

**OPEN MEETING OF THE BOARD OF TRUSTEES  
EMPLOYEES' RETIREMENT SYSTEM  
ELECTED OFFICIALS' RETIREMENT SYSTEM  
RETIREE BENEFITS ("OPEB") TRUST  
OF THE CITY OF BALTIMORE**

1654<sup>th</sup> Meeting

February 20, 2020

The 1654<sup>th</sup> meeting of the Board of Trustees for the Employees' Retirement System, the Elected Officials' Retirement System, and the Retiree Benefits ("OPEB") Trust of the City of Baltimore was held on Thursday, February 20, 2020 at 9:03 a.m. in the 12th floor Conference Room of 7 E. Redwood Street, Baltimore, MD 21202.

**Attendance:** *Board Members* – Rosemary Atkinson, John Beasley, Dorothy Bryant, Joan Carter Conway, Helen Holton, Joan M. Pratt, Henry Raymond and Patricia Roberts. *Legal* – Ellen Callahan, General Counsel and Etzion Brand, Senior Counsel. *Staff* – David A. Randall, Nichelle Lashley, Donna S. Bowen, Adetutu Talabi, Daniel Young, Aja Jackson and Rosemary Kourdoglou

Chair Raymond called the meeting to order.

The Board considered, and on motion made by Trustee Holton, seconded and unanimously carried, the Board approved the minutes of the Open and Closed Meetings held January 16, 2020.

Nichole Roman-Bhatty of Marquette Associates reviewed manager performance as of January 31, 2020 and introduced the current Watch List. She reported that FIS Group will remain on the Watch List but that improvement can be seen in their numbers. Ms. Roman-Bhatty then provided a review of the Elected Officials' Retirement System Portfolio as of January 31, 2020. Finally, Ms. Roman-Bhatty provided a review of the OPEB Trust Portfolio as of January 31, 2020.

Ms. Roman-Bhatty then presented the 144A Securities Guidelines, explaining that Semper Capital Management had requested taking the restriction on 144A Securities from 50% to 75%. The Board determined they would table this decision to review and respond to a vote at the next meeting. The decision was made to have the Fixed Income manager performance reviews next month, at which Semper would present their 144A Securities Guidelines request to the Board.

At this point in time, Mr. Randall welcomed new Trustee, Patricia Roberts, to the Board.

The Board noted receipt of the ERS and EOS Cash Flow Projection Schedules. Adetutu Talabi, Accounting Manager, explained that there would be no Cash Requirements until April 2020.

The Board noted receipt of the OPEB Trust Cash Flow Projection Schedule. Ms. Talabi explained that there was a standing motion for Cash Requirements contingent on capital calls, and no action was required.

Judy Chambers of Meketa Investment Group then provided a review of the Private Equity Portfolio as of September 30, 2019. Ms. Chambers then provided an update on the OPEB Alternatives Portfolio as of September 30, 2019 and Risk Premia and Hedge Funds as of January 31, 2020.

Chair Raymond then called for a motion to recess the meeting, in accordance with the Board's intention to have a closed executive session, as provided in the Open Meetings Act, which is codified in Title 3 of the General Provisions of the Maryland Code, under Section 10-508(a)(14) to discuss, before a contract is awarded or bids are opened, a matter directly related to negotiating strategy or the contents of a bid or proposal, if public discussion or disclosure would adversely impact the ability of the public body to participate in the competitive bidding or proposal process. On motion made by Trustee Pratt, seconded and unanimously carried, the Board entered Closed session.

At 10:48 a.m., the Open Meeting reconvened. Present were those stated above.



On motion made by Trustee Beasley, seconded and unanimously carried, the Board ratified the following decisions taken during the Closed Meeting:

- To approve the Private Equity Pacing Plan for ERS, for a commitment of \$55-90M split between three to five partnerships;
- To approve the Private Equity Pacing Plan for OPEB, for a commitment of \$12-20M split between three to five partnerships;
- To approve the Search Criteria for Private Equity Manager Searches; and
- To bring in Stellex Capital Management and One Rock Capital Partners for interviews at the March 19, 2020 Board Meeting.

The Board noted receipt of the Investment Analysis of the ERS, EOS and the OPEB Trust. This included the Summary of Compliance as of December 31, 2019, the Asset Allocation and Pro-Forma as of January 31, 2020, the Chart of Statement of Net Assets as of January 31, 2020 and the Statement of Changes in Plan Net Assets as of January 31, 2020.

