

**West Palm Beach Police Pension Fund
2100 North Florida Mango Road
West Palm Beach, Florida 33409**

Minutes

**July 11, 2014
8:30 AM**

CALL THE MEETING TO ORDER

Mr. Frost called to order the West Palm Beach Police Pension Fund Meeting on July 11, 2014 at 8:35 AM, in the main conference room of the Ernest George Building of the Palm Beach County Police Benevolent Association.

Present at the meeting: Jonathan Frost - Board Chairman, Troy Marchese - Board Secretary (*Departed at 10:00 AM.*), Wilton White - Board Trustee, Craig Kahle - Board Trustee and Chris Fragakis – Board Trustee.

Also present: Jeff Green, City Administrator - City of West Palm Beach; Peter McCarthy - OFI; Bill Bell & Mary Byrom, Atlanta Capital; Bill Lynch & Nathaniel Paull, New Amsterdam; Laurie Watson & Jon Quigley, Great Lakes Advisors; Brendan Vavrica, Thistle Asset Consulting; Lou Penque, Active Member; Bonni Jensen, Board Attorney, Law Offices of Perry & Jensen, LLC; Dave Williams, Plan Administrator.

PUBLIC COMMENT

No comments provided

APPROVAL OF THE MINUTES

After making his recommendations that were duly noted, Mr. Frost asked if there were any additional changes required to the minutes of June 13, 2014. Mr. Marchese made the motion to approve the minutes as cited, which was seconded by Mr. Kahle. All Trustees voted yes, and the motion was passed 5-0.

APPROVAL OF DISTRIBUTIONS

New Warrants were presented for review and execution. Warrants approved at the last meeting were presented to the Board in spreadsheet format by Mr. Williams. A formal administrative report was also provided for consideration. After Mr. Williams detailed the report, Mr. Fragakis made the motion to approve, which was seconded by Mr. Kahle. All Trustees voted yes, and the motion was passed 4-0. (Mr. Marchese was off the dais).

OFI GLOBAL – Emerging Market

Mr. Peter McCarthy appeared before the Board and reviewed the June 30, 2014 investment report. Mr. McCarthy provided a brief firm update. Mr. McCarthy highlighted the investment team and portfolio construction details. An analysis followed by sector and country.

According to Mr. McCarthy, the trailing year return for the period ending June 30, 2014 was 19.60% (net) compared to 14.31% for the MSCI Emerging Market Index. For the fiscal year September 30, 2013 to June 30, 2014, the portfolio returned 9.87% (net) vs. 8.08% for the benchmark cited.

INVESTMENT MANAGER PRESENTATION – SMID CAP

- Atlanta Capital
- New Amsterdam
- Great Lakes Advisors

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INVESTMENT MANAGER PRESENTATION – SMID CAP (Con't)

Bill Bell & Mary Byrom, Atlanta Capital; Bill Lynch & Nathaniel Paull, New Amsterdam; Laurie Watson & Jon Quigley, Great Lakes Advisors were all provided an opportunity to address the Board with regard to their firm's SMID Cap Equity Strategy. The representatives provided details about their respective companies. The firm's investment team experience, philosophy, investment process and history were outlined in detail. All candidates provided thought provoking presentations to the Board of Trustees.

The Board discussed all aspects of each presentation and what would be the best complement to our Fund. The donor managers were also discussed and the Board listened to recommendations from Mr. Vavrica. By consensus, Mr. Fragakis made the motion to retain New Amsterdam, based on 50% of the account balance of Oak Ridge & 50% of the account balance of Anchor Capital at the time of the transfer date. Representatives from Thistle should consider the use of a Transition Manger, if determined to be in the best interest of the Fund. Further, the Chairman shall have the authority to execute all agreements after review & approval of Mrs. Jensen. Finally, the Plan Administrator has the authority to move the assets accordingly to achieve the foregoing as soon as administratively practical. That motion was seconded by Mr. White. All Trustees voted yes, and the motion was passed 4-0. (Note: Mr. Marchese off the dais).

Mr. Vavrica indicated he will communicate with all the respective managers and will update the investment policy accordingly.

ATTORNEY'S REPORT

Mrs. Jensen reminded members to file their financial disclosure forms.

Mrs. Jensen highlighted letters received from Fiduciary Trust (FTIS) relative to the services they contracted with UMB Bank, n.a. for cash deposit services. The second correspondence related to the processing of retirement payments. Mr. Williams did not feel the retirees would see any difference.

Mrs. Jensen reminded the Board that the Zangara Matter is going to be heard on August 8th.

Mrs. Jensen advised that the IME for the Murray Matter is expected at anytime. The Board felt that due to future agendas being full, a special meeting would be in order at this juncture. The Board selected July 25, 2014 at 8:30 AM. Notice will be provided to Mr. Murray accordingly.

Mrs. Jensen updated the Board on the Mintus Matter. The insurance company advised that coverage would be considered, if the complaint is accepted by the court.

Mrs. Jensen reflected that Mr. Williams met with Mr. McDonald with regard to a refund of his pension contributions. Mr. McDonald did not wish for a refund in lieu of a potential forfeiture hearing. It was reported that Mr. McDonald would be sentenced on July 18, 2014. A complete transcript of the hearing will be sought at that time.

ADMINISTRATOR'S REPORT

Mr. Williams indicated that he spoke with Ms. J. Bittenger, Auditor relative to the GASB 67 requirements. As a result of that conversation, direction was given to Mr. Amrose, Actuary to work in concert with Ms. Bittenger in the completion of the new report. The Board concurred with this action.

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Mr. Williams briefed the Board on a recent health insurance transition. Refunds are in order to the members as the change was effective July 1, 2014, but the changes/selections were not received until after the bank's payroll cutoff date. The refunds made will offset the city's August 1, 2014 payment. The city's insurance representative was aware of the situation.

OPEN DISCUSSION

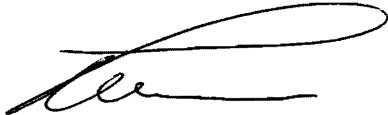
Mr. Vavrica provided a flash report of the plan assets. The estimated value of the Fund as of June 30, 2014 was valued at \$263,834,000.00 up from \$258,960,000.00 as of March 31, 2014.

ADJOURNMENT

Being there was no other business; the meeting was adjourned at 11:00 AM.

Next special meeting is scheduled for July 25, 2014 at 8:30 AM

Next meeting is scheduled for August 8, 2014 at 8:30 AM

A handwritten signature in black ink, appearing to read 'Troy Marchese', with a large, sweeping flourish above the name.

Troy Marchese, Board Secretary