

MEETING NO. 3212
JOURNAL OF PROCEEDINGS
BOARD OF TRUSTEES OF THE POLICE AND FIRE RETIREMENT SYSTEM
OF THE CITY OF DETROIT
HELD THURSDAY, SEPTEMBER 06, 2018

09:00 A.M.
RETIREMENT SYSTEMS' CONFERENCE ROOM
ALLY DETROIT CENTER, 500 WOODWARD; SUITE 3000
DETROIT, MICHIGAN 48226

TRUSTEES PRESENT

SHAWN BATTLE	EX/OFFICIO TRUSTEE/FIRE PREVENTION CHIEF/MAYOR'S DESIGNEE
MICHAEL F. BERENT	ELECTED TRUSTEE/FIRE
ANGELA R. JAMES	EX/OFFICIO RETIRANT TRUSTEE/POLICE/MAYOR'S DESIGNEE
BRENDA JONES	EX/OFFICIO TRUSTEE/CITY COUNCIL PRESIDENT
MEGAN S. MOSLIMANI	EX/OFFICIO TRUSTEE/CORPORATION COUNSEL /VICE-CHARPERSON
JOHN NAGLICK	EX/OFFICIO TRUSTEE/FINANCE DIRECTOR
GEORGE ORZECH	ELECTED RETIRANT TRUSTEE/FIRE
JEFFREY PEGG	ELECTED TRUSTEE/FIRE/CHAIRPERSON
DEAN PINCHECK	ELECTED TRUSTEE/FIRE
STEVEN WATSON	EX/OFFICIO TRUSTEE/DIRECTOR OF FORECASTING AND ECONOMIC ANALYSIS-BUDGET DEPARTMENT/BUDGET DIRECTOR'S DESIGNEE

TRUSTEES EXCUSED

MARK DIAZ	ELECTED TRUSTEE/POLICE
MATTHEW GNATEK	ELECTED TRUSTEE/POLICE
CHRISTA MCLELLAN	EX/OFFICIO TRUSTEE/TREASURER
PORTIA ROBERSON	EX/OFFICIO TRUSTEE/MAYOR'S ALTERNATE
JOHN SERDA	ELECTED TRUSTEE/POLICE
GREGORY TROZAK	ELECTED RETIRANT TRUSTEE/POLICE

ALSO PRESENT

David Cetlinski	Executive Director
Kelly Tapper	Assistant Executive Director
Ryan Bigelow	Chief Investment Officer
Ronald King	General Counsel
TaKneisha Johnson	Administrative Assistant IV

STAFF EXCUSED

Bruce Babiarz	Public Relations Advisor
Dr. Oscar King III	Board Lobbyist

CHAIRPERSON

JEFFREY PEGG

A verbal Roll Call commenced at 09:30 a.m. and Chairperson Pegg called the meeting to order.

Present at Roll Call: Shawn Battle, Michael F. Berent, Megan Moslimani, John Naglick, George Orzech, Dean Pincheck, Steven Watson and Chairperson Jeffrey Pegg

Chairperson Pegg introduced new Fire Elected Trustee, Captain Dean Pincheck, Joseph English's successor.

Re: Approval of September 06, 2018 Agenda

Michael Berent moved to approve the agenda dated **Thursday, September 06, 2018** and **Pass for the** day the legal discussion. John Naglick supported. The motion passed unanimously.

Re: Approval of DROP Retirement Applications

Michael Berent moved to approve the **DROP Retirements** as listed below. George Orzech supported. The motion passed unanimously.

NAME, TITLE, DEPARTMENT	David R. Dittberner – Police Officer - Police
RETIREMENT TYPE-PLAN	Drop - New
SERVICE CREDIT-EFFECTIVE DATE	15 11 25 – 08 06 18

NAME, TITLE, DEPARTMENT	William J. Keyes – Firefighter - Fire
RETIREMENT TYPE-PLAN	Drop - New
SERVICE CREDIT-EFFECTIVE DATE	22 00 26 – 08 29 18

NAME, TITLE, DEPARTMENT	Nelson S. Robinson – Police Officer - Police
RETIREMENT TYPE-PLAN	Drop - New
SERVICE CREDIT-EFFECTIVE DATE	16 02 04 – 07 02 18

- ***The Board of Trustees engaged in informational discussion regarding the DROP Plan.***

Re: Approval of HYBRID Retirement Applications

Michael Berent moved to approve the **HYBRID Retirements** as listed below.
Dean Pincheck supported. The motion passed unanimously.

