

MINUTES

The Oklahoma Firefighters Pension and Retirement Board met January 16, 2016 in the Lincoln Plaza Office Building at 4545 N. Lincoln Blvd., Oklahoma City, OK. Written notice was sent to Board members and interested parties, posted 24 hours before the meeting and filed with the Secretary of State in compliance with the Open Meeting Laws.

Chairman Raanon Adams called the meeting to order.

Members Present: Raanon Adams, Michel Duncan, John Soos, Derek Cassady, Matt Lay, Jim Long, Dana Cramer, Craig Freeman, Janet Kohls, Scott Vanhorn arriving at 8:40 A.M. Brandy Manek arriving at 9:00 A.M. and Frank Stone arriving at 9:10 A.M.

Others: Robert Jones, Director; Duane Michael, Assistant Director; James Reynolds, Assistant Director; Chase Rankin, Controller; Terri Williams, Executive Secretary; Marc Edwards, Phillips McFall

Visitors: Troy Brown, Tim Nash and Evan Scussel, Bogdahn Group; Jim Lobb, AJO; Michael Plichta, Permal; John Karl, WCM

Absent: Doug Jacobson

APPROVAL/MINUTES DATED DECEMBER 18, 2015:

Motion was made by Mr. Long and seconded by Mr. Lay to approve the minutes dated December 18, 2015. Ayes: Messrs. Adams, Duncan, Cassady, Cramer, Lay, Long, Kohls, Vanhorn, Freeman and Soos. Nays: None. Motion carried.

REQUEST APPROVAL/CONSENT AGENDA, A COPY IS ATTACHED:

Motion was made by Mr. Cramer and seconded by Mr. Lay to approve the Consent Agenda dated December 18, 2015. Messrs. Adams, Duncan, Cassady, Manek, Cramer, Lay, Long, Vanhorn, Kohls and Soos. Nays: None. Motion carried.

AJO/JIM LOBB:

Mr. Lobb gave a presentation for AJO.

	3 Months Ending <u>12/31/2015</u>	1 Year Ending <u>12/31/2015</u>	3 Years Ending <u>12/31/2015</u>
AJO	5.46%	0.03%	15.28%
Russell 1000 Value	5.64%	(3.83)%	13.08%

PERMAL/MICHAEL PLICHTA:

Mr. Plichta gave a presentation for Permal.

	3 Months Ending <u>12/31/2015</u>	07/01/2015 Ending <u>12/31/2015</u>
Permal	(1.12)%	(2.16)%
HFRI FOF: Conservative	0.08%	(1.72)%

WCM/JOHN KARL:

Mr. Karl gave a presentation for WCM.

	3 Months Ending <u>12/31/2015</u>	1 Year Ending <u>12/31/2015</u>	3 Years Ending <u>12/31/2015</u>
WCM Investment	6.84%	7.17%	10.12%
MSCI EAFE	4.71%	(0.81)%	5.01%

BOGDAHNS GROUP/TROY BROWN, TIM NASH & EVAN SCUSSEL:

1. Presenting Manager Review.

Mr. Brown and Mr. Nash reviewed the presenting managers to the Board.

INVESTMENT COMMITTEE/SCOTT VANHORN - CHAIRMAN:

1. Review Investment Performance.

Mr. Nash and Mr. Brown reviewed the monthly investment performance.

	3 Months Ending <u>12/31/2015</u>	1 Year Ending <u>12/30/2015</u>	3 Years Ending <u>12/31/2015</u>
Total Fund	3.47%	2.12%	9.76%

2. Large Cap Value Interview Discussion.

Mr. Brown reviewed the interviews of the four finalists.

3. Final Selection.

Motion was made by Mr. Vanhorn and seconded by Mr. Cramer to move forward in the Large Cap Value RFP process with Brandywine Dynamic Large Cap Value Funds and Buetel Goodman U.S. Value Equity. Messrs. Ayes: Adams, Duncan, Cassady, Freeman, Stone, Cramer, Lay, Long, Vanhorn, Manek, Soos and Kohls. Nays: None. Motion carried.

4. On-Site Due Diligence Discussion.

5. Discussion regarding litigation class action against Flotek Industries, Inc.

Motion was made by Mr. Vanhorn and seconded by Mr. Long to seek joint lead plaintiff status against Flotek Industries, Inc. with the Oklahoma Police Pension System using the Grant/Eisenhoffer firm. Messrs. Ayes: Adams, Duncan, Cassady, Freeman, Stone, Cramer, Lay, Long, Vanhorn, Manek, Soos and Kohls. Nays: None. Motion carried.

