VP, National Sales 529 Plans, Ms. Rocky Granahan, Sr. VP, Director of College Savings, Mr. Tom Keffer, Sr. VP, Investments, and Mr. Scott Hintz, Assistant VP, Securities Products, State Farm. Their presentation gave an organizational overview of the firm, investment strategy, and performance. A copy of their presentation was included in the meeting book.

At 11:27 a.m. the Council took a break and reconvened at 11:40 a.m.

ANALYSIS OF PROPOSED OPPENHEIMER 529 FUNDS: 11:40 a.m. to 12:40 p.m. Mr. Riley and Mr. Pawlak discussed with the Council the memo included in the meeting book comparing the current investment structure with the proposed investment structure being offered by Oppenheimer. Following discussion, the Council requested that Ennis Knupp provide additional information on the investment alternatives being proposed by Oppenheimer.

Mr. Maginn moved that the Council support the relationship between State Farm and Oppenheimer and requested that the State Treasurer move forward with negotiations of a definitive agreement, which will be subject to further review of and approval by the Council. Dr. DeFusco seconded the motion. Ms. Werner-Robertson called for a roll call vote.

VOTING AYE: Ms. Werner-Robertson
Dr. DeFusco
Mr. Maginn

The motion carried.

Mr. Dinkel, Mr. Riffel, and Ms. Chambers disconnected at 12:35 p.m.
Mr. Maginn left the meeting at 12:40 p.m.

APRIL 8, 2008 COUNCIL MEETING: 12:40 p.m. to 1:00 p.m. The Council discussed the next meeting, which will begin at 8:30 a.m. at the Embassy Suites in Lincoln. Mr. Bomberger informed the Council that early next week Council members would be receiving their copy of the NIC's Annual Report. Mr. Bomberger will be presenting the report to the Governor on March 26th and to members of the Nebraska Retirement Systems Committee on March 27th.

At 1:00 p.m. Dr. DeFusco moved to adjourn the meeting. Ms. Werner-Robertson seconded the motion. Ms. Werner-Robertson called for a roll call vote.

VOTING AYE: Dr. DeFusco
Ms. Werner-Robertson

The motion carried.

Kathy Dawes

Kathy Dawes, Secretary