

**MINUTES OF THE REGULAR MEETING OF THE
OKLAHOMA POLICE PENSION AND RETIREMENT BOARD**

**Board Room
1001 N.W. 63rd Street, Suite 305
Oklahoma City, Oklahoma 73116**

APRIL 15, 2015

The regular meeting of the Oklahoma Police Pension and Retirement Board was called to order by Chairman Ryan Perkins at approximately 9:00 a.m. on Wednesday, April 15, 2015, in the Board Room of the Oklahoma Police Pension and Retirement System.

MEMBERS PRESENT: Craig Akard, Tom Custer, Tony Davenport, Jim Keesee, Susan Knight, Brandy Manek, Andy McPherson, Ryan Perkins, Rick Smith, W.B. Smith, Frank Stone, Jeff Pierce, and Tim Foley.

OTHERS: Steven K. Snyder, Executive Director; Darcie Gordon, Administrative Officer; Sean Ruark, Pension Administration Office; Lauren Holmes, Administrative Assistant; Jan Presler, Attorney General's Office; and George Tarlas, Asset Consulting Group.

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APPROVAL OF MINUTES OF BOARD MEETING HELD MARCH 25, 2015

Motion by Tim Foley and second by Tom Custer to approve the Minutes of the Regular Board Meeting held March 25, 2015. Ayes: Tom Custer, Tony Davenport, Jim Keesee, Susan Knight, Brandy Manek, Andy McPherson, Ryan Perkins, Rick Smith, W. B. Smith, Frank Stone, Jeff Pierce and Tim Foley. Abstain: Craig Akard. Motion Carried.

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CONSIDERATION AND VOTE, SUBJECT TO BOARD'S EXCEPTION, ON THE FOLLOWING APPLICATIONS

a. Application for Participation:

<u>Name</u>	<u>City</u>
Brett T. Miquelon	Bartlesville
Zachary A. Moore	Bartlesville
Jeremiah N. Godfrey	Cleveland
Clinton J. Leak	Coweta
Amy J. Looper	Coweta
Joshua R. Mullins	Durant
Dale S. Seiber	Durant
Randy E. Taylor, II	Fort Gibson
Caleb N. Hodam	Guthrie
Austin B. Meredith	Guthrie
Cody L. Houston	Grove
Clayborn D. Ferrington	Hobart
Joseph E. Abbiss	Prague
Robert B. Stewart	Seminole
Anthony G. Hopkins	Tecumseh
Courtney B. Schlinke	Valley Brook

b. Application for Refund of Contributions:

<u>Name</u>	<u>City</u>
Randy K. Wickham	Blackwell
Daniel E. Braley	Newkirk
Jared Baier	Norman
Shawn Stacey	Owasso
Kristi Lovell	Piedmont
Timothy D. Adams	Spencer
John Rolls, III	Spencer
Dakota Jarvis	Tonkawa
Louis A. Bauhaus III	Tulsa
Andrea G. Mansker	Tulsa
Karri Weadon	Tulsa
Alicia Marchand	Watonga
Clinton J. Glass	Wewoka

c. Application for Participation in the Oklahoma Police Deferred Option Plan Under the Back Drop Provision:

<u>Name</u>	<u>City</u>	<u>DOP Eff. Date</u>	<u>Service Pension Eff. Date</u>
Paul Treat	Broken Arrow	05/01/2010	05/01/2015
Rex E. Brown	Hobart	04/01/2012	04/01/2015
Stephanie Schledorn	Muskogee	05/01/2010	05/01/2015
Mark Gore	Oklahoma City	05/01/2010	05/01/2015
Arnold T. Sterling	Oklahoma City	05/01/2010	05/01/2015
Jimmie E. Sherron	Ponca City	06/01/2013	05/01/2015
Darrice T. Carr	Tulsa	04/01/2012	04/01/2015
Dennis MacDonnell	Tulsa	04/01/2010	04/01/2015

d. Application for Service Pension:

<u>Name</u>	<u>City</u>	<u>Eff. Date</u>
James M. Bettes	Midwest City	06/01/2015
Michael A. Praizner	Norman	05/01/2015

e. Application for Vested Benefit:

<u>Name</u>	<u>City</u>	<u>Eff. Date</u>
John A. Webb	Midwest City	07/17/2021
David C. Craig	Tahlequah	12/18/2028

f. Death Benefit:

<u>Name</u>	<u>City</u>
Ruby E. Way, widow of Harry G. Way	Miami
Cheyanna Davidson, Child of Randall S. Davidson	Muskogee
Roxie A. McBride, widow of David R. McBride	Oklahoma City
Rebecah D. Hughes, Personal Rep. of Gary L. Harp	Tulsa

g. Continuation of Benefit:

<u>Name</u>	<u>City</u>
Ruby E. Way, widow of Harry G. Way	Miami
Roxie A. McBride, widow of David R. McBride	Oklahoma City

h. Application for Monies Due the Estate from the System:

<u>Name</u>	<u>City</u>
Larry L. Howard, Personal Rep. of Gertie L. Howard	Duncan
Cynthia E. Ward, Personal Rep. of Imogene Ward	Idabel
William L. Williams, Personal Rep. of Ophelia Williams	Oklahoma City
Gloria J. Stice, Personal Rep. of Marie Phillips	Tulsa

i. Termination of Benefit:

<u>Name</u>	<u>City</u>
Gertie L. Howard	Duncan
Imogene Ward	Idabel
Ophelia Williams	Oklahoma City
Gary Harp	Tulsa
Marie Philips	Tulsa

j. Application for Survivor's Pension for Death Not In Line of Duty:

<u>Name</u>	<u>City</u>
Cheyanna Davison, Child of Randall S. Davison	Muskogee

k. Application for Deferred Option Plan:

<u>Name</u>	<u>City</u>	<u>Eff. Date</u>
James A. Kite	Bixby	05/01/2015

l. Terminate Deferred Option Plan to Begin Service Pension:

<u>Name</u>	<u>City</u>	<u>Eff. Date</u>
Jessie L. Neil	Oklahoma City	06/01/2015

Motion by W.B. Smith and second by Jeff Pierce for approval of applications for Police Deferred Option Plan, Participation, Service Pension, Refunds and Benefits and the Addendum. Ayes: Craig Akard, Tom Custer, Tony Davenport, Jim Keesee, Susan Knight, Brandy Manek, Andy McPherson, Ryan Perkins, Rick Smith, W. B. Smith, Frank Stone, Jeff Pierce and Tim Foley. Motion Carried.

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TIMOTHY A. WARD, TULSA – REQUEST TO BUY BACK PRIOR SERVICE WHILE EMPLOYED WITH THE NORMAN POLICE DEPARTMENT FROM 06/10/1983 TO 02/24/1990. BOARD TO TAKE APPROPRIATE ACTION AS DEEMED NECESSARY.

Motion by Tony Davenport and second by Andy McPherson to approve request to buy back prior service while employed with the Norman Police Department from 6/10/1983 to 2/24/1990 for Timothy A. Ward. Ayes: Craig Akard, Tom Custer, Tony Davenport, Jim Keesee, Susan Knight, Brandy Manek, Andy McPherson, Ryan Perkins, Rick Smith, W. B. Smith, Frank Stone, Jeff Pierce and Tim Foley. Motion Carried.

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REVIEW OF BOARD REPORTS

The Account #6000, Fund 20000 (operating expenses), report is attached as Exhibit "A"; the Account #8557A, Fund Expenditures (receipts and disbursements), report for March 2015 is attached as Exhibit "B"; the Broker Commission Report is attached as Exhibit "C"; and the report for the Statement of Total Fund is attached as Exhibit "D".

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ASSET CONSULTING GROUP – FINANCIAL CONSULTANT REPORT FOR MONTH ENDED MARCH 31, 2015, AND DISCUSSION ON REBALANCING PORTFOLIO ASSETS AMONG VARIOUS ASSET STRATEGIES AND MANAGERS. BOARD TO TAKE APPROPRIATE ACTION AS DEEMED NECESSARY.

Mr. George Tarlas reviewed the ASAP report for the month ended March 31, 2015, a copy of which is attached as Exhibit "E". As of March 31, 2015, the total Fund was approximately \$2,238,790,000.00. The one-year return net of fees for the total Fund is 5.45%.

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FINLEY & COOK, PLLC – CERTIFICATION OF ELECTION RESULTS FOR STATE BOARD DISTRICTS 1 AND 4. BOARD TO TAKE APPROPRIATE ACTION AS DEEMED NECESSARY.

