

STATE OF DELAWARE

INVESTMENT COMMITTEE MEETING MINUTES

December 16, 2008

The Investment Committee met at Walker's Mill at 8:30 a.m. on December 16, 2008. Present were Committee members Jan M. King, Chair, A. Dale Stratton, Philip S. Reese, Elva B. Ferrari, Clark Phippen and Mark Stalnecker. Also present were Robert D. Gooderham, Cynthia Collins, David C. Craik, Kathy Kunkle, Garry A. Musto, Seth J. Yablonoitz and Linda M. Drew. Present for portions of the meeting was Theodore H. Ashford.

Mr. Reese moved, Mr. Phippen seconded, and the Committee unanimously approved a motion to enter Executive Session at 8:35 a.m. to consider sensitive commercial information, proprietary business information, trade secrets and confidential financial information.

The Committee returned to public session at 12:45 p.m. by unanimous vote, on the motion of Mr. Phippen, seconded by Mr. Reese.

On the motion of Mr. Reese, seconded by Ms. Stratton, the Committee unanimously voted to approve an amendment to the Riverstone Carlyle Global Energy and Power Fund IV Limited Partnership Agreement extending the fundraising period to 6-30-09.

On the motion of Mr. Reese, seconded by Ms. Stratton, the Committee unanimously voted to approve a one year extension to Onset II until 12/31/09 in order to facilitate orderly wind-downs and development of exit strategies for the remaining portfolio holdings.

On the motion of Mr. Phippen, seconded by Ms. Stratton, the Committee unanimously voted to approve an amendment to the Farallon Limited Partnership Agreement changing a portion of the corporate structure.

On the motion of Ms. Stratton, seconded by Mr. Stalnecker, the Committee unanimously voted to recommend to the full Board commitment of up to \$30 million to Media Technology Ventures VI.

On the motion of Ms. Stratton, seconded by Mr. Reese, the Committee unanimously voted to recommend to the full Board commitment of an additional \$50 million (total of \$150 million) to a new account managed by Oaktree Capital Management to invest in bank loans.

On the motion of Ms. Stratton, seconded by Mr. Reese, the Committee unanimously voted to recommend to the full Board approval of one year contract renewals through 6-30-09 for Ashford Consulting Group, Northern Trust, and Cheiron.

Mr. Gooderham reported that T. Rowe Price has requested a Schedule A change for the Natural Resources Investment Service (NRIS) account to change the account benchmark from the Lipper Natural Resources Funds Average to the Lipper Global Natural Resources Funds Index. Mr. Gooderham has reviewed the composition of the new benchmark and ACG recommends the change as it more accurately reflects the global composition of the portfolio. On the motion of Ms. Stratton, seconded by Mr. Reese, the Committee unanimously voted to approve the T. Rowe Price NRIS Schedule A benchmark change.

INTECH has requested a contract amendment to acknowledge the firm's name change. On the motion of Ms. Stratton, seconded by Mr. Reese, the Committee unanimously voted to approve the INTECH contract amendment.

Mr. Gooderham distributed copies of the Derivatives Report for the period ended 9/30/08 and reviewed the amount and types of derivatives held by those managers whose Schedule A's permit use of derivatives for specific purposes.

There being no further business to come before the Committee, the meeting was, on the motion of Ms. Stratton, seconded by Mr. Reese and unanimously approved, adjourned at 1:00 p.m.

Respectfully submitted,

Robert D. Gooderham
Executive Secretary

Jan M. King, Chairperson