

**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**

July 17, 2019

The regular meeting of the Oklahoma Police Pension and Retirement Board was called to order by Chairman Chris Cook at approximately 10:10 a.m. on Wednesday, July 17, 2019, in the Board Room of the Oklahoma Police Pension and Retirement System.

MEMBERS PRESENT: Tim Foley, Dave Roberts, Thomas Cooper, Chris Cook, Robert Groseclose, Sandra LaVenue, Jeff Russell, Jeff Cealka, Mike Brown, Greg Wood and Ryan Woods.

OTHERS: Ginger Sigler, Executive Director; Deric Berousek, Chief Financial Officer; Darcie Gordon, Administrative Officer; Lauren Holmes, Administrative Assistant; George Tarlas, Asset Consulting Group; Laura Hanna, Legal Advisor; Thomas Schneider, Assistant Attorney General; Darren Derryberry and Brian Cochran, Robbins Geller; Ryan Perkins; and Sean and Nicki McKenna.

MEMBERS ABSENT: Brandy Manek and Chris Chandler

Greg Wood left at 12:00pm

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RECOGNITION OF RYAN PERKINS FOR HIS SERVICE TO THE STATE OF OKLAHOMA AS A MEMBER OF THE OKLAHOMA POLICE PENSION AND RETIREMENT BOARD OF TRUSTEES. BOARD TO TAKE APPROPRIATE ACTION AS DEEMED NECESSARY.

Chairman Chris Cook presented Ryan Perkins with a Resolution thanking him for his service to the Oklahoma Police Pension and Retirement System.

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INTRODUCTION OF RYAN WOODS, DISTRICT 5 TRUSTEE

Chairman Chris Cook introduced Ryan Woods. Mr. Ryan Woods stated he had 19 years with the Tulsa Police Department and was currently a Sergeant with the K9 Unit.

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HEARING: CASE NO. OPPRB 19-01, APPLICATION FOR DISABILITY BENEFIT IN LINE OF DUTY FOR SEAN MCKENNA, NORMAN.

Ms. Laura Hanna, Legal Counsel determined that a hearing was not necessary. The board proceeded with an Executive Session to discuss the merits of the disability.

Motion by Dave Roberts and second by Thomas Cooper to enter into Executive Session (at approximately 10:11am). Ayes: Tim Foley, Dave Roberts, Thomas Cooper, Chris Cook, Robert Groseclose, Sandra LaVenue, Jeff Russell, Jeff Cealka, Mike Brown, Greg Wood, and Ryan Woods. Absent: Brandy Manek and Chris Chandler. Motion Carried.

Motion by Dave Roberts and second by Greg Wood to enter into Open Session (at approximately 10:24am). Ayes: Tim Foley, Dave Roberts, Thomas Cooper, Chris Cook, Robert Groseclose, Sandra LaVenue, Jeff Russell, Jeff Cealka, Mike Brown, Greg Wood, and Ryan Woods. Absent: Brandy Manek and Chris Chandler. Motion Carried.

Motion by Dave Roberts and second by Robert Groseclose to award Mr. Sean McKenna a 5% impairment rating which equals a 50% disability benefit. Ayes: Tim Foley, Dave Roberts, Thomas Cooper, Chris Cook, Robert Groseclose, Sandra LaVenue, Jeff Russell, Jeff Cealka, Mike Brown, Greg Wood, and Ryan Woods. Absent: Brandy Manek and Chris Chandler. Motion Carried.

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APPROVAL OF MINUTES OF REGULAR BOARD MEETING HELD JUNE 12, 2019.

Motion by Jeff Cealka and second by Thomas Cooper to approve the minutes of the Regular Board Meeting held June 12, 2019.. Ayes: Tim Foley, Dave Roberts, Thomas Cooper, Chris Cook, Robert Groseclose, Sandra LaVenue, Jeff Russell, Jeff Cealka, Mike Brown, Greg Wood, and Ryan Woods. Absent: Brandy Manek and Chris Chandler. 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> |
|--------------------------|--------------|
| Jeremy L. Diaz | Altus |
| Earl M. Mayhew | Altus |
| Michael A. McCoy | Altus |
| Benjamin M. Reed | Altus |
| Terry L. Woods | Bartlesville |
| Samuel R. Sortet | Catoosa |
| Christopher B. Griggs | Del City |
| Lewis C. Letton | Del City |
| Courtney S. Cheatham | Enid |
| Brock L. England | Enid |
| Zayne M. Herbel | Enid |
| Colten L. Herell | Enid |
| John P. Glave | Guymon |
| Terry L. Yowell | Guymon |
| Blake N. Hoemann | Lamont |
| Christopher L. Skinner | McAlester |
| Rodney A. Brueggert, Jr. | Norman |
| Kyle J. Burk | Norman |
| Meghan M. Farris | Norman |
| Kenneth R. Jackson | Norman |
| Skylar A. King | Norman |
| Evan K. Loewer | Norman |
| Zachary B. Matthews | Norman |
| Bryce S. Shattuck | Norman |