Motion by W.B. Smith and second by Tony Davenport to approve Certification of Election Results for state board districts 1 and 4. Ayes: Craig Akard, Tom Custer, Tony Davenport, Jim Keesee, Susan Knight, Brandy Manek, Andy McPherson, Ryan Perkins, Rick Smith, W. B. Smith, Frank Stone, Jeff Pierce and Tim Foley. Motion Carried.

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DISCUSSION OF RESOLUTION FROM DAVIS GRAHAM AND STUBBS REGARDING DEFENSE OF MARRIAGE ACT AMENDMENT. BOARD TO TAKE APPROPRIATE ACTION AS DEEMED NECESSARY.

Mr. Steven Snyder presented the board with the Defense of Marriage Act Amendment Resolution. A copy of which is attached as Exhibit "F".

Motion by W.B. Smith and second by Craig Akard to approve the resolution from Davis Graham and Stubbs regarding Defense of Marriage Act Amendment. Ayes: Craig Akard, Tom Custer, Tony Davenport, Jim Keesee, Susan Knight, Brandy Manek, Andy McPherson, Ryan Perkins, Rick Smith, W. B. Smith, Frank Stone, Jeff Pierce and Tim Foley. Motion Carried.

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PROPOSED EXECUTIVE SESSION, IF DEEMED NECESSARY BY LEGAL COUNSEL TO DISCUSS THE MEMORANDUM(S) FROM ROBBINS GELLER RUDMAN & DOWD LLP REGARDING POSSIBLE SECURITIES LITIGATION CLAIM PURSUANT TO 25 O.S. § 307(B)(4) IN THAT DISCLOSURE WILL SERIOUSLY IMPAIR THE ABILITY OF THE BODY TO CONDUCT A PENDING PROCEEDING IN THE PUBLIC INTEREST.

Motion by W.B. Smith and second by Craig Akard to go into Executive Session (at approximately 9:50am). Ayes: Craig Akard, Tom Custer, Tony Davenport, Jim Keesee, Susan Knight, Brandy Manek, Andy McPherson, Ryan Perkins, Rick Smith, W. B. Smith, Frank Stone, Jeff Pierce and Tim Foley. Motion Carried.

Motion by W.B. Smith and second by Craig Akard to return into Open Session (at approximately 9:55am). Ayes: Craig Akard, Tom Custer, Tony Davenport, Jim Keesee, Susan Knight, Brandy Manek, Andy McPherson, Ryan Perkins, Rick Smith, W. B. Smith, Frank Stone, Jeff Pierce and Tim Foley. Motion Carried.

Motion by Tony Davenport and second by Rick Smith to authorize the Executive Director to move forward with the Magnachip Semiconductor Corporation and Bolder Brands, Inc. cases. Ayes: Craig Akard, Tom Custer, Tony Davenport, Jim Keesee, Susan Knight, Brandy Manek, Andy McPherson, Ryan Perkins, Rick Smith, W. B. Smith, Frank Stone, Jeff Pierce and Tim Foley. Motion Carried.

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REVIEW OF BILLS INTRODUCED BY THE HOUSE OF REPRESENTATIVES AND THE SENATE WHICH WOULD IMPACT THE OKLAHOMA POLICE PENSION AND RETIREMENT SYSTEM AND/OR OTHER STATE RETIREMENT SYSTEMS.

Mr. Steven Snyder reviewed the 2015 Bill Portfolio, a copy of which is attached as Exhibit "G".

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LITIGATION REPORT – PROPOSED EXECUTIVE SESSION, IF DEEMED NECESSARY BY LEGAL COUNSEL TO DISCUSS CASE NO. 1:14-CV-01997-LAK, IN RE WEIGHT WATCHERS INTERNATIONAL, INC. (UNITED STATES DISTRICT COURT, SOUTHERN DISTRICT OF NEW YORK); CASE NO. 8703-VCL, IN RE DOLE FOOD COMPANY, INC. (STATE OF DELAWARE COURT OF CHANCERY); CASE NO. 5:12-CV-00195-KKC, IN RE TEMPUR-PEDIC INTERNATIONAL, INC (UNITED STATES DISTRICT COURT, EASTERN DISTRICT OF KENTUCKY); CASE NO. 1:12-CV-03419-GBD-HBP, IN RE LAYDON VS. MIZUHO BANK, LTD. ET AL. (TIBOR LITIGATION). (UNITED STATES DISTRICT COURT, SOUTHERN DISTRICT OF NEW YORK); AND TO DISCUSS OTHER POTENTIAL LITIGATION WITH LEGAL COUNSEL PURSUANT TO 25 O.S. § 307(B)(4) IN THAT DISCLOSURE WILL SERIOUSLY IMPAIR THE ABILITY OF THE BODY TO CONDUCT A PENDING PROCEEDING IN THE PUBLIC INTEREST

Mr. Steven Snyder advised that all the cases were static.

