

**MINUTES OF THE REGULAR MEETING OF THE  
OKLAHOMA POLICE PENSION AND RETIREMENT BOARD  
Board Room  
1001 N.W. 63<sup>rd</sup> Street, Suite 305  
Oklahoma City, Oklahoma 73116**

**APRIL 19, 2017**

The regular meeting of the Oklahoma Police Pension and Retirement Board was called to order by Chairman W.B. Smith at approximately 10:00 a.m. on Wednesday, April 19, 2017, in the Board Room of the Oklahoma Police Pension and Retirement System.

MEMBERS PRESENT: Tony Davenport, Jim Keesee, Susan Knight, Andy McPherson, Ryan Perkins, W.B. Smith, Frank Stone, Jeff Pierce, and Tim Foley

OTHERS: Steven K. Snyder, Executive Director; Darcie Gordon, Administrative Officer; Lauren Holmes, Administrative Assistant; Deric Berousek, Chief Financial Officer; Sean Ruark, Pension Administration Officer; Kim Heaton, Attorney General's Office; Jason Pulos and Joe Nugent, Asset Consulting Group; and Laura Stein, Robbins Geller Rudman & Down, LLP.

MEMBERS ABSENT: \*\*Brandy Manek arrived at approximately 10:13 am\*\*

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**APPROVAL OF MINUTES OF REGULAR BOARD MEETING HELD MARCH 15, 2017**

Motion by Tony Davenport and second by Jim Keesee to approve the minutes of the Regular Board Meeting held March 15, 2017. Ayes: Tony Davenport, Jim Keesee, Andy McPherson, Ryan Perkins, W.B. Smith, Frank Stone, Jeff Pierce, and Tim Foley. Abstain: Susan Knight. Absent: Brandy Manek. 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>
Andrew J. Bailey	Bartlesville
Shane C. McKinzie	Bixby
Anthony D. Thompson	Checotah
Gregory D. Munholland	Henryetta
Kris B. Bailey	Krebs
Courtney D. Smith	Krebs
Mathew C. Thurston	Lexington
Matthew A. Wagner	Lindsay
Martin W. Meek	Mannford
Hayden K. Contreras	McAlester
Blake I. Palmer	McAlester
Jared K. Jones	Muskogee
Christopher D. Rochell	Muskogee
Kevin R. Connolly	Mustang

Nolan R. Tattershall	Newkirk
Caleb A. Landis	Ponca City
Benjamin J. Mays	Ponca City
Cole E. Hofstetter	Sallisaw
Jason K. Seikel	Tecumseh
Blake N. Hoemann	Tonkawa
Donavan T. Bell	Tulsa
Kara A. Benson	Tulsa
Bristol L. Broce	Tulsa
Ronni S. Carrocia	Tulsa
Sylvester J. Climpson	Tulsa
Gregory G. DeLozier	Tulsa
Vincent D. Dickey	Tulsa
Christopher A. Gallegos	Tulsa
Braden T. Hamilton	Tulsa
Evan E. Hobbs	Tulsa
Grace N. Hobbs	Tulsa
Trenton A. Horner	Tulsa
Kathryn L. Jones	Tulsa
Hunter B. Kennedy	Tulsa
Justin D. Manson	Tulsa
Jacob R. Mayfield	Tulsa
Jeremy C. McCasland	Tulsa
Joel Moisa	Tulsa
Cassandra B. Moore	Tulsa
Andrea L. Morey	Tulsa
Deangelo W. Reyes	Tulsa
Thomas M. Shockley	Tulsa
Austin P. Smith	Tulsa
Brandon L. Sparks	Tulsa
Paul A. Spicer, Jr.	Tulsa
Rage A. Staggs	Tulsa
Jeffrey S. Statum	Tulsa
Maria A. Sweet	Tulsa
Christopher R. Trujillo	Tulsa
Nereyda Villa	Tulsa
Brennan A. Weber	Tulsa
Nicholas H. Wood	Tulsa
Chang N. Xiong	Tulsa
Por Xiong	Tulsa
Micah R. Yost	Tulsa
Ryan L. Buckles	Tuttle
Coby S. Whitaker	Tuttle
Ryan C. Massengale	Valley Brook
Kevin T. Gresham	Wetumka

b. Application for Refund of Contributions:

<u>Name</u>	<u>City</u>
Sara Windom	Ardmore
Anthony B. Teston	Blackwell
Magdalene Perry	Chickasha
Teresa N. Cabello-Corp	Comanche
Jason Buckley	Elk City
Dustin S. Dozier	Eufaula
Robert M. Dumond	Fort Gibson
Kolton K. Loving	Idabel
Christian L. Smith	Madill
David I. Gallagher	Newkirk
Randall Body	Oklahoma City
Jeremy Box	Oklahoma City
Joshua R. Condon	Oklahoma City
Clifford E. Boswell	Ringling
Matthew Perry	Sayre
Kevin Dorsey	Tulsa
Ernie M. Thompson	Tulsa
David Treseder	Tulsa
Robert R. Reynolds	Wagoner
Justin W. Wooten	Watonga
Michael Ward	Woodward

c. Terminate Deferred Option Plan to Begin Service Pension:

<u>Name</u>	<u>City</u>	<u>Eff. Date</u>
Fred M. Moon, Jr.	Oklahoma City	04/01/2017

d. 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>
James D. Teel, II	Edmond	05/01/2012	05/01/2017
Jerry A. Campbell	Moore	05/01/2012	05/01/2017
Jeral S. Dupy	Oklahoma City	05/01/2012	05/01/2017
Curtis S. Terry	OSBI	10/01/2016	04/01/2017
Randall Cunningham	Owasso	06/01/2012	06/01/2017
Jacqueline Greninger	Pryor	05/01/2013	07/01/2017
Rodger Wall	Stillwater	05/01/2012	05/01/2017
David G. Best	Tulsa	04/01/2012	04/01/2017
Brian K. Tillinghast	Tulsa	05/01/2012	05/01/2017
Hugh Osborn	Warr Acres	06/01/2012	06/01/2017

e. Application for Vested Benefit:

<u>Name</u>	<u>City</u>	<u>Eff. Date</u>
John S. McDowell, III	Tulsa	01/18/2016

f. Death Benefit:

<u>Name</u>	<u>City</u>
Iris K. Cunningham, widow of Donald D. Cunningham	Lawton
Linda K. Forman, widow of Eddie A. Forman	Midwest City
Sharon Sharp, widow of Henry Sharp	Muskogee
Alyne Jones, widow of Howard K. Jones	Sapulpa
Helen G. Cullen, widow of Clayton Cullen	Tulsa
Vicki J. Lilleskau, widow of John Lilleskau	Tulsa
Mary J. Winter, widow of David O. Winter	Tulsa

g. Continuation of Benefit:

<u>Name</u>	<u>City</u>
Iris K. Cunningham, widow of Donald D. Cunningham	Lawton
Linda K. Forman, widow of Eddie A. Forman	Midwest City
Sharon Sharp, widow of Henry Sharp	Muskogee
Alyne Jones, widow of Howard K. Jones	Sapulpa
Helen G. Cullen, widow of Clayton Cullen	Tulsa
Vicki J. Lilleskau, widow of John Lilleskau	Tulsa
Mary J. Winter, widow of David O. Winter	Tulsa

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

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**LANCE A. DUNCAN, MUSTANG – REQUEST TO BUY BACK PRIOR SERVICE FROM PERRY POLICE DEPARTMENT FROM 07/31/2000 TO 10/09/2006. 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 from Perry Police Department from 07/31/2000 to 10/09/2006 for Lance A. Duncan, Mustang. Ayes: Tony Davenport, Jim Keesee, Susan Knight, Andy McPherson, Ryan Perkins, W.B. Smith, Frank Stone, Jeff Pierce, and Tim Foley. Absent: Brandy Manek. 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 2017 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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**ROBBINS GELLER RUDMAN & DOWD, LLP – LEGAL PRESENTATION OF SECURITIES LITIGATION CASES AND PRACTICE. BOARD TO TAKE APPROPRIATE ACTION AS DEEMED NECESSARY.**

Ms. Laura Stein gave a firm overview, update on current cases and dismissed cases. She presented The Right Choice, a copy of which is attached as Exhibit “E” and Oklahoma Police Pension, and Retirement System Reports, a copy of which is attached as Exhibit “F”.

