

**Automotive Industries Pension Plan \* Bucks County Employees Retirement Fund \* Cambria County Employees' Retirement System \* Cape Coral General Employees Pension Trust Fund \* Chester County Employee Retirement Fund \* City of Atlanta Firefighters' Pension Plan \* City of Grand Rapids General Retirement System \* City of Grand Rapids Police & Fire Retirement System \* Cleveland Bakers and Teamsters Benefit Funds \* Delaware County Employee Retirement Fund \* District of Columbia Retirement Board \* Erie County Employees' Retirement Fund \* Fire & Police Pension Association of Colorado \* Houston Firefighters Relief and Retirement Fund \* Illinois Public Pension Fund Association \* ING Investment Management International \* Iron Workers Local Union No. 405 Annuity Fund \* Louisiana Sheriffs' Pension & Relief Fund \* Maine Public Employees Retirement System \* Maryland State Retirement and Pension System \* Miami Firefighters' Relief and Pension Fund \* Miami Police Relief & Pension Fund \* Michigan Association of Public Employee Retirement Systems \* Miramar Police Officers' Retirement Plan \* Municipal Employees' Retirement System of Michigan \* Oklahoma Firefighters Pension & Retirement System \* Oklahoma Police Pension & Retirement System \* Palmer Group of Companies \* Employees Retirement System of Rhode Island \* Sacramento County Employees Retirement System \* Southeastern Pennsylvania Transportation Authority \* Texas Association of Public Employee Retirement Systems**

January 23, 2015

Martha Carter  
Global Head of Research  
Institutional Shareholder Services, Inc.  
1177 Avenue of the Americas, 2<sup>nd</sup> Floor  
New York, New York 10036

**Re: *Legislation on "Fee Shifting" Bylaws***

Dear Ms. Carter:

We, the undersigned, represent institutional investors that collectively manage over \$573 billion in assets. Our beneficiaries include public employees, police, firemen, ironworkers, electricians, teachers, plumbers, secretaries and more. These beneficiaries depend on the assets we manage for their retirement.

We are signatories to and/or have reviewed the letter sent to you, dated November 24, 2014, urging that ISS act immediately to make clear its complete opposition to the use of so-called "fee shifting" bylaws and charter provisions in the wake of the decision by the Delaware Supreme Court in *ATP Tour, Inc., et al. v. Deutscher Tennis Bund*. We agree with the views expressed in that letter and support the need for immediate action.

While we recognize that ISS has made some statements on the issue, we believe a more firm statement is warranted. Put simply, there is no situation in which a public company board should be entitled to unilaterally impose fee shifting on its stockholders. Any board that does so is breaching its duties, and any board that does so should face a recommendation that it be replaced. Such provisions simply eliminate accountability by unfaithful fiduciaries to their beneficiaries, the owners of public companies incorporated under Delaware law. We urge ISS to act promptly to protect the ability of investors in public corporations to access the courts to protect their rights.

Very truly yours,

/s/Board of Trustees  
Automotive Industries Pension Plan

/s/ Robert Loughery, Chairman  
Bucks County Employees Retirement Fund

/s/ Ed Cernic, Jr., Board Secretary  
Cambria County Employees' Retirement System

/s/ Brian Fenske, Chairman of the Board  
Cape Coral General Employees Pension Trust Fund

/s/ Terence Farrell, Chairman  
Chester County Employee Retirement Fund

/s/ Lawrence Mahle and Kelen Evans, Firefighter Trustees  
City of Atlanta Firefighters' Pension Plan

/s/ Peggy Korzen, Executive Director  
City of Grant Rapids General Retirement Systems

/s/ Peggy Korzen, Executive Director  
City of Grand Rapids Police & Fire Retirement System

/s/ Car Pecoraro, Chairman  
Cleveland Bakers and Teamsters Benefit Fund

/s/ Francis J. Catania, Solicitor  
Delaware County Employee Retirement Fund

/s/ Erie F. Sampson, General Counsel  
District of Columbia Retirement Board

/s/ Mary Schaaf, Board Secretary  
Erie County Employees' Retirement Fund

/s/ Dan Slack, Chief Executive Officer  
Fire & Police Pension Association of Colorado

/s/ Jonathan Needle, Chief Legal Officer  
Houston Firefighters Relief and Retirement Fund

/s/ Tim Moss, Executive Director  
Illinois Public Pension Fund Association

/s/ Bram P.J. Hendriks, Senior Corporate Governance Officer  
ING Investment Management International

/s/ Edward Penna, Sr., Assistant Business Manager/President  
Iron Workers Local Union No. 405 Annuity Fund

/s/ Osey McGee, Jr., Executive Director  
Louisiana Sheriffs' Pension & Relief Fund

/s/ John C. Milazzo, General Counsel  
Maine Public Employees Retirement System

/s/ Board of Trustees  
Maryland State Retirement and Pension System

/s/ Andrew McGarrell, Administrator  
Miami Firefighters' Relief and Pension Fund

/s/ Sarah Wong, Administrator  
Miami Police Relief & Pension Fund

/s/ James Haddad, President  
Michigan Association of Public Employee Retirement System

/s/ Steven Toyota, Chairman  
Miramar Police Officers' Retirement Plan

/s/ Thomas R. Petroni, General Counsel  
Municipal Employees' Retirement System of Michigan

/s/ Robert Jones, Executive Director  
Oklahoma Firefighters Pension & Retirement System

/s/ Steve K. Snyder, Executive Director  
Oklahoma Police Pension & Retirement System

/s/ Gavin Palmer, Investment Director  
Palmer Group of Companies

/s/ Jeffrey M. Padwa, General Counsel  
Employees Retirement System of Rhode Island

/s/ Robert L. Gaumer, General Counsel  
Sacramento County Employees Retirement System

/s/ Gino Benedetti, General Counsel  
Southeastern Pennsylvania Transportation Authority

/s/ Max Patterson, Executive Director  
Texas Association of Public Employee Retirement System