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NEW BUSINESS

Mr. Steven Snyder advised the board that a situation had come up with the City of Tulsa. He stated the applications for the upcoming academy did not get submitted in time for the agenda/addendum and a special meeting would be needed to approve the applications. Mr. Ryan Perkins stated it would be April 29th, 2015 at 11:00am.

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BOARD MEMBERS' REPORTS

Mr. W.B. Smith gave the board members a copy of an article from the 4/15/2015 Daily Oklahoman regarding the pension systems.

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DISCUSSION OF SEMINARS/CONFERENCES. BOARD TO TAKE APPROPRIATE ACTION AS DEEMED NECESSARY

Mr. Steven Snyder advised the board that NCPERS is May 3-7, 2015 in New Orleans, LA., IFEBP CAPPP with Pensions I & II, June 9-12, 2015 in Chicago, IL, OPFTEC, September 23-25, 2015 at the Postal Training Center in Norman, IFEBP CAPPP with Pensions I & II, October 6-9, 2015 in Providence, RI., NCPERS Public Safety Conference in Rancho Mirage, CA, October 25 – 28, 2015 and IFEBP Annual Conference, Nov. 8-11, in Honolulu, HI.

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DIRECTOR'S REPORT

Mr. Steven Snyder introduced Leeandra Galutia as the new Pension Analyst for Member City's A-K and Oklahoma City. Mr. Snyder also informed the board that the afternoon presentations would begin promptly at 1pm. He stated that the April Managers Dinner would be at Twelve Oaks and that maps were available on the front counter. Reception would begin at 5:30 and dinner would begin at 6pm. Mr. Snyder informed the board the Ethics Commission Reporting will be done 100% online this year. They are still testing the new system. Darcie will let you know when the system is up and running and how to file your reports.

Mr. Snyder advised that we received the Certificate of Achievement from GOFA for our CAFR. It's the 4th year we've received excellent rating.

Mr. Snyder advised he would be retiring from the Air National Guard effective June 1st.

ADAM C. CRANE, NORMAN – REQUEST TO BUY BACK PRIOR SERVICE WHILE EMPLOYED WITH THE NORMAN POLICE DEPARTMENT FROM 6/10/2005 TO 5/29/2014. BOARD TO TAKE APPROPRIATE ACTION AS DEEMED NECESSARY.

Motion by W.B. Smith and second by Jim Keesee to approve request to buy back prior service while employed with the Norman Police Department from 6/10/2005 to 5/29/2014 for Adam C. Crane. Ayes: Craig Akard, Tom Custer, Tony Davenport, Jim Keesee, Susan Knight, Brandy Manek, Andy McPherson, Ryan Perkins, Rick Smith, W. B. Smith, Frank Stone, Jeff Pierce and Tim Foley. Motion Carried.

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The meeting was recessed at approximately 9:59am.

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At Approximately 1:00 p.m., Vice Chairman Pierce announced that the meeting was back in order.

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The representatives of the investment managers listed below made presentations to the Board which included a brief overview of the presenter and their firm, any relevant changes within their organization, their outlook on the financial marketplace, and how their portfolio is positioned to take advantage of that outlook, etc.:

BARING

Barbara Cassidy
Jon Greenhill

ENCAP

Charles Bauer
Jason McMahon

WASATCH

Kitty Swenson

PAAMCO

Jim Meehan
Scott Warner

AGINCOURT

Brad Coats
Patrick T. O'Hara

A quorum of the Board did attend a reception/dinner, during which business of the System was not discussed. The reception/dinner was held at Twelve Oaks, 6100 N. Midwest Blvd, Edmond, Oklahoma.

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The meeting was adjourned at approximately 3:45pm.

Notice of this meeting was filed with the Secretary of State and the agenda for the meeting was posted in compliance with the Open Meeting Act.

RESPECTFULLY SUBMITTED BY LAUREN HOLMES, ADMINISTRATIVE ASSISTANT.