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**ASSET CONSULTING GROUP – FINANCIAL CONSULTANT REPORT FOR MONTH ENDED MARCH 31, 2017 AND DISCUSSION ON REBALANCING PORTFOLIO ASSETS AMONG VARIOUS ASSET STRATEGIES AND MANAGERS. BOARD TO TAKE APPROPRIATE ACTION AS DEEMED NECESSARY.**

Mr. Jason Pulos reviewed the ASAP report for the month ended March 31, 2017, a copy of which is attached as Exhibit “G”. As of March 31, 2017, the total Fund was approximately \$2,346,027,000.00. The one-year return net of fees for the total Fund is 10.55%.

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**ASSET CONSULTING GROUP – PRIVATE MARKETS REVIEW AND RECOMMENDATION ON NEW COMMITMENTS. BOARD TO TAKE APPROPRIATE ACTION AS DEEMED NECESSARY.**

Mr. Joe Nugent presented Oklahoma Police Pension and Retirement System Private Markets Review and Recommendations, April 19, 2017, a copy of which is attached as Exhibit “H”. Mr. Nugent advised it was the recommendation of Asset Consulting Group to commit \$15.0 million to Apollo Investment Fund IX and \$10.0 million to Siguler Gulf Distressed Real Estate Opportunity Fund IIB.

Motion by Ryan Perkins and second by Tony Davenport to commit \$15.0 million to Apollo Investment Fund IX. Ayes: Tony Davenport, Jim Keesee, Susan Knight, Brandy Manek, Andy McPherson, Ryan Perkins, W.B. Smith, Frank Stone, Jeff Pierce, and Tim Foley. Motion Carried.

Motion by Ryan Perkins and second by Tony Davenport to commit \$10.0 million to Siguler Guff Distressed Real Estate Opportunity Fund IIB. Ayes: Tony Davenport, Jim Keesee, Susan Knight, Brandy Manek, Andy McPherson, Ryan Perkins, W.B. Smith, Frank Stone, Jeff Pierce, and Tim Foley. Motion Carried.

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**FINLEY & COOK, PLLC – CERTIFICATION OF ELECTION RESULTS FOR STATE BOARD DISTRICTS 3 AND 6. BOARD TO TAKE APPROPRIATE ACTION AS DEEMED NECESSARY.**

Motion by Tony Davenport and second by Jim Keesee to approve the Certification of Election Results for state board districts 3 and 6. Ayes: Tony Davenport, Jim Keesee, Susan Knight, Brandy Manek, Andy McPherson, Ryan Perkins, 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 POSSIBLE SECURITIES LITIGATION CLAIMS 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 Andy McPherson and second by Tony Davenport to enter into Executive Session (at approx. 11:05 am). Ayes: Tony Davenport, Jim Keesee, Susan Knight, Brandy Manek, Andy McPherson, Ryan Perkins, W.B. Smith, Frank Stone, Jeff Pierce, and Tim Foley. Motion Carried.

Motion by Tony Davenport and second by Jim Keesee to enter back into Open Session (at approx. 11:10 am). Ayes: Tony Davenport, Jim Keesee, Susan Knight, Brandy Manek, Andy McPherson, Ryan Perkins, W.B. Smith, Frank Stone, Jeff Pierce, and Tim Foley. Motion Carried.

Motion by Tony Davenport and second by Jim Keesee to authorize the Executive Director to seek lead plaintiff in the Tempur Sealy International, Inc. case with Labaton Sucharow. Ayes: Tony Davenport, Jim Keesee, Susan Knight, Brandy Manek, Andy McPherson, Ryan Perkins, W.B. Smith, Frank Stone, Jeff Pierce, and Tim Foley. Motion Carried.

