City of Ann Arbor Employees' Retirement System Minutes for the Regular Meeting April 19, 2018



The meeting was called to order by Jeremy Flack, Board Chairperson, at 8:38 a.m.

ROLL CALL

Clark (Via TX), Crawford, DiGiovanni, Flack, Lynch, Monroe, Schreier Members Present:

Hastie, Nerdrum Members Absent:

Staff Present: Gustafson, Hammond, Hollabaugh, Orcutt Michael VanOverbeke, Legal Counsel Others: Joe Wesolowski, City of Ann Arbor Retiree

Henry Jaung (Via TX), Meketa

Keith Beaudoin (Via TX), Meketa Valentina Geba Via TX). Meketa

AUDIENCE COMMENTS

Mr. Wesolowski, an Ann Arbor Police Retiree, was present to discuss a health care issue he has with the City and was unsure who to approach. He stated that when he was hired in 1973, he was not required to pay into social security/Medicare as a City Employee. Once retired, in 2001, he purchased his own company which he recently sold, and has reached the Social Security Benefit Age. Mr. Wesolowski stated that there is a City Ordinance that states once a retiree is eligible for Social Security, the retiree must then sign up for Medicare Part A (no additional cost) and Part B (additional cost). Mr. Wesolowski feels that this is an unfair benefit since he was not required to pay into Social Security when he was employed at the City.

Mr. VanOverbeke addressed Mr. Wesolowski's concern informing him that this is not an ordinance issue but is a Social Security governmental pension offset. The Medicare participation requirements is a City of Ann Arbor Ordinance provision and may also be a part of the collective bargaining agreement. Mr. VanOverbeke and the Board will research this matter and follow up with Mr. Wesolowski.

A. **APPROVAL OF AGENDA**

It was moved by Monroe and seconded by Crawford to approve the agenda as submitted. **Approved**

B. **APPROVAL OF MINUTES**

March 15, 2018 Regular Board Meeting

It was **moved** by DiGiovanni and **seconded** by Monroe to approve the March 15, 2018 Regular Board Meeting minutes as submitted.

Approved

C. **CONSENT AGENDA**

Reciprocal Retirement Act - Service Credit C-1

WHEREAS, the Board of Trustees is vested with the authority and fiduciary responsibility for the administration, management and operation of the Retirement System, and

WHEREAS, the Board of Trustees acknowledges that, effective July 14, 1969, the City of Ann Arbor adopted the Reciprocal Retirement Act, Public Act 88 of 1961, as amended, to provide for the preservation and continuity of retirement system service credit for public employees who transfer their employment between units of government, and

WHEREAS, the Board acknowledges that a member may use service credit with another governmental unit to meet the eligibility service requirements of the Retirement System, upon satisfaction of the conditions set forth in the Reciprocal Retirement Act, and

WHEREAS, the Board is in receipt of requests to have service credit acquired in other governmental unit retirement systems recognized for purposes of receiving benefits from the Retirement System, therefore be it

RESOLVED, that the Board of Trustees hereby certifies that the following member(s) of the Retirement System have submitted the requisite documentation for the recognition of reciprocal retirement credit:

Name	Classification	Reciprocal Service Credit	Prior Reciprocal Retirement Unit	
Michael Culpepper	Public Services	8 Years	Southern Clinton County Municipal Utilities Authority	
Tracy Kilburn	Public Services	14 Years, 6 months	City of Pontiac	
Stefan Peterson	Police	5 Years, 2 months	University of Michigan	

RESOLVED, that the Board of Trustees notes that pursuant to the Reciprocal Retirement Act, said reciprocal retirement credit may only be used for purposes of meeting the retirement eligibility requirements of the Retirement System and that retirement benefits will be based upon actual service rendered to the City and shall be made payable consistent with the City Charter, applicable collective bargaining agreements, Retirement System policies/procedures, and applicable laws (specifically, MCL Public Act 88 of 1961, as amended), and further

RESOLVED, that a copy of this resolution shall be provided to the appropriate City and Union representatives and interested parties.

