

MINUTES

The Oklahoma Firefighters Pension and Retirement Board met July 15, 2016 in the Salvation Army Building at 6601 Broadway Ext. Ste. 100, Oklahoma City, OK. Written notice was sent to Board members and interested parties, posted 24 hours before the meeting and filed with the Secretary of State in compliance with the Open Meeting Laws.

Chairman Raanon Adams called the meeting to order.

Members Present: Raanon Adams, Michel Duncan, Paul Gallahar, Derek Cassady, Matt Lay, Jim Long, Dana Cramer, Craig Freeman, Janet Kohls, Mike Kelley, Frank Stone arriving at 8:55 A.M. and Brandy Manek arriving at 9:00 A.M.

Others: Robert Jones, Director; Duane Michael, Assistant Director; James Reynolds, Assistant Director; Chase Rankin, Controller; Terri Williams, Executive Secretary; Marc Edwards, Legal Counsel

Visitors: Troy Brown and Tim Nash, Bogdahn Group; Janna Hamilton and Jeff Detwiler, Garcia Hamilton; Emily Becker, Orleans; Sharon Hayman, Jackson Square

Absent: Doug Jacobson

ELECTION OF CHAIRMAN OF THE BOARD:

Motion was made by Mr. Kelley and seconded by Mr. Cassady to elect Michel Duncan as Chairman of the Board. Ayes: Messrs. Adams, Duncan, Cassady, Cramer, Lay, Long, Kohls, Kelley, Freeman and Gallahar. Nays: None. Motion carried.

ELECTION OF VICE-CHAIRMAN OF THE BOARD:

Motion was made by Mr. Kelley and seconded by Mr. Cassady to elect Matt Lay as Vice-Chairman of the Board. Ayes: Messrs. Adams, Duncan, Cassady, Cramer, Lay, Long, Kohls, Kelley, Freeman and Gallahar. Nays: None. Motion carried.

APPROVAL/MINUTES DATED JUNE 17, 2016:

Motion was made by Mr. Kelley and seconded by Mr. Lay to approve the minutes dated June 17, 2016 with the correction of Mr. Kelley's name being mistyped. Ayes: Messrs. Adams, Duncan, Cassady, Cramer, Lay, Long, Kohls, Kelley, Freeman and Gallahar. Nays: None. Motion carried.

REQUEST APPROVAL/CONSENT AGENDA, A COPY IS ATTACHED:

Motion was made by Mr. Long and seconded by Mr. Duncan to approve the Consent Agenda dated June 17, 2016. Messrs. Adams, Duncan, Cassady, Manek, Cramer, Lay, Long, Kelley, Kohls and Gallahar. Naves: None. Motion carried.

APPOINTMENT OF INVESTMENT AND RULES COMMITTEE MEMBERS:

Mr. Duncan appointed Matt Lay, Chairman; Raanon Adams, Vice-Chairman, Derek Cassady, Mike Kelley and Jim Long to the Investment Committee.

Mr. Duncan appointed Derek Cassady, Chairman; Mike Kelley, Vice-Chairman, Matt Lay, Dana Cramer, and Paul Gallahar to the Rules Committee.

GARCIA HAMILTON & ASSOCIATES/JANNA HAMILTON & JEFF DETWILER:

Ms .Hamilton and Mr. Detwiler gave a presentation for Garcia Hamilton.

	3 Months Ending <u>06/30/2016</u>	1 Year Ending <u>06/30/2016</u>	8/1/2014 Ending <u>06/30/2016</u>
Garcia Hamilton	2.06%	7.26%	4.99%
Barclays Aggregate	2.21%	6.00%	4.23%

ORLEANS/EMILY BECKER:

Ms. Becker gave a presentation for TA Associates.

	3 Months Ending <u>06/30/2016</u>	1 Year Ending <u>06/30/2016</u>	8/1/2014 Ending <u>06/30/2016</u>
Orleans	2.29%	5.95%	3.83%
Barclays Aggregate	2.21%	6.00%	4.23%

JACKSON SQUARE/EMILY BECKER:

Ms. Becker gave a presentation for Jackson Square.