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|-------------------------|---------------|
| Adam C. Smith | Norman |
| Jeffrey B. Stonebreaker | Norman |
| Dakota W. Castle | Oklahoma City |
| William M. Dan | Oklahoma City |
| Trista B. Fechner | Oklahoma City |
| Nicole D. Friesen | Oklahoma City |
| Taylor N. Garcia | Oklahoma City |
| Matthew M. Goodwin | Oklahoma City |
| Kevin G. Hart | Oklahoma City |
| Bryant C. Hodge | Oklahoma City |
| Maci A. Hoskins | Oklahoma City |
| Dustin B. Huddleston | Oklahoma City |
| Damen D. Jacobson | Oklahoma City |
| Dakota R. Lewis | Oklahoma City |
| Kassidy N. Losurdo | Oklahoma City |
| Lauren L. McCombs | Oklahoma City |
| Caitlyn B. McElreath | Oklahoma City |
| Taylor A. Purdy | Oklahoma City |
| James T. Ray | Oklahoma City |
| Levi A. Ricketts | Oklahoma City |
| David D. Romero | Oklahoma City |
| Abigayle L. Slaten | Oklahoma City |
| Daniel K. Stamey | Oklahoma City |
| Tanis A. Thompson | Oklahoma City |
| Jordan T. Umphreys | Oklahoma City |
| Justin W. VanBrunt | Oklahoma City |
| Chase R. Vaughan | Oklahoma City |
| Andrew L. Van Sickle | Oklahoma City |
| Walter A. Riddle | Owasso |
| Alex C. Carlock | Pauls Valley |
| Charles E. Owens | Sallisaw |
| Billy J. Messner | Seminole |
| Blake A. Wright | Stigler |
| Michael J. Allbright | Union City |
| Heather A. Casebeer | Union City |
| Joseph T. McCarty | Union City |
| Stanley J. Burkett | Wetumka |

b. Application for Refund of Contributions:

| <u>Name</u> | <u>City</u> |
|-----------------|---------------|
| Roy A. Musser | Ada |
| James Guy | Ardmore |
| Daniel Marler | Choctaw |
| Jason A. Priest | Enid |
| Radisson King | Lawton |
| Steven McMahan | Mangum |
| Chris Noel | Norman |
| Erica Lang | Oklahoma City |

| | |
|--------------------|---------------|
| Christian M. Merry | Oklahoma City |
| Jarryd Mayers | Owasso |
| Blake Burch | Pawhuska |
| Samuel R. Soutter | Pawhuska |
| Justin Hinch | Ponca City |
| Mallory J. Speaks | Tahlequah |

c. Terminate Deferred Option Plan to Begin Service Pension:

| <u>Name</u> | <u>City</u> | <u>Eff. Date</u> |
|---------------|--------------|------------------|
| Mark D. Irwin | Broken Arrow | 09/01/2019 |

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> |
|--------------------------|--------------|----------------------|----------------------------------|
| Darren Culley | Ardmore | 09/01/2014 | 09/01/2019 |
| Steven L. Birmingham | Bartlesville | 08/01/2014 | 08/01/2019 |
| Erik J. VanHorn | Broken Arrow | 08/01/2017 | 09/01/2019 |
| Tully Folen | Cushing | 01/01/2019 | 07/01/2019 |
| Charles T. Crawford, Jr. | Lawton | 08/01/2014 | 08/01/2019 |
| Nathanael J. Norton | Sapulpa | 08/01/2014 | 08/01/2019 |
| Sheldon S. Hill | Shawnee | 07/01/2014 | 07/01/2019 |
| Matthew A. Hart | Tulsa | 03/01/2017 | 08/01/2019 |
| Matthew E. Kirkland | Tulsa | 08/01/2017 | 07/01/2019 |
| Kirk Lee | Tulsa | 07/01/2015 | 07/01/2019 |

e. Application for Service Pension:

| <u>Name</u> | <u>City</u> | <u>Eff. Date</u> |
|--------------------|-------------|------------------|
| James P. White | Bixby | 09/01/2019 |
| Jody J. Standridge | Muskogee | 08/01/2019 |
| Gary Ford | Poteau | 08/01/2019 |
| Karrie Bales | Stillwater | 08/01/2019 |

