

EXECUTIVE SESSION - not needed per Pension Board Attorney (8:22 a.m.)

- (Nick Brannick) Update – From counsel regarding current litigation (In Re Tribune case).

A brief discussion was held on the Tribune Litigation.

- To approve the minutes of the April 17, 2019 Executive Session.

A motion was made by Terry Stone and seconded by David Gregor to approve the minutes of the April 17, 2019 Executive Session.

***THE MOTION WAS ADOPTED UNANIMOUSLY.**

APPROVAL OF THE INVOICES (8:29 a.m.)

Boomershine Consulting Group	\$15,793.75	March 2019
Income Research & Mgt.	\$11,436.67	1 st Quarter 2019 (CBFII Portfolio)
Income Research & Mgt.	\$4,256.50	1 st Quarter 2019 (TIPS Fund)
JP Morgan	\$41,872.22	1 st Quarter 2019
Mellon	\$87,088.52	1 st Quarter 2019

A motion was made by Rich Piekarski and seconded by Saul Polish to approve the payment of invoices.

***THE MOTION WAS ADOPTED UNANIMOUSLY.**

COORDINATOR'S REPORT by Frank Benevento (8:30 a.m.)

- ❖ Gross Payroll and Employer Contributions for the month of March 2019.
- ❖ Pension Trust Asset Summary – March 2109
- ❖ Pension Payments - April 2019
 - Payees for April 2019 1,478
 - Active Participants 1,046
 - DelPen 383
 - DelPen (ret) 50
 - Benefits total \$3,600,707.44

CAPITAL CALLS (8:30 a.m.)

- Blue Bay Direct Lending \$194,280.94 05/02/2019
- Vista Equity Partners \$8,705.00 05/20/2019

Note: On the electronically distributed agenda to the Board, Crescent Direct Lending was listed as a capital call when in fact it is a capital distribution

DISTRIBUTION OF CAPITAL (8:31 a.m.)

- Lexington Partners \$33,640.00 04/30/2019
- Vista Equity Partners \$21,323.00 04/30/2019
- Crescent Direct Lending \$161,908.00 05/08/2019

APPROVAL OF THE APPLICATIONS FOR BENEFITS (8:31 a.m.)

Service Retirements

(05787)	\$3,739.75	05/11/2019	RetGen
(06414)	\$153.71	04/07/2017	PenPIn (vested)
(08678)	\$1,767.10	06/30/2019	RetGen

DelPen Retirements (8:31 a.m.)

(06547)	n/a	06/03/2019	
(07746)	n/a	05/04/2019	
(07964)	n/a	05/10/2019	

APPROVAL OF THE SURVIVOR BENEFITS (8:31 a.m.)

(14356)	\$800.81	04/20/2019	PenPIn
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APPROVAL OF THE LUMP SUM BENEFITS (8:31 a.m.)

(14363)	\$2,360.00	05/01/2019	SCGPen
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APPROVAL OF THE REFUND BENEFITS (8:31 a.m.)

(13489)	\$4,188.82	05/01/2019	CPGen
(12236)	\$10,018.10	05/01/2019	CPGen
(13433)	\$3,426.18	05/01/2019	CPGen

A motion was made by Saul Polish and seconded by Doug Merrill to approve the service retirements, survivor, lump sum and refund benefits.

***THE MOTION WAS ADOPTED UNANIMOUSLY.**

OLD BUSINESS (8:32 a.m.)

- (Frank Benevento) - Blackstone Partner Fund investment increase (\$9.5M - \$13M) - *The minutes from our September 19, 2018 Pension Board Meeting reflects a motion to “approve the selection of Blackstone Partners Fund to replace EntrustPermal in our Hedge Fund portfolio with a \$9.5 million allocation”. Our target weight in our portfolio for hedge funds is 5%. In an effort to bring our weight in line with our target weight of 5%, we are asking the Pension Board to make a motion to increase our investment with Blackstone from \$9.5 million to \$13 million.*

A motion was made by Doug Merrill and seconded by David Gregor to approve the increase to Blackstone Partner Fund to \$13 million dollars to bring our weight in line with our target weight of 5%.