NAME, TITLE, DEPARTMENT William J. Keyes – Fire Sergeant-Mfr - Fire
RETIREMENT TYPE-PLAN Hybrid Drop – 2014 Plan
SERVICE CREDIT-EFFECTIVE DATE 04 01 00 – 08 29 18

Re: Approval of RETIREMENT Applications

George Orzech moved to approve the **RETIREMENT applications** as listed below.
Michael Berent supported. The motion passed unanimously.

NAME, TITLE, DEPARTMENT Makeia N. Collier – Police Officer – Police
RETIREMENT TYPE-PLAN Service - New
SERVICE CREDIT-EFFECTIVE DATE 17 04 14 – 09 10 18

RECEIPTS: The Board received the following receipts for Acknowledgment:

Cash Receipts HYBLIQRES
RSCD-PFRS Start Date: 8/13/2018
End Date: 8/31/2018

Doc. Date	Module	Tran. Type	Doc. Nbr.	Description	R/C	Receipt
8/17/2018	CA	Cash Entry	000808	Employee Mandatory Pension 8/17/18	R/C	269,092.33
8/24/2018	CA	Cash Entry	000814	Employee Mandatory Pension 8/24/18	R/C	97,456.01
8/31/2018	CA	Cash Entry		Employee Mandatory Pension 8/31/18	R/C	268,754.51
						<u>635,302.85</u>

Cash Receipts LIQUID RES
RSCD-PFRS Start Date: 8/13/2018
End Date: 8/31/2018

Doc. Date	Module	Tran. Type	Doc. Nbr.	Description	R/C	Receipt
8/16/2018	CA	Cash Entry	000796	Loan Deduction Program (\$49,223.62)	R/C	49,223.62
8/23/2018	CA	Cash Entry	000820	Loan Deduction Program 8/17/18 (\$132,607.09)	R/C	132,607.09
						<u>181,830.71</u>

Total Receipts 817,133.56

Re: Approval of Disbursements

Michael Berent moved to approve the **Disbursement List** as outlined below.
George Orzech supported. The motion passed unanimously.

Disbursements

Page 1 of 2
Date: 8/31/2018 1:37 PM

Account	Payment Method	Currency			
F ACCT PAY	ACH	US			
Vendor Name			Invoice Number	Invoice Description	Amount To Pay
500 WEBWARD LLC			902099	Electrical Billing: 7/31/18-8/30/18, Meter #16055044	643.13
500 WEBWARD LLC			902100	Electrical Billing: 7/31/18-8/30/18, Meter #16055070	800.99
ADP, INC			519677089	Check Printing Services	582.80
BENEFIT STREET PARTNERS DEBT FUND IV LP			082918	Capital Call	583,992.00
FRANK RUSSELL COMPANY			1652004627	Russell Indexes Standard Service 4/1/18-6/30/18	125.00
PROCENTIA, INC.			2282	Procentia Implementation	63,843.75
UHY Advisors MI, Inc.			1259489	Professional Accounting Services for June 2018	14,437.50
UHY Advisors MI, Inc.			1261446	Professional Accounting Services for July 2018	34,912.50
ULTIMATE PARKING MANAGEMENT LLC			171235	Parking - September 2018	2,882.00
Bridgett Hardy			082918BH	IT Contractual Wages - August 2018	4,514.11
James R. Hollins			082918JH	IT Contractual Wages - August 2018	3,341.79
Raymond R. Tchou			082918RT	IT Contractual Wages - August 2018	5,574.98
Scott D. Vrooman			082918SV	IT Contractual Wages - August 2018	1,155.38
Venkat Rallapalli / Highbrow Systems, Inc.			082918VR	IT Contractual Wages - August 2018	5,995.71
Cash Account/Payment Method Total:				14 Documents	722,801.64