f. Application for Vested Benefit:

| <u>Name</u> | <u>City</u> | <u>Eff. Date</u> |
|-----------------------|-------------|------------------|
| Robert Snyder | Choctaw | 12/16/2024 |
| Joshua W. Williams | Hugo | 06/13/2035 |
| Stephanie E. Crawford | Lawton | 09/20/2028 |
| Scott D. Laird | Pawhuska | 02/28/2029 |

g. Death Benefit:

| <u>Name</u> | <u>City</u> |
|--|---------------|
| Karen S. Cunningham, widow of James D. Cunningham | Muskogee |
| Jerry F. Johnson, widower of Ida G. Johnson | Oklahoma City |
| JoAnn Davidson, widow of James L. Davidson | Tulsa |

h. Continuation of Benefit:

| <u>Name</u> | <u>City</u> |
|--|---------------|
| Karen S. Cunningham, widow of James D. Cunningham | Muskogee |
| Jerry F. Johnson, widower of Ida G. Johnson | Oklahoma City |
| JoAnn Davidson, widow of James L. Davidson | Tulsa |

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

| <u>Name</u> | <u>City</u> |
|--|-------------|
| Carol Roberts, Personal Rep. of LaDora D. McFadden | Enid |
| Frederick A. Yerton, Personal Rep. of Peggy R. Yerton | Tulsa |

j. Termination of Benefit:

| <u>Name</u> | <u>City</u> |
|--------------------|-------------|
| LaDora D. McFadden | Enid |
| Peggy R. Yerton | Tulsa |

Motion by Jeff Cealka and second by Mike Brown for approval of applications for Police Deferred Option Plan, Participation, Service Pension, Refunds, and Benefits. Ayes: Tim Foley, Dave Roberts, Thomas Cooper, Chris Cook, Robert Groseclose, Sandra LaVenue, Jeff Russell, Jeff Cealka, Mike Brown, Greg Wood, and Ryan Woods. Absent: Brandy Manek and Chris Chandler. 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 June 2019 is attached as Exhibit "B"; the Broker Commission Report is attached as Exhibit "C"; the Statement of Total Fund is attached as Exhibit "D", and the Monthly Claims Register is attached as Exhibit "E".

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ASSET CONSULTING GROUP – FINANCIAL CONSULTANT REPORT FOR MONTH ENDED JUNE 30, 2019, DISCUSSION ON REBALANCING PORTFOLIO ASSETS AMONG VARIOUS ASSET STRATEGIES AND MANAGERS, AND CERTIFICATION OF INVESTMENT FUND ANNUAL RATE OF RETURN THROUGH PERIOD ENDED JUNE 30, 2019. BOARD TO TAKE APPROPRIATE ACTION AS DEEMED NECESSARY.

Mr. George Tarlas reviewed the ASAP report for the month ended June 30, 2019, a copy of which is attached as Exhibit "F". As of June 30, 2019, the total fund was approximately \$2,606,162,000.00. The one-year return net of fees for the total fund is 4.24%.

Motion by Dave Roberts and second by Greg Wood to approve the rate of return of 4.24%. Ayes: Tim Foley, Dave Roberts, Thomas Cooper, Chris Cook, Robert Groseclose, Sandra LaVenue, Jeff Russell, Jeff Cealka, Mike Brown, Greg Wood, and Ryan Woods. Absent: Brandy Manek and Chris Chandler. Motion Carried.

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ASSET CONSULTING GROUP - ANNUAL REVIEW OF WRITTEN GUIDELINES AND EXPECTATIONS OF THE FUND'S INVESTMENT MANAGERS. BOARD TO TAKE APPROPRIATE ACTION AS DEEMED NECESSARY.

Mr. George Tarlas reviewed the proposed changes to the Oklahoma Police Pension and Retirement Fund Statement of Investment Policy, including Appendix A, and a new Appendix B, a copy of which is attached as exhibit "G".

Motion by Jeff Cealka and second by Dave Roberts to approve the changes to the Oklahoma Police Pension and Retirement Fund Statement of Investment Policy, including Appendix A & B. Ayes: Tim Foley, Dave Roberts, Thomas Cooper, Chris Cook, Robert Groseclose, Sandra LaVenue, Jeff Russell, Jeff Cealka, Mike Brown, Greg Wood, and Ryan Woods. Absent: Brandy Manek and Chris Chandler. Motion Carried.