Mr. Schreier inquired about the University of Michigan being considered for the Reciprocal Retirement Act. Mr. VanOverbeke refreshed the Board on the Reciprocal Retirement Act clarifying that the University of Michigan has adopted the Reciprocal Retirement Act making it an acceptable reciprocal retirement unit for the purpose of the City of Ann Arbor Employees' Retirement System.

C-2 ICMA QDRO Letter – Sean P. Lee vs. Kimberly Lynn Rose

Ms. Orcutt informed the Board that this is a QDRO Letter from ICMA regarding a separation of funds for Sean P. Lee and Kimberly Lynn Rose. Ms. Orcutt confirmed with Mr. VanOverbeke that this letter along with any future ICMA QDRO letters received, will be placed on the Consent Agenda for approval.

C-3 <u>Authorization for Travel/Training - Northern Trust Training - Orcutt</u>

WHEREAS, the Board of Trustees (Board) of the City of Ann Arbor Employees' Retirement System (Retirement System) is vested with the authority and fiduciary responsibility for the administration, management and operation of the Retirement System, and

WHEREAS, the Board of Trustees is required to act with the same care, skill, prudence, and diligence under the circumstances then prevailing that a prudent person acting in a similar

capacity and familiar with those matters would use in the conduct of a similar enterprise with similar aims, and

WHEREAS, the Board of Trustees acknowledges that the Retirement System has evolved in complexity such that the circumstances prevailing that a prudent person acting in a similar capacity and familiar with those matters would use in the conduct of a similar enterprise with similar aims requires continuing education, training, and oversight of its advisors, and

WHEREAS, it is necessary, appropriate and incumbent upon Board trustees and/or Retirement System staff, from time to time, to participate in continuing education, training, and/or conduct due diligence trips in relation to their oversight of Retirement System advisors to ensure that Retirement System participants receive the best possible service, benefit and representation from these responsible persons, and

WHEREAS, Wendy Orcutt, Executive Director, has requested the Board of Trustees' authorization for travel to Chicago, Illinois, at Retirement System expense, estimated at \$ 700.00, to visit Northern Trust, The System's Custodial Bank, to participate in report training and conduct due diligence in her responsibility as Retirement System Staff person, therefore be it

RESOLVED, the Board of Trustees authorizes the travel and training request of Wendy Orcutt to travel to Chicago, Illinois, at Retirement System expense, estimated at \$ 700.00, to visit Northern Trust to participate in report training and conduct due diligence in her responsibility as Retirement System Staff person, and

FURTHER RESOLVED, that Wendy Orcutt comply with all travel and reporting requirements as contained in the Board of Trustees previously adopted Travel and Training Policy and Procedures.

It was **moved** by Monroe and **seconded** by Clark to approve the Consent Agenda as presented. **Approved**

D. ACTION ITEMS

D-1 Proposed FY 2018-19 Expenditure Budget

Ms. Orcutt presented and reviewed the proposed expenditure budget for fiscal year 2018-2019.

It was **moved** by Crawford and **seconded** by Schreier to approve the 2018-19 Expenditure Budget as presented.

Approved

D-2 Resolution to Adopt the 457 Deferred Compensation Plan Document

WHEREAS, the City of Ann Arbor ("City") has established a deferred compensation plan for its employees under Section 457 of the Internal Revenue Code, as amended, and retained The International City/County Management Retirement Corporation ("ICMA-RC") as third party administrator of its 457 deferred compensation plan (the "Deferred Compensation Plan"); and

WHEREAS, the Board of Trustees of the City of Ann Arbor Employees' Retirement System ("Board of Trustees") is responsible for the administration and management of the City's retirement plans, including those funds administered by ICMA-RC for the hybrid pension plan; and

WHEREAS, the City has assigned its fiduciary responsibilities for the management and oversight of the Deferred Compensation Plan to the Board of Trustees; and

WHEREAS, the Board of Trustees has entered into an Administrative Services Agreement with ICMA-RC to provide non-discretionary administrative services to the Deferred Compensation Plan; and

WHEREAS, the City has previously adopted ICMA-RC's 457 Governmental Deferred Compensation Plan & Trust, intending this document to be operative with respect to the operation of the Deferred Compensation Plan; and