Account	Payment Method	Currency			
F ACCT PAY	CHECK	US			
Vendor Name			Invoice Number	Invoice Description	Amount To Pay
CANON SOLUTIONS AMERICA, INC			4026744014	Copier Maintenance	78.48
COMCAST			081718	High Speed Internet	182.83
FEDEX			6-269-10876	FedEx Mailing	24.09
First CHOICE Coffee Services			567056	Coffee Supplies	91.75
GABRIEL, ROEDER, SMITH & CO			440609	EDRO Calculations for Derwin Lenard	1,200.00
GABRIEL, ROEDER, SMITH & CO			440611	EDRO Calculations for Lonnie Wade Jr.	1,200.00
GABRIEL, ROEDER, SMITH & CO			440733	EDRO Calculations for Darryl Mickens	1,200.00
IRON MOUNTAIN			148784	Data Domain Service	1,688.50
IRON MOUNTAIN			150123	Data Domain Service	1,396.85
IRON MOUNTAIN			201666078	Storage CDs	718.17
METCOM			105022	Business Cards	70.81

Account	Payment Method	Currency			
F ACCT PAY	CHECK	US			
Vendor Name			Invoice Number	Invoice Description	Amount To Pay
MIKE BERENT			081618MB	Trustee Parking	299.00
OFFICE DEPOT			181643243001	Office Supplies	32.39
OFFICE DEPOT			181643244001	Office Supplies	17.50
OFFICE DEPOT			181643245001	Office Supplies	83.94
QUILL CORPORATION			9292140	Office Supplies	182.74
QUILL CORPORATION			9297347	Office Supplies	20.00
VERIZON WIRELESS			9812169941	Wireless Billing 7/5/18-8/4/18	829.93
Cash Account/Payment Method Total:				18 Documents	9,316.98

Account	Payment Method	Currency			
LIQUID RES	ACH	US			
Vendor Name			Invoice Number	Invoice Description	Amount To Pay
CASTLELAKE V LP			082718	Capital Call	816,993.00
MIDOCEAN PARTNERS V, LP			081518	Capital Call	527,291.00
MIDOCEAN PARTNERS V, LP			082918	Capital Call	529,862.00
OWL ROCK CAPITAL CORPORATION - HAMILTON			082018	Capital Call	568,434.36
TGAM CHURCHILL MIDDLE MARKET SENIOR LOAI			082418	Capital Call	941,284.75
Cash Account/Payment Method Total:				5 Documents	3,383,865.11

* Payment amount is estimated based on the effective date 8/31/2018

Re: Approval of Refunds (Accumulated Contributions)

Michael Berent moved to approve the **Refunds/Accumulated Contributions** as outlined below. George Orzech supported. The motion passed unanimously.

LIST NUMBER 3750 - \$526,683.89

LIST NUMBER 3752 - \$341,236.01

Re: Approval of the Frozen Defined Contribution Plan/ Employee Loan Program

Michael Berent moved to approve the **Frozen Defined Contribution Plan/ Employee Loan Program** as outlined below. Dean Pincheck supported. The motion passed unanimously.

LIST #1 8/23/2018 – \$38,087.00

LIST #2 8/30/2018 – \$55,069.00

LIST #3 9/06/2018 – \$14,467.00

➤ *Trustee Angela James entered the Boardroom at 09:51 a.m.*

The minutes for August 2nd and August 16th, 2018 were distributed.

Re: Approval of Minutes/Journal of Proceedings No. 3205 – (07/19/18)

Michael Berent moved to approve the **Minutes/Journal of Proceedings No. 3205 (07/19/2018)** George Orzech supported. The motion passed by vote as follows:

Yeas – Battle, Berent, James, Moslimani, Naglick, Orzech, Watson
and Chairperson Pegg - 8

Nays – None

Abstentions: Pincheck - 1

ASSISTANT EXECUTIVE DIRECTOR'S REPORT

Assistant Executive Director, **Kelly Tapper**, addressed the following with the Board of Trustees:

- Medical Director RFP
- Securities Litigation Report from Kirby McInerney LLP (FYI)
- Military Service Credit request for Danny Barbee Pension Number 235687
- Trustee Berent's request for education reimbursement
- National Conference on Public Employee Retirement Systems or NCPER'S provided a response on Public Act 202: Selection of the Uniform Assumptions (information has been e-mailed as well as distributed via hard copy for review)