***THE MOTION WAS ADOPTED UNANIMOUSLY.**

- Update - Pension Software (Frank Benevento) - *We are waiting for a response from New Castle County’s Chief of Technology and Administrative Services Officer for information from Tyler Technologies to further discuss their pension administration software product. I will provide the Pension Board with an update in June, if so.*

OLD BUSINESS (Cont'd)

- Update - *Actuarial audit (Frank Benevento) - We have submitted a proposal request, for, obtaining a qualified actuarial firm to conduct a full-scope actuarial audit of the New Castle County Employees' Pension Program January 1, 2019 actuarial valuation. The proposal was invitation only and the three firms asked to submit a proposal are:*

1. Bolton
2. Cheiron
3. GRS

The following schedule has been set for informational and planning purposes; however, the New Castle County Employees' Pension Board of Trustees reserves the right to change these dates:

<i>Email Proposal Request (invitation only)</i>	<i>April 30, 2019</i>
<i>Submission of Questions</i>	<i>May 10, 2019</i>
<i>Response to Questions</i>	<i>May 24, 2019</i>
<i>Proposal Responses Deadline</i>	<i>June 7, 2019</i>
<i>Evaluation of Proposals</i>	<i>June 19, 2019</i>
<i>Finalist Presentations (if needed)</i>	<i>TBD</i>
<i>Effective Date of Contract</i>	<i>July 2019</i>
<i>CHOSEN FIRM WILL HAVE 16 WEEKS TO PREPARE A FINAL REPORT AND OPION.</i>	
<i>Final Report and Opinion Presentation</i>	<i>November 20, 2019</i>

- *MetLife 401(a) contract extension (Frank Benevento) - We are asking the Pension Board to make a motion to approve a one-year extension (07/01/19 – 06/30/20) to our services agreement for our County 2011 Plan 401(a) services agreement with MetLife. As a reminder, the Pension Board is the fiduciary of the 401(a) portion of the County 2011 Plan. As a note, the County has also approved a one-year extension (07/01/19 – 06/30/20) for the County's 457(b) deferred compensation plan.*

A motion was made by David Gregor and seconded by Paul Frese to approve the one-year contract extension for County 2011 Plan 401(a) Plan service agreement with MetLife from 7/1/19 – 06/30/2019.

***THE MOTION WAS ADOPTED UNANIMOUSLY.**

A brief discussion was held on the MetLife services.

The Board suggested a sub-committee be formed so they are included in the Deferred Compensation Committee RFP process. Pension staff will check the date of MetLife's last presentation and schedule them to come in to present in September 2019.

- *(Sanjay Bhatnagar) - Review of Annual Report per NCC Code § 02.04.001 – This is just a follow-up from last month we have been submitting these reports as required by NCC Code. The report is submitted to the County Executive and County Council. The reports we've been doing in the past are substantially compliant with the requirements. The code does also require that the report state any "Challenges to Performance of Function and Suggestions for Changes". Going forward we will prepare a draft in January and bring it to the board in February for submission in March.*

OLD BUSINESS (Cont'd)

A discussion was held on the Annual Report per NCC Code Sec 02.04.001

NEW BUSINESS (8:50 a.m.)

- (Kevin Leonard) – *Gave a brief overview of Brookfield Capital Partners and answered questions the Board members had prior to the presentation.*
- Brookfield Capital Partners Investment Manager presentation by David Mullane and Dave Gregory.

A motion was made by Rich Piekarski and seconded by Doug Merrill to accept NEPC's recommendation to allocate \$7 million dollars for the Brookfield Capital Partners Fund V for as part of the Private Equity strategy.

***THE MOTION WAS ADOPTED UNANIMOUSLY.**

- (Kevin Leonard) - *Review the Preliminary Investment Performance "Flash" report for the period ending April 30, 2109, NEPC Private Markets Investment Due Diligence Report (Brookfield Capital Partners V) and the 1st Quarter 2019 Investment Summary distributed for review and discussion.*
 - *Discussion next month on Emerging Market Debt Managers with recommendations*
 - *Investment Policy review*
- (Kevin Leonard) - *Discussion on a formal asset allocation recommendation. Tabled until next meeting.*
- (Kevin Leonard) - *Discussion on potential replacements for Stone Harbor. Tabled until next meeting.*

ADJOURNMENT (10:29 a.m.)

A motion was made by Terry Stone and seconded by Mike Finnigan to adjourn the meeting at 10:29 a.m.

***THE MOTION WAS ADOPTED UNANIMOUSLY.**