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

Mr. George Tarlas reviewed the Oklahoma Police Pension and Retirement System Private Equity Review and Recommendations, July 17, 2019, a copy of which is attached as Exhibit "H". Mr. Tarlas stated it was the recommendation of Asset Consulting Group to commit \$20,000,000.00 to Warburg Pincus Global Growth, \$25,000,000.00 to North Sky Clean Growth V., \$15,000,000.00 to Leonard Green VIII, and \$10,000,000.00 to Leonard Green Jade.

Motion by Mike Brown and second by Dave Roberts to commit \$20,000,000.00 to Warburg Pincus Global Growth, \$25,000,000.00 to North Sky Clean Growth V., \$15,000,000.00 to Leonard Green VIII, and \$10,000,000.00 to Leonard Green Jade. Ayes: Tim Foley, Dave Roberts, Thomas Cooper, Chris Cook, Robert Groseclose, Sandra LaVenue, Jeff Russell, Jeff Cealka, Mike Brown, Greg Wood, and Ryan Woods. Absent: Brandy Manek and Chris Chandler. Motion Carried.

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PROPOSED EXECUTIVE SESSION, IF DEEMED NECESSARY BY LEGAL COUNSEL TO DISCUSS POSSIBLE SECURITIES LITIGATION CLAIMS RELATING TO NATIONAL GENERAL HOLDINGS CORP. AS RECOMMENDED BY ROBBINS GELLER RUDMAN & DOWD LLP 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 Dave Roberts and second by Thomas Cooper to enter into Executive Session (at approximately 11:19am). Ayes: Tim Foley, Dave Roberts, Thomas Cooper, Chris Cook, Robert Groseclose, Sandra LaVenue, Jeff Russell, Jeff Cealka, Mike Brown, Greg Wood, and Ryan Woods. Absent: Brandy Manek and Chris Chandler. Motion Carried.

Motion by Dave Roberts and second by Robert Groseclose to enter into Open Session (at approximately 11:52am). Ayes: Tim Foley, Dave Roberts, Thomas Cooper, Chris Cook, Robert Groseclose, Sandra LaVenue, Jeff Russell, Jeff Cealka, Mike Brown, Greg Wood, and Ryan Woods. Absent: Brandy Manek and Chris Chandler. Motion Carried.

No action was taken.

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NEW BUSINESS

No new business.

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BOARD MEMBERS' REPORTS

Mr. Jeff Russell mention that the Pre-Retirement Seminar held in Norman was good and attended by about 20 people and even some from other cities.

Mr. Rob Groseclose mentioned he would like to host a seminar in Mustang, OK., when time allowed.

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

Ms. Ginger Sigler advised that OPFTEC was September 25-27, 2019 at Hyatt Regency Tulsa

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DIRECTOR'S REPORT

Ms. Sigler stated it was time to start thinking about any legislative changes that needed to be made so work could begin on them. She also mention that the Disability Committee would meet after the board meeting next month. Ms. Sigler mentioned that OPFTEC was September 25-27, 2019 at Hyatt Regency Tulsa. She also advised the OPPRS would be organizing a golf tournament at Bailey Ranch the morning of September 25, 2019.

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INVESTMENT MANAGERS CONFERENCE

BARINGS

Mr. David Bertocchi and Mr. John Hipsher presented on behalf of Barings, a copy of the presentation is attached as Exhibit "I".

MONDRIAN

Mr. Stephen Starnes, Mr. Peter Riviello, and Mr. Zsolt Mester presented on behalf of Mondrian, a copy of the presentation is attached as Exhibit "J".

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ELECTION OF CHAIRMAN OF THE BOARD PURSUANT TO 11 O.S. § 50-103.1(F).

Motion by Dave Roberts and second by Robert Groseclose to elect Chris Cook as Chairman. Ayes: Tim Foley, Dave Roberts, Thomas Cooper, Robert Groseclose, Sandra LaVenue, Jeff Russell, Mike Brown, and Ryan Woods. Nays: Jeff Cealka. Abstain: Chris Cook. Absent: Brandy Manek, Chris Chandler, and Greg Wood. Motion Carried.

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ELECTION OF VICE CHAIRMAN OF THE BOARD PURSUANT TO 11 O.S. § 50-103.1(F).

Motion by Robert Groseclose and second by Mike Brown to elect Dave Roberts as Vice Chairman. Ayes: Tim Foley, Thomas Cooper, Chris Cook, Robert Groseclose, Sandra LaVenue, Jeff Russell, Mike Brown, and Ryan Woods. Nays: Jeff Cealka. Abstain: Dave Roberts. Absent: Brandy Manek, Chris Chandler, and Greg Wood. Motion Carried.

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The meeting was adjourned at approximately 1:09 p.m.

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 DARCIE GORDON, ADMINISTRATIVE OFFICER.