Pre-Employment Military Service Credit

Re: Danny L. Barbee – No. 235687 – Police

Resolution moved By: Trustee Orzech- Supported By: Trustee Berent

WHEREAS, the individual whose name is designated below applied to this Board in June of 2014 for **Pre-Employment Military Service Credit** and has complied with all of the necessary requirements of **Section 54-5-3-b** of the **Charter Provisions**, therefore be it

RESOLVED, that payment of the full amounts be made to the Pension Accumulation Fund by the method selected by the individual and the number of months eligible active duty be credited him as membership service credit subject to the conditions and limitations of the authorizing Ordinance Provisions:

Danny L. Barbee
For: Thirty-six (36) months of service time

Yeas – Battle, Berent, James, Moslimani, Naglick, Orzech, Pincheck, Watson and Chairperson Pegg - 9

Nays – None

Motion by: Trustee Orzech- Supported by Trustee Pincheck, motion to allow reimbursement of educational course (Interpreting Financial Information) as requested by Trustee Berent. The Motion passed by a unanimous vote.

- ***Trustee Brenda Jones entered the Boardroom at 10:03 a.m.***

EXECUTIVE DIRECTOR'S REPORT

Executive Director, **David Cetlinski**, addressed the following with the Board of Trustees:

- Mr. Cetlinski addressed the invoice amounts from Special Legal Counsel Marie Racine
- Mr. Cetlinski will not be present for the September 20th, 2018 Board meeting.

CHIEF INVESTMENT OFFICER'S REPORT

Chief Investment Officer **Ryan Bigelow** had no formal report but discussed the following with the Board:

- August 27th, 2018 Investment Committee meeting re-cap.
- The Investment Committee's next meeting is Monday October 22nd, 2018 at 10:00 a.m.

- ***Trustee Brenda Jones excused herself from the Boardroom at 10:12 a.m.***

- ***Trustee Megan Moslimani excused herself from the Boardroom at 10:16 a.m.***

GENERAL COUNSEL'S REPORT

General Counsel **Ronald King**, in addition to his formal legal report discussed the following matters with the Board:

- Paramount
 - Pursuant to the Board's request, see the attached update from Special Legal Counsel Marie Racine.
- Chapter 9 Compliance
 - The sixth Semi-Annual Compliance Report was issued by the Investment Committee Chair Covering the period ending December 31st, 2017. The System Plan is in compliance with the Plan of Adjustment.
- Environmental Geo-Technologies
 - The memorandum provided advises the Bard regarding its interest in real property owned by Environmental Geo-Technologies, LLC in Romulus, MI on which a hazardous deep disposal well is situated. General Counsel will provide further update in closed session.
- McKesson Corporation Derivative Action
 - Proposed resolution of Police and Fire Retirement System City of Detroit Regarding Shareholder Derivative Action.

GENERAL COUNSEL'S REPORT (Continued)

Re: Shareholder Derivative Action

Resolution Moved By: Trustee Naglick – Supported By: Trustee James

WHEREAS, on October 27, 2017, the Police & Fire Retirement System City of Detroit ("PFRS") retained Grant & Eisenhofer, P.A. ("G&E") (the "G&E Retainer") in connection with a shareholder derivative action (the "Derivative Action") on behalf of McKesson Corporation ("McKesson") to remedy breaches of fiduciary duty by McKesson's officers and directors (the "Defendants");

WHEREAS, on November 8, 2017, PFRS filed a Verified Shareholder Derivative Complaint in connection with the Derivative Action in the Delaware Chancery Court (the "Chancery Court Action");

WHEREAS, prior to the filing of the Chancery Court Action, similar shareholder derivative complaints were filed on behalf of McKesson in the United States District Court, Northern District of California, Oakland Division (the "California Action");

WHEREAS, on May 25, 2018, Vice Chancellor Glasscock stayed the Chancery Court Action in favor of the California Action;

WHEREAS, in order to avoid duplicative litigation and to further the best interests of the case, it has been determined that the Chancery Court Action should be dismissed in favor of the California Action, and that PFRS should join the California Action as a named plaintiff to prosecute the Derivative Action before the United States District Court for the Northern District of California,