WHEREAS, ICMA-RC has notified the Board of Trustees of the availability of an amended and restated 457 Governmental Deferred Compensation Plan and Trust document which is intended to replace the current Deferred Compensation Plan document as of April 23, 2018; and

WHEREAS, the Board of Trustees desires to affirmatively adopt the terms and provisions of the updated 457 Governmental Deferred Compensation Plan and Trust which shall supersede and replace the existing Deferred Compensation Plan document; therefore be it

RESOLVED, that effective April 23, 2018, the Board of Trustees hereby adopts ICMA-RC's amended and restated 457 Governmental Deferred Compensation Plan and Trust, attached hereto as Addendum A, intending this adoption to be operative with respect to the Deferred Compensation Plan previously established by the City; and be it further

RESOLVED, that the assets of the Deferred Compensation Plan shall be held in trust for the exclusive benefit of the Deferred Compensation Plan participants and beneficiaries, and the assets of the Deferred Compensation Plan shall not be diverted for any other purpose; and be it further

RESOLVED, that the Board of Trustees shall serve as Trustee of the Deferred Compensation Plan, shall receive all necessary information, reports, notices, etc. from ICMA-RC, and is authorized to carry our all administrative duties necessary for the administration of the Deferred Compensation Plan.

The undersigned, as Executive Director of the City of Ann Arbor Employees' Retirement System, hereby certifies that the foregoing Resolution was duly adopted by the Board of Trustees at its meeting held on April 19, 2018.

It was **moved** by DiGiovanni and **seconded** by Schreier to adopt the 457 Deferred Compensation Plan Document.

Approved

D-3 Conduent Addendum to Actuarial Services Agreement

Ms. Orcutt informed the Board that Conduent services were terminated on April 2, 2018. Subsequent to that, Conduent submitted an addendum to the Actuarial Services Agreement to provide transition assistance which has been reviewed by legal counsel.

It was **moved** by Crawford and **seconded** by Monroe to approve the Conduent Addendum to Actuarial Services Agreement.

Approved

E. DISCUSSION ITEMS

E-1 2018 Spring MAPERS Conference – May 19-22, Soaring Eagle Resort

Ms. Orcutt informed the Board of the upcoming MAPERS Conference and that the discounted early registration fee ends April 20, 2018. Ms. Orcutt requested that any Board Members interested in attending should notify the Retirement Office.

E-2 Discussion on Asset Allocation Analysis – Meketa Call

Mr. Jaung reviewed the Retirement System and VEBA's current Asset Allocation policies informing the Board of the previous discussion that the Investment Policy Committee had regarding Asset Allocation. Mr. Jaung informed the Board the importance of Asset Allocation along with how it affects Fund performance providing a 2012, 2017 and 2018 Annual Asset Study Comparison. A brief overview of an Asset/Liability Analysis was also discussed.

After a brief discussion, Mr. Jaung reminded the Board that this is not a decision that needs to be made today, but is something that should be monitored for possible future adjustments. The Investment Policy Committee will further discuss at the next Committee meeting.

F. REPORTS

F-1 Executive Report - April 19, 2018

SVB CAPITAL CALLS

SVB Fund VIII requested a capital call of our commitment to the Funds in the amount of \$ 364,000 for the Retirement Plan and \$ 91,000 for the VEBA on March 28, 2018 for the purpose of funding current commitments.

INTERCONTINENTAL DISTRIBUTION

Intercontinental Fund III issued their final distribution in the amount of \$6,016 to ERS.

DRA DISTRIBUTIONS

DRA issued a distribution from the Growth and Income Fund IX on 3/29/18 in the amount of \$ 10,766 for the Retirement System and \$ 3,167 for the VEBA in recallable principle.

SUMMIT PARTNERS

Summit Partners issued a distribution from the Credit Fund II on 3/16/18 in the amount of \$200,938 to the Retirement System consisting of \$125,848 of interest, \$5,184 in gains and \$69,906 in recallable principal. The distribution to the VEBA in the amount of \$192,358 consisted of \$3,751 of interest, \$4,405 in gains and \$184,202 in recallable principal.