	3 Months Ending <u>6/30/2016</u>	1 Year Ending <u>6/30/2016</u>	3 Years Ending <u>6/30/2016</u>
Jackson Square	0.63%	1.39%	10.63%
Russell 2500 Growth	2.70%	(7.69)%	9.21%

BOGDAHN GROUP/TROY BROWN AND TIM NASH:

1. Presenting Manager Review.

Mr. Brown and Mr. Nash reviewed the presenting managers to the Board.

2. Review Investment Performance.

Mr. Nash and Mr. Brown reviewed the monthly investment performance.

	3 Months Ending <u>06/30/2016</u>	1 Year Ending <u>06/30/2016</u>	3 Years Ending <u>06/30/2016</u>
Total Fund	1.79%	1.11%	8.05%

RULES COMMITTEE/MATT LAY –CHAIRMAN:

1. Presentation by Cindy Burley, Esq. regarding implementation of proposed annual interest withdrawal requirement by participants in the Oklahoma Firefighters Deferred Option Plan (Plan B).

Motion was made by Mr. Lay and seconded by Mr. Adams to approve the implementation of proposed annual interest withdrawal requirement by participants in the Oklahoma Firefighters Deferred Option Plan (Plan B). Ayes: Adams, Kelley, Cassady, Duncan, Lay, Cramer, Freeman, Kohls, Manek, Stone, and Gallahar. Nays: Long. Motion carried.

MARC EDWARDS/LEGAL COUNSEL REPORT. DISCUSSION, VOTE, AND ANY OTHER NECESSARY ACTION TO IMPLEMENT DISCUSSION AND VOTE:

1. In re: FX Litigation, Case No. 13-cv-07789 (SDNY) (Scott & Scott)
2. Shah v. Rocket Fuel Inc., et al. Case No. 14-CV-03998 (USDC ND Calif)

3. In re: Castlight Health; Shareholder Litigation; Case No. CIV-533647 (Sup. Ct. Calif, San Mateo)
4. City of St. Clair Shores Police & Fire Retirement System v. Nationstar Mortgage Holdings Inc. et al: Case No. 15-cv-61170-WPD (USDC FL (Ft. Lauderdale)
5. Avila, et al. v Lifelock, Inc. et al.: Case No. 15-cv-01398-DKD (USDC District of Arizona)
6. In re: Broadcom Corporation Stockholder Litigation; Case No. 15-cv-00979-JVS-PJW (USDC CD Calif) Cohen Milstein)
7. OFP et a; v. Corbat et al and Citigroup, Inc., Case No. 12151-VCG< (Chancery Court of State of Delaware) (Grant)
8. Murphy v. Precision Castparts Corp. et al.: Case No. 16-cv-00521-SB, (District of Oregon, Portland) (3) (Labaton)
9. Report on the current status of all other litigation involving the Pension System.
10. Discussion of a securities class action or a derivative action against Tesla Motors.

Motion was made by Mr. Lay and seconded by Mr. Cramer to have Grant and Eisenhofer represent the Pension System in the Tesla Motors matter and have them monitor and pursue possible negotiations. Ayes: Adams, Kelley, Cassady, Duncan, Lay, Long, Freeman, Kohls, Manek, Stone, and Gallahar. Naves: Cramer. Motion carried.

Mr. Edwards discussed the case with Nation Star.

TIM TOWNSEND – REQUEST FOR AN ADMINISTRATIVE HEARING CONCERNING THE RESULTS OF HIS HEARING TEST RESULTING IN DENIAL OF HIS ENTRANCE INTO THE PENSION SYSTEM:

This item was postponed and will be continued until next month's Board meeting.

ANTONIO D. PHILLIPS/LAWTON - APPLICATION FOR “DISABILITY IN THE LINE OF DUTY” PENSION, EFFECTIVE JULY 1, 2016:

Motion was made by Mr. Long and seconded by Mr. Cramer to approve the Application for “Disability in the Line of Duty”, effective July 1, 2016. Messrs. Ayes: Adams, Kelley, Cassady, Cramer, Duncan, Lay, Long, Freeman, Kohls, Manek, Stone, and Soos. Naves: None. Motion carried.