Deputy Director Nichelle Lashley provided a review of the Benefits Listing. The Board noted receipt of and accepted the Retirement Benefits Listing for the March 1 payroll, and noted the Decisions and Findings of Facts rendered by the Panel of Hearing Examiners.

The Executive Director updated the Board on various items, starting by introducing Mr. Etzion Brand, Senior Counsel. Mr. Randall then presented the Administrative Expenses for January 2020. On motion made by Trustee Holton, the Board approved the administrative expenses for January 2020. Mr. Randall provided an update on the scanning project, explaining that by June 2020 the Benefits Department would be paperless. Finally, he provided updates on the PTG Membership Cleanup Project and the 13<sup>th</sup> Floor Office wall system changes.

Mr. Randall then presented information on the C40 Divest/Invest Forum Workshop being held in New York City in March 2020. The C40 Divest/Invest Forum works to discuss fossil fuel divestment and sustainable investment in climate solutions, in order to exchange knowledge, share best practices and collaborate to support others in their Divest/Invest journey. Chair Raymond says that Mr. Randall's attendance is purely for information purposes, not decision making purposes. On motion made by Trustee Holton, seconded and unanimously carried, the Board approved Mr. Randall's request to travel to the C40 Divest/Invest Forum Workshop.

The Board noted receipt of the February 18, 2020 letter from Tina Byles Williams, CEO and CIO of FIS Group, regarding the consolidation of FIS Group and its wholly owned subsidiary, Piedmont Investment Advisors into a newly formed corporate entity, Xponance, Inc. On motion made by Trustee Atkinson, seconded and unanimously carried, the Board approved the consent request from FIS Group and acknowledged the name change to Xponance, Inc.

The Board noted receipt of the February 14, 2020 letter from Maya Saxena of Saxena White.

Mr. Randall provided an update on LaVerne Foster and the recent Retired Trustee Election, letting the Board know that Ms. Foster had contacted City Councilman Dorsey, and that the ERS had forwarded all documentation to Councilman Dorsey regarding the Election.

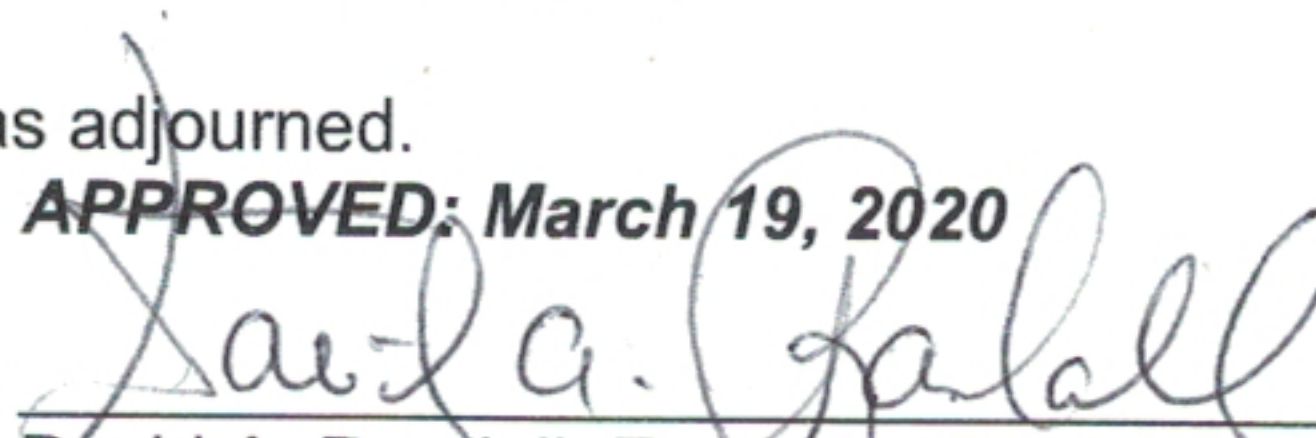
The Board collectively noted receipt of the following items;

- The Trustee Educational Conferences & Program Information.

Trustee Beasley expressed interest in attending the International Foundation of Employee Benefit Plans Certificate in Retirement Plans Program in October 2020 in Las Vegas, NV.

There being no further business, the meeting was adjourned.

**APPROVED: March 19, 2020**

  
David A. Randall, Executive Director