RAISE CASH FOR BENEFITS AND EXPENSES

The NT Russell 1000 and NTQA Barclay's Aggregate funds were utilized to raise cash in the total of \$ 6,000,000.ED liquidated \$3,000,000 from each per direction from Meketa with the effective date of 4/10/2018.

ICMA-RC

The satisfaction survey was completed with 175 respondents and ICMA is now formatting the data and feedback comments. The results will be shared with the Board upon completion.

ICMA will be bringing the "Realize Retirement Tour" to the City on June 6, 2018. This is an interactive event which will be set up at City Hall. ICMA provides food and beverage and was very well received when conducted in recent years.

VMT has reviewed the updated 457 Plan Document. It is on the 4/19 agenda for Board approval.

Rola Ismail and Nancy Lange will be onsite May 14-17 for group meetings and individual sessions.

ACTUARY TRANSITION

Actuarial Services with Conduent were terminated in writing effective April 2, 2018. VMT is working with Conduent to finalize the addendum pertaining to the transition process.

STAFF OPERATIONS/UPDATE

The Pension Analyst conducted 4 pre-sessions and processed 16 estimates.

The annual newsletter was sent to the printer and mailed out on April 6, 2018.

Dan Gustafson completed his last CEBS exam. Congratulations Dan!

OTHER

Effective January 1, 2018, the City's annual contribution towards non-union RHRA will increase to \$3,500.

F-2 <u>City of Ann Arbor Employees' Retirement System Preliminary Report for the Month Ended March 31, 2018</u>

Corbin Hammond, Accountant, submitted the Financial Report for the month ended March 31, 2018 to the Board of Trustees:

April 18, 2018 Asset Value	\$509,398,654	
Percent Gain <loss></loss>	0.0%	
(excludes non-investment receipts and disbursements)	\$99,299	
Calendar YTD Increase/Decrease in Assets	\$99,299	
2/28/2018 Asset Value (Audited by Northern)	\$514,772,731	
3/31/2018 Asset Value (Preliminary)	\$509,359,136	

F-3 Investment Policy Committee Minutes – April 3, 2018

Following are the Investment Policy Committee minutes from the meeting convened at 2:12 p.m. on April 3, 2018:

Member(s) Present:

Clark (via TX), Crawford (2:21pm arrival), DiGiovanni, Hastie, Monroe

Member(s) Absent: Other Trustees Present: Flack None

Staff Present:

Gustafson (5:05pm arrival), Hammond, Hollabaugh, Orcutt

Others Present:

Henry Jaung, Meketa Investment Group

Keith Beaudoin, Meketa Investment Group

David Diephuis, City Resident

ASSET ALLOCATION ANALYSIS

Mr. Jaung reviewed the Retirement System and VEBA's current Asset Allocation policies providing several alternative policies. The allocations ranged from conservative (-10% in equities) to more aggressive (+10 in equities). Mr. Jaung also informed the Committee the importance of Asset Allocation along with how it affects Fund performance providing a 2012, 2017 and 2018 Annual Asset Study Comparison. A lengthy discussion ensued regarding the current policy and the Annual Asset Study Comparison.

Mr. Hastie stated that the issue is that the expected rate of return is 7% and the current policy has only a 50/50 chance of meeting that 7%. The Committee discussed a more aggressive approach to increase the probability of exceeding the 7% rate of return. The Committee decided to further discuss the asset allocation at the next IPC meeting and would like to provide a preview for the Board at the April Board Meeting. Mr. Jaung will call into the meeting to further discuss and answer questions.

FUNDED RATIO ANALYSIS, BASED ON CURRENT FUNDING POLICY

Mr. Jaung informed the Committee of the asset liability analysis conducted for the Retirement System which provided a view to the impact on the ending market value and the funded ratio. Three different 20-year return patterns were used; good early, good late and constant 7%. Conduent provided the benefit payments, liability and contribution schedules for this study. The Committee further reviewed and discussed the analysis. The Committee will continue to discuss at the next meeting.

