

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

1664th Meeting

December 17, 2020

The 1664th 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, December 17, 2020 at 9:03 a.m. in the 12th floor Conference Room of 7 E. Redwood Street, Baltimore, MD 21202.

Attendance (all by WebEx): *Board Members* – Rosemary Atkinson, John Beasley, Dorothy Bryant, Bill Henry, Helen Holton, Deborah F. Moore-Carter and Henry Raymond *Consultants* – Nichole Roman-Bhatty of Marquette Associates, Judy Chambers and Aleem Naqvi of Meketa Investment Group *Legal* – Ellen Callahan, General Counsel. *Staff* – David A. Randall, Nichelle Lashley, Adetutu Talabi, Daniel Young, Donna Bowen, Aja Jackson and Rosemary Kourdoglou *Guest* – Gar Chung, Reporter.

Chair Raymond called the meeting to order and introduced Mr. Bill Henry, the newly appointed City Comptroller and BCERS Board of Trustee.

The Board considered, and on motion made by Trustee Moore-Carter, seconded and unanimously carried, the Board approved the minutes of the Open and Closed Meetings of November 19, 2020.

General Counsel then reviewed the *Policy and Procedures for Electing Chair and Vice-Chair of the Board of Trustees* with the Board. Trustee Moore-Carter nominated herself for the role of Vice-Chair, and there were no other nominees. Trustee Moore-Carter was therefore appointed Vice-Chair of the BCERS Board of Trustees.

Nichole Roman-Bhatty of Marquette Associates presented on Investment Market Summary as of November 30, 2020. She then reviewed manager performance as of November 30, 2020 for ERS, EOS and the OPEB Trust and reviewed the current Watch List. Ms. Roman-Bhatty explained that the Asset Allocation Study would be presented at the January 2021 Board Meeting.

The Board noted receipt of the ERS Cash Flow Projection Schedule. Ms. Talabi reviewed the schedule with the Board, reporting that there were \$13.5M in Capital Calls for the month of January and that \$35M was needed in February. On recommendation from Ms. Roman-Bhatty, Trustee Atkinson made the motion, seconded and unanimously carried, to take \$10M from Harding Loevner, \$7M from Mellon Large Cap, \$10M from DF Dent, \$6.5M from Mellon ACWI and \$15M from Mondrian to cover Cash Requirements for January and February.

The Board noted receipt of the EOS Cash Flow Projection Schedule. Ms. Talabi reviewed the schedule with the Board, reporting that \$350,000 was needed in February. On recommendation from Ms. Roman-Bhatty, Trustee Atkinson made the motion, seconded and unanimously carried, to take \$350,000 from Mellon Large Cap to cover Cash Requirements for February.

Finally, Ms. Talabi reported that the standing motion for \$2M in Cash Requirements for the OPEB Trust Cash Flow Projection Schedule required a motion. On motion made by Trustee Holton, seconded and unanimously carried, the Board approved \$2M in Cash Requirements to the OPEB Trust, contingent on capital calls.

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

At this point in time, 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 Henry, seconded and unanimously carried, the Board entered Closed session.

At 9:55 a.m., the Open Meeting reconvened. Present were those stated above.

On motion made by Trustee Moore-Carter, the Board ratified the decision taken in the Closed Meeting not to invest in the Summit Growth Equity IX New Fund, and to receive cash proceeds from this transaction instead of reinvesting.

The Board noted receipt of the Investment Analysis of the ERS, EOS and the OPEB Trust. This included the Summary of Compliance as of October 31, 2020, the Asset Allocation and Pro-Forma as of November 30, 2020, the Chart of Statement of Net Assets as of November 30, 2020 and the Statement of Changes in Plan Net Assets as of November 30, 2020.

Deputy Director Nichelle Lashley provided a review of the Benefits Listing. The Board noted receipt of and accepted the Retirement Benefits Listings for the January 1 payroll, and noted the Decisions and Findings of Facts rendered by the Panel of Hearing Examiners. On motion made by Trustee Moore-Carter, seconded and unanimously carried, the Board approved the Benefits Listing for January 1, 2021.

The Executive Director then presented the FY2022 Budget to the Board, reviewing that last year's budget was \$5.6M but only \$4.3M was spent. On motion made by Trustee Holton, seconded and unanimously carried, the Board approved the FY2022 Budget for \$5.4M.

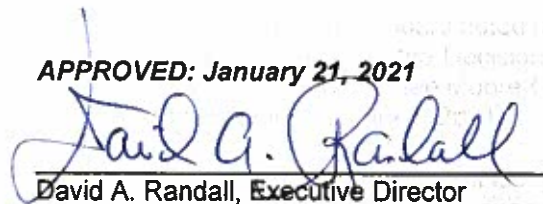
The Executive Director then presented the ERS and EOS CAFRs, and on motion made by Trustee Bryant, seconded and unanimously carried the Board approved for the ERS and EOS CAFRs to be submitted to GFOA. The Accounting Manager, Ms. Talabi, then presented the ERS and EOS PAFRs.

Finally, the Executive Director updated the Board of various items, beginning with a review of Article 22 by Legal Counsel. The Executive Director then presented the Administrative Expenses for November 2020. On motion made by Trustee Holton, seconded and unanimously carried, the Board approved the administrative expenses for November 2020. Deputy Director Nichelle Lashley provided an update on the impact of COVID-19 on office procedures.

The Executive Director reported on other items in the Project Status Report, including the PTG Project and Hybrid Membership Cleanup and Scanning Project.

There being no further business, the meeting was adjourned.

APPROVED: January 21, 2021


David A. Randall, Executive Director