

ADAMS COUNTY RETIREMENT BOARD MEETING

**MINUTES - REGULAR MEETING
4430 SOUTH ADAMS COUNTY PARKWAY
RETIREMENT CONFERENCE ROOM, SUITE C3414
BRIGHTON, COLORADO 80601-8202**

APRIL 2, 2013

BOARD MEMBERS PRESENT

Joe Pacyga – Chairman
Ben Dahlman – Vice-Chairman
Brigitte Grimm –Treasurer
Michael McIntosh – Secretary – 1:40 P.M.
Marlise Bruno

BOARD MEMBERS EXCUSED

ADMINISTRATIVE STAFF

Pamela Mathisen, Executive Director
Debbie Haines, Senior Benefits Manager (Corresponding Secretary)

ACTUARIAL STAFF

Gabriel Roeder & Smith – Leslie Thompson

LEGAL COUNSEL

Davis Graham & Stubbs, LLP – Cindy Birley

INVESTMENT CONSULTANTS

Watershed Investment Consultants – Gary Ratliff

OTHER ATTENDEES

U.S. Bank – Tina Seberg, Relationship Manager

Called to Order: 1:35 P.M.

SPECIAL PRESENTATION

None

EXECUTIVE SESSION

Pursuant to C.R.S. Sections 24-6-402(4)(b) – approve the minutes from March 5, 2013 regarding “Pension Benefit Payments” – Move to Last Order of Business

Pursuant to C.R.S. Sections 24-6-402(4)(f)(I) – approve the minutes from March 5, 2013 regarding “Personnel Matters” – Move to Last Order of Business

EMPLOYEE/RETIREE CORRESPONDENCE

Thank You Note – Deb Kershner

REGULAR BUSINESS SESSION

Consent Agenda: Distributed by E-Mail

Approval of Board Meeting Minutes - March 5, 2013

Approval of Termination Report – March 2013

Approval of Money Manager Fund Totals and US Bank Summary Reports – February 2013

Approval of Administrative Expenditures – April 2, 2013

Expenditures - \$ 69,926.56

March Paid Expenditures \$ 280.00

Moved by Board Member – Mr. Dahlman

Seconded by Board Member – Ms. Bruno

Unanimously carried

UNFINISHED BUSINESS

None

NEW BUSINESS

Davis Graham & Stubbs, LLP – Cindy Birley Amendment No. Two to the Adams County Retirement Plan (As Amended and Restated Effective January 1, 2011)

Ms. Birley handed out a redlined copy of Amendment No. Two to the Adams County Retirement Plan (As Amended and Restated Effective January 1, 2011). Ms. Birley proceeded by telling the Board that several years ago the Board discussed including a “Bad Boy Clause” in the Plan Document. Ms. Birley stated that the Adams County Attorney at that time did not want the Board of Retirement to do this. She indicated that Adams County has now approached the Retirement Plan asking if the Board of Retirement would be willing to amend the Plan to allow for a “Bad Boy Clause.” This would be for restitution that is required to be paid for the theft, embezzlement, misappropriation or wrongful conversion of public property. Ms. Birley stated that Davis Graham & Stubbs used the language directly from the Colorado State Statute section §14-10-113(6). After some discussion the Board agreed to amend the Plan.

Mr. Dahlman moved to approve Amendment No. Two To The Adams County Retirement Plan (As Amended and Restated Effective January 1, 2011). Ms. Grimm seconded the motion and it was unanimously carried.

Amendment No. One to the Adams County Retirement Plan Fund Trust Agreement (As Amended and Restated Effective January 1, 2011)

Ms. Birley presented Amendment No. One to the Adams County Retirement Plan Fund Trust Agreement (As Amended and Restated Effective January 1, 2011). She stated that the trust agreement has been amended to reflect the new money manager Pyramis Small/Mid Cap Core effective April 5, 2013.

Mr. Dahlman moved to approve Amendment No. One To The Adams County Retirement Plan Fund Trust Agreement (As Amended and Restated Effective January 1, 2011) to include the new investment to Pyramis. Ms. Bruno seconded the motion and it was unanimously carried.

Senate Bill 13-011 – Civil Unions

Ms. Birley stated that Senator Steadman was one of the sponsors on Senate Bill 13-011 which was enacted regarding civil unions. Ms. Birley indicated that it is unclear right now if this bill will have any impact on the Retirement Plan. Ms. Birley stated that she will keep the Board updated.

STANDING REPORTS

Watershed Investment Consultants, Inc. – Gary Ratliff Investment Updates – Performance Update

Mr. Ratliff started by giving the Board an update on Mr. Connors. He indicated that Mr. Connors had surgery last week and is doing well. He proceeded by giving the February 2013 update on the Adams County

Retirement Plan. Mr. Ratliff indicated that the US equity rally which has occurred over the last few quarters continued in the 1st quarter of 2013. He stated the S&P was up 10% and the top performing index in the 1st quarter was the Japanese EAFE which was up 19%. Mr. Ratliff indicated the Adams County Retirement Plan ended at \$204,047,601 for the month. He stated that the Plan is within its target allocations with an investment gain of \$803,736.