6. Discussion regarding litigation class action against Nimble Storage, Inc.

No action was taken on this item.

RULES COMMITTEE/MATT LAY – CHAIRMAN

1. Discussion and action on amendment and changes to the Administration Rules of the Oklahoma Firefighters Pension and Retirement System/Chase Rankin

Mr. Rankin discussed proposed changes to the Administrative Rules as recommended by the Board's Tax Attorney.

Motion was made by Mr. Lay and seconded by Mr. Cramer to approve the amendment and changes to the Administration Rules of the Oklahoma Firefighters Pension and Retirement System. Messrs. Ayes: Adams, Duncan, Cassady, Freeman, Stone, Cramer, Lay, Long, Vanhorn, Manek, Soos and Kohls. Nays: None. Motion carried.

2. Discussion and action on recommendation for approval for resolution designating an Attestation Officer and a Liaison Officer and alternative for both positions/Chase Rankins

Motion was made by Mr. Lay and seconded by Mr. Cassady to appoint Robert Jones as Attestation Officer, Chase Rankin as Liaison Officer, and Duane Michael as Alternate Attestation and Liaison Officer. Messrs. Ayes: Adams, Duncan, Cassady, Freeman, Stone, Cramer, Lay, Long, Vanhorn, Manek, Soos and Kohls. Nays: None. Motion carried.

3. Discussion of Rule Adoption timeline.

Mr. Rankin discussed the rules adoption time line.

MARC EDWARDS/LEGAL COUNSEL REPORT. DISCUSSION, VOTE, AND ANY OTHER NECESSARY ACTION TO IMPLEMENT DISCUSSION AND VOTE:

1. In re: FX Litigation, Case No. 13-cv-07789 (SDNY) (Scott & Scott)
2. Waterford Township Police and Fire Retirement System v. Ply Gem Holdings, et. Al, Case No. 14-cv-3577, (USDC SDNY)
3. Shah v. Rocket Fuel Inc., et al. Case No. 14-CV-03998 (USDC ND Calif)
4. In re: Castlight Health; Shareholder Litigation; Case No. CIV-533647 (Sup. Ct. Calif, San Mateo)
5. City of St. Clair Shores Police & Fire Retirement System v. Nationstar Mortgage Holdings Inc. et al: Case No. 15-cv-61170-WPD (USDC FL (Ft. Lauderdale)

6. Oklahoma Firefighters Pension v. City of Midwest City, Oklahoma County District Court, Case No. CJ-201-3481)

Mr. Edwards reported that a hearing had been held the previous week in regards to this matter. Mr. Edwards said the System's motion was sustained and the Cities motion was denied. Mr. Edwards said the City owes contributions and he is in the process of drafting a final order. Mr. Edwards said he didn't think the City would appeal.

7. Avila, et al. v Lifelock, Inc. et al.: Case No. 15-cv-01398-DKD (USDC District of Arizona)
8. In re: Broadcom Corporation Stockholder Litigation; Case No. 15-cv-00979-JVS-PJW (USDC CD Calif) Cohen Milstein)
9. Agrawal V. Terraform Global, Inc., et al; Case No CIV-536045 (Sup Ct. of Calif, San Mateo) (Robbins)
10. Report on the current status of all other litigation involving the Pension System.

BRENT COLEMAN/CENTRAL HIGH - APPLICATION FOR "DISABILITY IN THE LINE OF DUTY" PENSION, EFFECTIVE DECEMBER 1, 2015:

Motion was made by Mr. Long and seconded by Mr. Duncan to approve the Application for "Disability in the Line of Duty", effective December 1, 2015. Messrs. Ayes: Vanhorn, Adams, Cassidy, Cramer, Duncan, Lay, Manek, Long, Stone, Freeman, Kohls and Soos. Nays: None. Motion carried.

ANDREW D. BARBOSA/GUYMON – APPLICATION FOR "DISABILITY IN THE LINE OF DUTY" PENSION, EFFECTIVE JANUARY 2, 2016:

Motion was made by Mr. Cramer and seconded by Mr. Long to approve the Application for "Disability in the Line of Duty", effective January 2, 2016. Messrs. Ayes: Vanhorn, Adams, Cassidy, Cramer, Duncan, Lay, Manek, Long, Stone, Freeman, Kohls and Soos. Nays: None. Motion carried.