CONSTITUTION'S IRONSIDE FUND V

Mr. Jaung provided a brief review stating that the Retirement System committed a total of \$6 million to Ironsides III and the co-investment III portfolios in a 50/50 split which provided very good returns. Meketa recommended the Retirement System commit \$5-6 million to the Ironsides Fund V and the co-investment fund V, the new investments from Constitution and stay with the 50/50 split. After a brief discussion, the Committee decided to make the following motion:

It was **moved** by DiGiovanni and **seconded** by Monroe to take to the Board to invest \$6 million to Constitution Capital's Ironsides V with a 50/50 split.

NORTHERN TRUST UPDATE

Ms. Orcutt updated the Board regarding the need to raise cash for benefits. In February it was decided to rebalance a total of \$11 Million, raising \$5 million then from US Equities and another \$6 million in the near future. The Committee discussed which fund(s) to raise the \$6 million from.

It was **moved** by DiGiovanni and **seconded** by Crawford to have the \$6 million available by April 13, 2018 with Meketa to provide a recommendation of the source of the fund(s).

Ms. Orcutt also provided a brief Northern Trust Update stating that staff continues to have concerns after discussions with Northern Trust. The Committee decided it may be best to communicate these concerns with William "Mac" Nickey at Northern Trust.

ADJOURNMENT

It was **moved** by DiGiovanni and **seconded** by Crawford to adjourn the meeting at 5:10 p.m. **Meeting adjourned at 5:10 p.m.**

IPC Project Tracking Table				
Description	Originated	Status		
Draft Investment Policy Statement 401A/457B		Pending		
Board's Preliminary Financial Report: Add benchmark info on reports – stock market index		Pending		
Custom Benchmarks		Pending		

F-4 Administrative Policy Committee Minutes – None.

- F-5 Audit Committee Minutes None
- F-6 Legal Report None
- G. INFORMATION (Received & Filed)
 - G-1 Communications Memorandum
 - G-2 <u>May Planning Calendar</u>
 - G-3 Record of Paid Invoices

The following invoices have been paid since the last Board meeting.

	PAYEE	AMOUNT	DESCRIPTION	
1	Dibella's Subs	163.98	3/23/18 Board Retreat Lunch	
2	.aura Hollabaugh 215.17 Petty Cash Reimbursement		Petty Cash Reimbursement	
3			Cleaning Services February 2018	
4	Culligan	32.74 Water Service 3/1/18-3/31/18		
5	VanOverbeke, Michaud & Timmony	5952.00	October – December 2017 Legal Services	
6	VanOverbeke, Michaud & Timmony	5606.40	July – September 2017 Legal Services	
7	DTE Electric	190.44	Electric Services 2/14/18 – 3/14/18	
8	DTE Gas	110.38	Gas Services 2/14/18-3/14/18	
9	AT&T	622.57	Monthly Phone Service 3/13/18-4/12/18	
10	Afternoon Delight	144.10	Board Retreat Breakfast 3/23/18	
11	Corbin Hammond	425.00	GFOA Conference Registration	
12	Staples 68.69 Miscellaneous Office Supplies		Miscellaneous Office Supplies	
13			Kyle Spade's Time Worked 1/2018-3/2018	
14	City of Ann Arbor Treasurer	82.00	False Alarm 5/29/2017	
15	Dan Gustafson	84.95	Notary Registration/Renewal	
16	Culligan	32.74	Water Service 4/1/18-4/30/18	
17	Applied Imaging	62.66	Monthly printer usage February 2018	
18	Applied Imaging	77.29	Monthly Printer Usage January 2018	
19	Applied Imaging	96.82	Monthly Printer Usage December 2017	
20	Meketa Investment Group	10000.00	Investment Fees March 2018	
21	Midwest Cleaning Services	175.00	General Cleaning Services March 2018	
22	Dan Gustafson	95.00	IFEBP CEBS Reimbursement	
23	Income Research Management	4018.12	Investment Management Fee 12/31/17	
	TOTAL	28,887.74		

G-4 Retirement Report

Retirement paperwork has been submitted by the following employee(s):

Name	Retirement Type	Effective Retirement Date	Group	Years of Service	Department/Service Area
David Petrak	Age & Service	April 28, 2018	General	20 years, 11 months	Financial & Administrative

Katie Nucci Age & Service April 28, 2018 Police 26 years Safety Services

G-5 Analysis of Page Views on City Intranet / Retirement System Page

G-6 Board Retreat Notes - March 23, 2018

Board Members Present: Crawford (9:40 arrival), DiGiovanni, Hastie, Monroe, Nerdrum,

Schreier

Board Members Absent: Clark, Flack, Lynch

Staff Present: Gustafson (12:00 dept.), Hammond, Hollabaugh, Orcutt

Others: Henry Jaung - Meketa Investment Group

Michael VanOverbeke - VanOverbeke, Michaud & Timmony,

P.C.