Davis Graham & Stubbs, LLP Legal Information Updates

None

Retirement Staff – Administrative Business Administrative Updates

CliftonLarsonAllen

Ms. Mathisen indicated that CliftonLarsonAllen was suppose to present the 2012 Financial Statements and Audit Report on the Adams County Retirement Plan but due to unforeseen events CliftonLarsonAllen was unable to provide Ms. Mathisen with information to complete the Management Discussion & Analysis. CliftonLarsonAllen will present the 2012 Financial Statements and Audit Report at the May 2013 Board meeting.

Colorado Plan Advised to Consider Equity Replacements

Ms. Mathisen indicated that the Board members had a copy of a news article that was prepared by Ms. Lewis, Investment Management Mandate Pipeline. Ms. Mathisen stated that since the Retirement staff posts the approved minutes on the Retirement website quickly Ms. Lewis took the information from the February 2013 minutes about replacing Thompson Siegel & Walmsley and proceeded to write an article. Ms. Lewis then notified Thompson Siegel & Walmsley before Mr. Connors, Watershed Investment Consultants or herself had an opportunity to notify Thompson Siegel & Walmsley of the Board's decision. Ms. Mathisen indicated that she found out about the article from Ms. Kessler, Digital Content Coordinator at Adams County. Ms. Kessler stated that Adams County had received tweets (twitter comments) about the article.

CEBS – Certified Employee Benefits Specialists

Ms. Mathisen stated that it was with great joy to announce that Ms. Haines and herself have earned their CEBS designation. She wanted to thank the Board for their support over the years. Ms. Mathisen indicated that there would be a press release posted on the intranet. She stated that Ms. Haines and herself are among only 12,000 graduates with the CEBS designation.

Ms. Haines proceeded by also thanking the Board for their support. She indicated that Ms. Mathisen and herself would like to attend the 32nd Annual ISCEBS Employee Benefits Symposium held September 22-25, 2013 for the conferment ceremony, as well as to attend the employee benefits conference.

Retirement Website Redesign

Ms. Mathisen indicated that Mr. McIntosh has made his appointment to take his picture for the Retirement website. She then reminded the other Board members to schedule their appointment with the photographer.

PensionGold National User's Group Conference April 11 & 12, 2013, Austin, Texas

Ms. Mathisen reminded the Board that the Retirement Office would be closed on April 11-12, 2013. She indicated that she will be attending the PensionGold National User's Group Conference and Ms. Haines will be on vacation.

OTHER BUSINESS

None

Mr. Dahlman moved to adjourn the Regular Board Meeting and Mr. McIntosh seconded the motion at 2:30 p.m. The motion was unanimously carried.

Mr. Dahlman moved to convene in Executive Session pursuant to (1) C.R.S. Section 24-6-402(4)(b) in order to approve the minutes from the March 5, 2013 Board meeting on receiving legal advice regarding pension benefit payments. Also, pursuant to (2) C.R.S. Section 24-6-4-2(4)(f)(I) in order to approve the minutes from the March 5, 2013 Board meeting in regards to Personnel Matters for the Adams County Retirement Plan. Mr. McIntosh seconded the motion and it was unanimously carried.

EXECUTIVE SESSION

“Legal Advice Regarding Pension Benefit Payments”

Mr. Dahlman moved to approve the Executive Session minutes for March 5, 2013. Mr. McIntosh seconded the motion and it was unanimously carried.

“Personnel Matters”

Ms. Bruno moved to approve the Executive Session minutes for March 5, 2013. Mr. McIntosh seconded the motion and it was unanimously carried.

The Regular Board Meeting reconvened at 2:37 p.m. with all Board members, Retirement staff and legal counsel present.

Recess at 2:38 p.m.

Reconvened at 2:40 p.m.

All Board members, staff and legal counsel present.

Media Contact

Ms. Mathisen indicated that currently if a media outlet calls regarding hiring of a new money manager for the Adams County Retirement Plan she does not confirm until the minutes have been approved. She stated that she will disclose the candidates for consideration and indicate that is subject to legal counsel review. Ms. Mathisen asked the Board if they wanted her to complete the media contact form that Adams County uses for their requests. After some discussion the Board agreed that Ms. Mathisen should use the form.

The Regular Board Meeting adjourned at 2:55 p.m.

Respectfully submitted,

Debbie Haines, Senior Benefits Manager
(Corresponding Secretary)

NEXT BOARD MEETING

TUESDAY, MAY 7, 2013 –

**REGULAR BOARD MEETING
ADAMS COUNTY GOVERNMENT CENTER
4430 SOUTH ADAMS COUNTY PARKWAY
PLATTE RIVER B CONFERENCE CENTER
BRIGHTON, COLORADO 80601-8202**