WHEREAS, in order to preserve federal jurisdiction in the California federal court, it is necessary that an individual trustee be designated to bring the action on behalf of PFRS in that forum;

Re: Shareholder Derivative Action- Continued

Resolution Moved By: Trustee Naglick – Supported By: Trustee James

NOW THEREFORE, BE IT RESOLVED:

1. Police and Fire Retirement System City of Detroit delegates to Trustee Michael Berent the authority to execute the Derivative Action on behalf of Police and Fire Retirement System City of Detroit as set forth in the G&E Retainer.
2. Trustee Michael Berent is hereby authorized to take any actions necessary to prosecute the Derivative Action on behalf of Police and Fire Retirement System City of Detroit as set forth in the G&E Retainer. The resolution passed by a unanimous vote.

Re: Entering Into Closed Session

Resolution Moved By: Trustee Berent – Supported By: Trustee James

WHEREAS, the Retirement System is subject to the limitation of the Open Meetings Act (“OMA”) being MCL 15.261 et seq. and has adopted a resolution on October 24, 2012 relative thereto; **THEREFORE BE IT**

RESOLVED, that the Board enters into Closed Session for the purpose of discussing Attorney-Client Privileged matters regarding the following: Medical Initials/Re-exams and Environmental Geo-Technologies. A Roll Call Vote was taken as follows:

Yeas – Battle, Berent, James, Naglick, Orzech, Pincheck, Watson
and Chairperson Pegg - 8

Nays – None

The Board entered into **Closed Session** at 10:23 a.m.

- ***Trustee Brenda Jones entered the Boardroom at 10:37 a.m.***
- ***Trustee Megan Moslimani entered the Boardroom at 10:44 a.m.***
- ***Trustee Angela James excused herself from the Boardroom at 10:57 a.m.***
- ***Trustee Megan Moslimani excused herself from the Boardroom at 10:58 a.m.***
- ***Trustee Angela James returned to the Boardroom at 10:57 a.m.***

Re: Open Session

Resolution Moved By: Trustee Berent – Supported By: Trustee Jones

RESOLVED, that the Board come out of Closed Session.

The Board returned to **Open Session** at 11:00 a.m.

INITIAL DISABILITIES:

Re: Marc Frazier

Resolution Moved By: Trustee Berent Supported By: Trustee James

RESOLVED, that the report of the Medical Director on the case of **Marc Frazier** be **ACCEPTED**, and **FURTHER BE IT**

RESOLVED, that based on the recommendation of the Medical Director, the Board **APPROVE** the application for a **Duty Disability Retirement** filed for **Mr. Frazier** with a re-exam in one year:

Yeas – Battle, Berent, James, Jones, Naglick, Orzech, Pincheck, Watson
and Chairperson Pegg - 9

Nays – None

INITIAL DISABILITIES:

Re: Javeed Iqbal

Resolution Moved By: Trustee Berent Supported By: Trustee James

RESOLVED, that the report of the Medical Director on the case of **Javeed Iqbal** be **ACCEPTED**, and **FURTHER BE IT**

RESOLVED, that based on the recommendation of the Medical Director, the Board **APPROVE** the application for a **Duty Disability Retirement** filed for **Mr. Iqbal** with a re-exam in one year :

Yeas – Battle, Berent, James, Jones, Naglick, Orzech, Pincheck, Watson
and Chairperson Pegg - 9

Nays – None

INITIAL DISABILITIES:

Re: Jeron Whitehorn

Resolution Moved By: Trustee Berent Supported By: Trustee James

RESOLVED, that the report of the Medical Director on the case of **Jeron Whitehorn** be **ACCEPTED**, and **FURTHER BE IT**

RESOLVED, that based on the recommendation of the Medical Director, the Board **APPROVE** the application for a **Duty Disability Retirement** filed for **Mr. Whitehorn** with a re-exam in one year:

Yeas – Battle, Berent, James, Jones, Naglick, Orzech, Pincheck, Watson
and Chairperson Pegg - 9