Matt Klein – Findley Davies (a.m.)
Amy Kennedy – Findley Davies (a.m.)
Kevin Sullivan – Findley Davies (a.m.)
Daniel Cahill – Constitution Capital (p.m.)
Adam Breen – DRA Advisors (p.m.)
Ryan James Boyle - Northern Trust (p.m.)
William "Mac" Nickey - Northern Trust (p.m.)

The Board Retreat convened at 9:07 a.m.

ACTUARIAL PRESENTATIONS

Matt Klein, Amy Kennedy & Kevin Sullivan, Findley Davies

Ms. Kennedy discussed the transition timeline stating that the final valuation reports would be delivered in November, noting that the Board's preferred valuation delivery date is October.

A brief overview of the pension plan provisions were reviewed with the Board. Mr. Sullivan expressed that although the plan provisions cannot be changed, you can try to change participant behavior. For example, employees retiring at a date later than their eligible date could lower the average cost of pension benefits. A discussion ensued regarding the techniques that may be beneficial in encouraging employees to work past their eligible retirement date. A communication campaign involving educational seminars and workshops were also discussed.

PLAN INVESTMENT REVIEW

Henry Jaung, Meketa Investments.

As of December 31, 2017, the balance of the Retirement System Fund was \$516,283,746. The balance of the Retiree Health Care Benefit Plan & Trust fund was \$168,510,394. Mr. Jaung also reviewed the PA 314 Compliance, stating that everything is currently in compliance.

Mr. Jaung provided brief updates to the Board stating that Meketa Investment Group has negotiated lower management fees with 36 South and Tse Capital. Mr. Jaung also provided an update regarding Och-Ziff, noting the recent news about the strained relationship between James Levin and Dan Och. Mr. Levin has received a new compensation package and appears to be staying with the firm which is a positive.

Mr. Jaung informed the Board that due to the time constraints, he would like to further discuss Asset Allocation and Expected Returns at the next IPC Meeting.

LEGAL FORUM/TOPICS

Michael VanOverbeke, VanOverbeke, Michaud & Timmony, P.C.

Mr. VanOverbeke reviewed Securities Litigations with the Board providing a brief history. Board participation and processes for Security Litigations were also discussed. Mr. VanOverbeke informed the Board that there are currently no pending cases.

Mr. VanOverbeke also reviewed the Board's Governance Policies stating that each Board Member should have a copy of this. The Board's communication policy was also discussed noting that the Executive Director or the Chair will serve as the Board Spokesperson.

Mr. VanOverbeke also stated it would be prudent to have an index of all Board Policies divided by three types; Board Governance, Investment Policy Statement and Benefits administration.

PRIVATE MARKETS

Constitution Capital & DRA Advisors

Mr. Jaung moderated this discussion with representatives from investment managers Constitution Capital and DRA Advisors who were present to discuss the state of their investments in this area, as well as current market conditions, and future expectations.

ECONOMIC OUTLOOK

Northern Trust

Mr. Boyle and Mr. Nickey from Northern Trust were present to discuss the economic outlook reviewing the current markets and economy, international commerce and the risk of economic policy error.

The Board Retreat was adjourned at 4:01 p.m.

I. TRUSTEE COMMENTS / SUGGESTIONS – None

J. ADJOURNMENT

It was **moved** by Monroe and **seconded** by Schreier to adjourn the meeting at 10:02 a.m. **Meeting adjourned at 10:02 a.m.**

Wendy Orcutt, Executive Director

City of Ann Arbor Employees' Retirement System