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**LITIGATION REPORT – PROPOSED EXECUTIVE SESSION, IF DEEMED NECESSARY BY LEGAL COUNSEL TO DISCUSS CASE NO. CIV536013, IN RE SIENRA, INC. (SUPERIOR COURT OF THE STATE OF CALIFORNIA, COUNTY OF SAN MATEO); CASE NO. 15-CV-07759-LAK IN RE FIFTH STREET FINANCE CORP. (UNITED STATES DISTRICT COURT, SOUTHERN DISTRICT OF NEW YORK); CASE NO. 2:15-CV-01398-SRB, IN RE LIFELOCK, INC. (UNITED STATES DISTRICT COURT, DISTRICT OF ARIZONA); CASE NO. 3:15-CV-01797, IN RE MAGNACHIP SEMICONDUCTOR CORP. (UNITED STATES DISTRICT COURT, NORTHERN DISTRICT OF CALIFORNIA); CASE NO. 1:15-CV-00679, IN RE BOULDER BRANDS, INC. (UNITED STATES DISTRICT COURT, DISTRICT OF COLORADO); CASE NO. 1:14-CV-10136-GBD, IN RE RCS CAPITAL CORP. (UNITED STATES DISTRICT COURT, SOUTHERN DISTRICT OF NEW YORK); CASE NO. 1:14-CV-01997-LAK, IN RE WEIGHT WATCHERS INTERNATIONAL, INC. (UNITED STATES DISTRICT COURT, SOUTHERN DISTRICT OF NEW YORK); CASE NO. 5:12-CV-00195-KKC, IN RE LAYDON VS. MIZUHO BANK, LTD. ET AL. (TIBOR LITIGATION) (UNITED STATES DISTRICT COURT, SOUTHERN DISTRICT OF NEW YORK); CASE NO. 1:15-CV-08149, OKLAHOMA POLICE PENSION AND RETIREMENT SYSTEM VS. BANK OF NOVA SCOTIA ET.AL (UNITED STATES DISTRICT COURT, SOUTHERN DISTRICT OF NEW YORK); CASE NO. 4:16-CV-838, IN RE TAILORED BRANDS, INC. (UNITED STATES DISTRICT COURT, SOUTHERN DISTRICT OF TEXAS); CASE NO. 12584-VCG, IN RE STARZ STOCKHOLDER LITIGATION. (COURT OF CHANCERY OF THE STATE OF DELAWARE); CASE NO. 1:16-CV-05203, IN RE BANK OF AMERICA CORP. (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. Snyder stated Boulder Brands would be removed from the list since it was dismissed. He stated the Fifth Street case should pay out at the end of May and that all other cases were status quo.

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**NEW BUSINESS**

No new business.

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**BOARD MEMBERS' REPORTS**

No board members' reports.

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

Mr. Steven Snyder advised the board of the following conferences:

- o NCPERS Annual Conference & Exhibition with TEDS and Accredited Fiduciary Program
  - o May 20-24, 2017 – Hollywood, FL
- o NCPERS Public Pension Funding Forum – San Francisco, CA
  - o September 10-12, 2017
- o OPFTEC
  - o September 27-29, 2017
- o NCPERS Public Safety Employees' Pension and Benefits Conference – Hyatt Regency, San Antonio, TX
  - o October 1-3, 2017
- o IFEBP Annual Conference– Mandalay Bay, Las Vegas, NV
  - o October 22 – 25, 2017

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**DIRECTOR'S REPORT**

Mr. Snyder stated nomination petitions are due by April 28, 2017 for Districts 1 & 2. He advised tonight's dinner would be at Deep Fork Grill and the Annual Tenant Appreciation Picnic will be after the May board meeting. He also noted that Ray Ix with Mt. Lucas will be here in July. He stated today was the last day to register for NCPERS Annual Conference. He advised the afternoon session would begin promptly at 1:00 pm.

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The meeting was recessed at approximately 11:33 am until 1:00 pm.

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At approximately 1:00 pm, Chairman W.B. Smith announced 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.:

Gresham  
Alex Gansch

Boston Partners  
David Gullen

Siguler Guff

Tony Carriggio  
Doug Loveland

Cortina

Brian Bies

Francisco Partners

Andy Brown  
Chris Adams

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 Deep Fork Grill, 5418 N. Western Ave., Oklahoma City, Oklahoma.

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The meeting was adjourned at approximately 4:00 pm.

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 DARCIÉ GORDON, ADMINISTRATIVE OFFICER.