WILLIAM A. ATTEBERRY/NORMAN – APPLICATION FOR “DISABILITY IN THE LINE OF DUTY” PENSION, EFFECTIVE JULY 1, 2016:

Motion was made by Mr. Cramer and seconded by Mr. Long to approve the Application for “Disability in the Line of Duty”, effective July 1, 2016. Messrs. Ayes: Adams, Kelley, Cassady, Cramer, Duncan, Lay, Long, Freeman, Kohls, Manek, Stone, and Gallahar. Naves: None. Motion carried.

RODNEY A. BEREND/OKLAHOMA CITY – APPLICATION FOR “DISABILITY IN THE LINE OF DUTY” PENSION, EFFECTIVE JULY 1, 2016:

Motion was made by Mr. Cramer and seconded by Mr. Lay to modify the Application for “Disability in the Line of Duty” to “Service”, effective July 1, 2016. Messrs. Ayes: Kelley, Cassady, Cramer, Duncan, Lay, Long, Freeman, Kohls, Manek, Stone and Gallahar. Naves: None. Motion carried.

DAVID G. MITCHELL/OKLAHOMA CITY APPLICATION FOR “DISABILITY IN THE LINE OF DUTY” PENSION, EFFECTIVE JULY 1, 2016:

Motion was made by Mr. Adams and seconded by Mr. Lay to modify the Application for “Disability in the Line of Duty” to “Service”, effective July 1, 2016. Messrs. Ayes: Adams, Kelley, Cassady, Cramer, Duncan, Lay, Long, Freeman, Kohls, Manek, Stone and Gallahar. Naves: None. Motion carried.

GARY L. BONNER/PURCELL – APPLICATION FOR “DISABILITY IN THE LINE OF DUTY” PENSION, EFFECTIVE JULY 1, 2016:

Motion was made by Mr. Cramer and seconded by Mr. Lay to approve the Application for “Disability in the Line of Duty”, effective July 1, 2016. Messrs. Ayes: Adams, Kelley, Cassady, Cramer, Duncan, Lay, Long, Freeman, Kohls, Manek, Stone, and Gallahar. Naves: None. Motion carried.

TEDDY H. CLARK/TULSA – APPLICATION FOR “DISABILITY IN THE LINE OF DUTY” PENSION, EFFECTIVE JULY 1, 2016:

Motion was made by Mr. Long and seconded by Mr. Lay to approve the Application for “Disability in the Line of Duty”, effective July 1, 2016. Messrs. Ayes: Adams, Kelley, Cassady, Cramer, Duncan, Lay, Long, Freeman, Kohls, Manek, Stone, and Gallahar. Nays: None. Motion carried.

JOSEPH A. GARZONE II/TULSA - APPLICATION FOR “DISABILITY IN THE LINE OF DUTY” PENSION, EFFECTIVE JULY 1, 2016:

Motion was made by Mr. Lay and seconded by Mr. Long to modify the Application for “Disability in the Line of Duty” to “Service”, effective July 1, 2016. Messrs. Ayes: Adams, Kelley, Cassady, Cramer, Duncan, Lay, Long, Freeman, Kohls, Manek, Stone and Gallahar. Nays: None. Motion carried.

MICHAEL W. LEDBETTER/TULSA – APPLICATION FOR “DISABILITY IN THE LINE OF DUTY” PENSION, EFFECTIVE JULY 1, 2016:

Motion was made by Mr. Long and seconded by Mr. Cramer to approve the Application for “Disability in the Line of Duty”, effective July 1, 2016. Messrs. Ayes: Adams, Kelley, Cassady, Cramer, Duncan, Lay, Long, Freeman, Kohls, Manek, and Gallahar. Nays: Stone. Motion carried.