Nays – None

Re: Annual Re-examinations

Resolution Moved By: Trustee Berent Supported By: Trustee Jones

RESOLVED, that in accordance with the recommendation of the Medical Director, the following be **CONTINUED** on the Disability Retirement Payroll with **re-exams in one year:**

Anthony Topp

Yeas – Battle, Berent, James, Jones, Naglick, Orzech, Pincheck, Watson
and Chairperson Pegg - 9

Nays – None

Re: Return to Work Requests: Shannon Ferguson

Resolution Moved By: Trustee Berent Supported By: Trustee Pincheck

RESOLVED that in accordance with the recommendation of the Medical Director, the following be **RETURNED TO WORK** and removed from the System's Disability retirement payroll as of the date they return to work:

Shannon Ferguson

Yeas – Battle, Berent, James, Jones, Naglick, Orzech, Pincheck, Watson
and Chairperson Pegg - 9

Nays – None

Re: Return to Work Requests: Eldred Brown

Resolution Moved By: Trustee Berent Supported By: Trustee Pincheck

RESOLVED that in accordance with the recommendation of the Medical Director, the following be **DENIED** their **RETURN TO WORK REQUEST** and remain on the System's Disability retirement payroll until their next re-exam in one year:

Eldred Brown

Yeas – Battle, Berent, James, Jones, Naglick, Orzech, Pincheck, Watson
and Chairperson Pegg - 9

Nays – None

➤ *Trustee Megan Moslimani entered the Boardroom at 11:15 a.m.*

Discussion:

- ***Board action regarding Police Investigator Glenda Heath-Fisher***
 - The discussion will be re-tabled and placed on the **September 20th, 2018** meeting agenda for discussion.
- ***Committee Assignments***
 - Chairperson Pegg directed that Assistant Executive Director Kelly Tapper provide a consolidated policy committee list that includes a description of what each committee does. This will be placed on the **September 20th, 2018** meeting agenda for discussion.

NEW BUSINESS/OLD BUSINESS

- Trustee Naglick discussed the four VEBA Trusts
- Chairperson Pegg distributed the Ethics Policy
 - The Board engaged in discussion regarding the Board Action regarding the disbursement into the Police Officers Charitable Fund.

Re: KLA-Tenor Corp. Securities Litigation

Resolution Moved By: Trustee Jones Supported By: Trustee James

WHEREAS, at the August 16, 2018 Police and Fire Retirement System (“PFRS”) Board meeting, the Board was advised that residual funds in the amount of \$23,553.77, representing the cy pres distribution from remaining unclaimed funds from the settlement in the KLA-Tencor Corp. Securities Litigation, was disbursed pursuant to court order to the Detroit Police Officers Charitable Fund (“Fund”);

WHEREAS, General Counsel specifically advised the Board that the Fund was identified as an eligible 501(c)(3) charitable organization for receipt of the disbursement and that these were not funds to which PFRS had any claim but rather residual funds remaining with the court that are typically disbursed to charitable organization so the court is able to fully and finally close the case;

WHEREAS, the Board voted to retroactively approve the Fund as the recipient of the cy pres distribution;

WHEREAS, upon reconsideration and additional discussion the Board directed the Assistant Executive Director to send correspondence to the Fund asking it to hold the distribution until such time as the Board may consider identifying other charitable organizations which might receive portions of the distribution to the Fund;

WHEREAS, this matter was discussed in open session;

NOW THEREFORE BE IT RESOLVED, that the Board directs the Assistant Executive Director to send correspondence to the Fund asking it to hold the distribution until such time as the Board may consider identifying other charitable organizations which might receive portions of the distribution to the Fund.

Yeas – Battle, Berent, James, Jones, Moslimani, Naglick, Orzech, Pincheck, Watson and Chairperson Pegg - 10

Nays – None

ADJOURNMENT

Chairperson Pegg adjourned the meeting at 12:21 p.m. The Board's next meeting is scheduled for **Thursday, September 20th, 2018**, at 09:00 a.m. in the Retirement Systems' Conference Room, 500 Woodward Avenue Suite 3000; Detroit, Michigan 48226.

RESPECTFULLY SUBMITTED,

A handwritten signature in cursive script, appearing to read "Kelly Tapper", written in black ink.

Kelly Tapper, Assistant Executive Director