LYNN E. BECK/OKLAHOMA CITY – REQUEST TO MODIFY “SERVICE” PENSION TO “DISABILITY IN THE LINE OF DUTY”:

Motion was made by Mr. Cramer and seconded by Mr. Long to approve the request of Mr. Beck to modify his pension from “Service” to “Disability in the Line of Duty” based on the medical information submitted. Messrs. Ayes: Adams, Duncan, Cassady, Stone, Cramer, Lay, Long, Vanhorn, and Soos. Naves: Manek, Freeman and Kohls. Motion carried.

ROCKY BURT/OKLAHOMA CITY – APPLICATION FOR “DISABILITY IN THE LINE OF DUTY” PENSION, EFFECTIVE JANUARY 1, 2016:

Motion was made by Mr. Long and seconded by Mr. Vanhorn to approve the Application for “Disability in the Line of Duty”, effective January 1, 2016. Messrs. Ayes: Vanhorn, Adams, Cassady, Cramer, Duncan, Lay, Manek, Long, Stone, Freeman, Kohls and Soos. Naves: None. Motion carried.

STEVE KENDRICK/TULSA – APPLICATION FOR “DISABILITY IN THE LINE OF DUTY” PENSION, EFFECTIVE JANUARY 1, 2016:

Motion was made by Mr. Lay and seconded by Mr. Long to approve the Application for “Disability in the Line of Duty”, effective January 1, 2016. Messrs. Ayes: Vanhorn, Adams, Cassady, Cramer, Duncan, Lay, Manek, Long, Stone, Freeman, Kohls and Soos. Naves: None. Motion carried.

JOE LEFLORE, JR./TULSA – APPLICATION FOR “DISABILITY IN THE LINE OF DUTY” PENSION, EFFECTIVE JANUARY 1, 2016:

Motion was made by Mr. Lay and seconded by Mr. Long to modify the Application for “Disability in the Line of Duty” to “Service”, effective January 1, 2016. Messrs. Ayes: Vanhorn, Adams, Cassady, Cramer, Duncan, Lay, Manek, Long, Stone, Freeman, Kohls and Soos. Naves: None. Motion carried.

KEVIN B. LITTLE/ARDMORE – APPLICATION FOR “DISABILITY NOT IN THE LINE OF DUTY” PENSION, EFFECTIVE JANUARY 12, 2016:

Motion was made by Mr. Long and seconded by Mr. Duncan to approve the Application for “Disability Not in the Line of Duty”, effective January 12, 2016. Ayes: Messrs. Cassady, Duncan, Vanhorn, Long, Cramer, Manek, Lay, Adams, Freeman, Stone, Kohls, and Soos. Naves: None. Motion carried

RECEIVE & FILE:

1. IPG - \$191.52 – December 2015

Motion was made by Mr. Cramer and seconded by Mr. Duncan to approve the above receive and file items. Ayes: Messrs. Cassady, Duncan, Vanhorn, Long, Cramer, Manek, Lay, Adams, Freeman, Stone, Kohls, and Soos. Nays: None. Motion carried.

ROBERT JONES/EXECUTIVE DIRECTOR REPORT:

Mr. Jones reported that he had been in communication with Senator Don Barrington in regards to two Pension Bills.

Mr. Jones reported that one of the bills would revisit doing away with Local Boards.

Mr. Michael reported that the conversion process was continuing. Mr. Michael said it would be completed around July.

DISCUSSION ON TRAVEL REIMBURSED BY THE SYSTEM. BOARD TO TAKE APPROPRIATE ACTION.

Motion was made by Mr. Vanhorn and seconded by Mr. Freeman to approve travel for two Board Members at the discretion of the Investment Committee for the On-Site Due-Diligence interviews. Ayes: Messrs. Cassady, Duncan, Vanhorn, Long, Cramer, Manek, Lay, Adams, Freeman, Stone, Kohls, and Soos. Nays: None. Motion carried.

QUESTIONS & COMMENTS FROM BOARD MEMBERS & AUDIENCE:

OLD BUSINESS:

NEW BUSINESS:

NEXT MEETING DATE:

The Oklahoma Firefighters Pension and Retirement Board will meet February 19, 2016 at 8:30 A.M. at the Salvation Army Building, 6601 Broadway Extension, Ste. 100, Oklahoma City, OK.

ADJOURNMENT:

Chairman Raanon Adams adjourned the Board meeting at 10:42 A.M.

Submitted by Terri L. Williams, Executive Secretary.