MICHAEL A. WALKER/TULSA – APPLICATION FOR “DISABILITY IN THE LINE OF DUTY” PENSION, EFFECTIVE JULY 1, 2016:

Motion was made by Mr. Long and seconded by Mr. Lay to approve the Application for “Disability in the Line of Duty”, effective July 1, 2016. Messrs. Ayes: Adams, Kelley, Cassady, Cramer, Duncan, Lay, Long, Freeman, Kohls, Manek, Stone, and Gallahar. Nays: None. Motion carried.

KYLE D. CAMPBELL/JET – APPLICATION FOR “DISABILITY NOT IN THE LINE OF DUTY” PENSION, EFFECTIVE JULY 1, 2016:

Motion was made by Mr. Lay and seconded by Mr. Kelly to approve the Application for “Disability in the Line of Duty”, effective July 1, 2016. Messrs. Ayes: Adams, Kelley, Cassady, Cramer, Duncan, Lay, Long, Freeman, Kohls, Manek, Stone, and Gallahar. Nays: None. Motion carried.

LEE W. HODGES/OKLAHOMA CITY – APPLICATION FOR “DISABILITY NOT IN THE LINE OF DUTY” PENSION, EFFECTIVE JULY 1, 2016:

Motion was made by Mr. Cramer and seconded by Mr. Long to approve the Application for “Disability Not in the Line of Duty”, effective July 1, 2016. Messrs. Ayes: Adams, Kelley, Cassady, Cramer, Duncan, Lay, Long, Freeman, Kohls, Manek, Stone, and Gallahar. Naves: None. Motion carried.

MARK SIPE/TULSA – REQUEST TO MODIFY PENSION FROM “DISABILITY IN THE LINE OF DUTY” TO “DISABILITY IN THE LINE OF DUTY”:

Motion was made by Mr. Lay and seconded by Mr. Long to approve the request of Mr. Sipe to change his pension from “Service” to “Disability in the Line of Duty” based on the medical information provided. Messrs. Ayes: Adams, Kelley, Cassady, Cramer, Duncan, Lay, Long, Freeman, Kohls, Manek, and Gallahar. Naves: Stone. Motion carried.

RECEIVE & FILE:

1. IPG - \$239.40 – dividend – June 2016
2. Insurance Premium Tax - \$19,346,393.81 – May 2016

Motion was made by Mr. Cramer and seconded by Mr. Long to approve the above receive and file items. Ayes: Messrs. Adams, Cassady, Duncan, Kelley, Long, Cramer, Lay, Freeman, Kohls, Manek, Stone and Gallahar. Naves: None. Motion carried.

ROBERT JONES/EXECUTIVE DIRECTOR REPORT:

Mr. Michael said the new computer system had gone live July 5th and we were still paralleling. He said he would like to thank the Board and staff for their help with the conversion.

Mr. Reynolds said he had received positive feedback with the new Plan B projections.

DISCUSSION ON TRAVEL REIMBURSED BY THE SYSTEM. BOARD TO TAKE APPROPRIATE ACTION.

Motion was made by Mr. Long and seconded by Mr. Cramer to approve travel for Janet Kohls and Jim Long to attend the NCPERS. Ayes: Messrs. Adams, Cassady, Duncan, Kelley, Long, Cramer, Lay, Freeman, Kohls, Manek, Stone and Gallahar. Naves: None. Motion carried.

QUESTIONS & COMMENTS FROM BOARD MEMBERS & AUDIENCE:

OLD BUSINESS:

NEW BUSINESS:

General Counsel Marc Edwards said there was a recommendation from Saxena White on the Merger of Starz and Lionsgate.

NEXT MEETING DATE:

The Oklahoma Firefighters Pension and Retirement Board will meet August 19, 2016 at 8:30 A.M. at the Salvation Army Building, 6601 Broadway Extension, Ste. 100, Oklahoma City, OK.

ADJOURNMENT:

Motion was made by Mr. Lay and seconded by Mr. Kelley to adjourn the Board meeting at 11:01 A.M. Ayes: Messrs. Adams, Cassady, Duncan, Kelley, Long, Cramer, Lay, Freeman, Kohls, Manek and Gallahar. Nays: None. Motion carried.

Submitted by Terri L. Williams, Executive Secretary.