

BRISTOL COUNTY RETIREMENT BOARD

At a meeting of the Bristol County Retirement Board held on the 25th day of January, 2017 at the Bristol County Retirement Board Office, 645 County Street, Taunton, Massachusetts at 9:00 A.M.

Present: Christopher T. Saunders, Chairman of the Board
William M. Downey, Board Member
Stephen J. Rivard, Board Member
Christine N. DeFontes, Board Member
John T. Saunders, Board Member
Roxanne L. Donovan, Executive Director
Atty. Michael Sacco, Legal Counsel to the BCRB

The Bristol County Retirement Board reviewed and approved the most current bank reconciliations and the expense, refund and transfer vouchers.

INVESTMENT AND FINANCIAL DISCUSSION

Segal Marco Advisors Financial Consultants
In attendance: Marc Procek and Michaela Pastore

1. On a motion by Member Rivard and second by Member Downey, the BCRB voted unanimously to approve the investment transactions that were executed by Income Research and Management, Inc. (Fixed Income) and Arrowstreet Capital, Earnest Partners, LSV, RiceHallJames, Trust & Fiduciary Services, Lyrical Partners (Equities), and CBRE Clarion (Real Estate) for the month ending December 2016.

2. On a motion by Member Rivard and second by Member Downey, the BCRB voted unanimously to approve all investment transactions executed in-house thus far through January 2017.

3. Mr. Procek provided an update on the BCRB Investment Management Fee Analysis. In comparison to peer group, the BCRB is receiving higher returns

4. The BCRS reviewed correspondences regarding Aberdeen Asset Management, Inc. All documents are in order and require the Chairman's signatures. After documents are approved by Aberdeen, Mr. Procek recommended funding in two installments, with the first installment being \$12 million (\$26 million commitment). Mr. Procek recommended requesting redemptions from Freedom/RBC and Arrowstreet in the amount of \$6 million each. On a motion by Member Rivard and second by Member Downey, the BCRB voted unanimously to approve the recommendation.

5. The Board discussed with Mr. Procek and Ms. Pastore cash needs for retiree payroll. They had reviewed the current overall reports for December and indicated that a withdrawal from non-domestic equities would be the most appropriate source of funding. With this in mind, a motion by Member Rivard and second by member Downey was followed by a unanimous vote of the BCRB to request redemptions of \$5 million each from CBRE and Income Research Government Portfolio.

6. Mr. Procek discussed the requirements for conducting ongoing searches to comply with Chapter 176. He recommended that Segal Marco Advisors provide a schedule for the upcoming year at the next meeting. On a motion by Member Rivard and second by Member Downey, the BCRB voted unanimously to approve the recommendation.

MANAGER REVIEWS:

Presentation booklets were provided in advance of meeting.

TIMBERLAND INVESTMENT
Conference Call: Timothy Hartigan, Managing Director

Mr. Hartigan discussed the funds progress and the purchases over the past 12 months. Investment objective is to optimize total return through investment in a diversified portfolio of timberland properties in the Eastern United

States. The approach is to identify inefficiencies in the asset class to unlock value for clients. There were two more assets purchased in 2016. They are contracted to purchase the fund's seventh and final property in the 1st Quarter 2017. They expect to start distribution cash in 2017. ETO II has returns of 10.48% since inception through 9/30/16. Performance continues to be driven by value-added acquisitions.

BROOKFIELD TIMBERLAND MANAGEMENT

Conference call: Reid Carter, Managing Partner

Mr. Carter discussed that the fund did well in the third quarter and completed a distribution to investors shortly after the end of the quarter. The fund's investment period has concluded. The investment represents an annual cash yield of approximately 7%. Given the nature of the operating cash flow, they expect regular distributions going forward, with the next distribution expected in the first half of 2017.

DUPONT CAPITAL

Conference call: Kimberly Fetterman, Client Services Manager and Daryl Brown, Director, Private Equity

Ms. Fetterman reviewed the company structure and the portfolio summary. Mr. Brown reviewed the Top 10 Holdings (Based on NAV), which represents 68% of Fund II. The best performance is from H.I.G. Capital Partners IV at 2.8x and Shelf Drilling at 2.3x. Portfolio IRR since inception through September 30, 2016 was 2.3% gross and .9% Net IRR. Total Return Multiple is 1.1x. The Fund is in liquidation mode.

COLCHESTER GLOBAL BOND FUND

Conference call:

Mamak Shahbazi, Principal and Lily Leong, Vice President

Ms. Shahbazi reviewed the philosophy to invest primarily in high quality sovereign bond markets that offer attractive real yields and sound finances. She discussed the 2016 performance which was 4.33% gross and -1.02% since inception as of December 31, 2016. Currency was the largest detractor, with all except US Dollar, Brazil Real, Australian Dollar and New Zealand Dollar having negative returns. Economic and Inflation Outlook was discussed. Ms. Shahbazi noted that global growth likely to remain steady at slightly above 3%, although rotating as the developed world consumer increasingly underpins activity. Ms. Shahbazi expects that inflation will increase.

OLD BUSINESS – LEGAL

1.

DENISE PARKER

Town of Easton-School Department (Food Service)
Ordinary Disability Retirement Application

On a motion by Member Rivard and second by Member Downey, the BCRB voted unanimously to receive and place on file PERAC's approval dated December 20, 2016 of the Ordinary Disability Retirement Application submitted by Ms. Parker pursuant to M.G.L. Chapter 32, Section 6.

2.

ROBERT G. MEDAS, JR.

Town of Norton Highway Dept.
ADR/ODR Application

The Board reviewed the medical panel certificate and narrative report in which the physicians have answered the three (3) questions in the affirmative regarding Mr. Medas' disability, and also reviewed a letter from Atty. Michael Sacco to the BCRB indicating his opinion that the Panel's decision is both substantively and procedurally appropriate. On a motion by Member Rivard and second by Member Downey, the BCRB voted unanimously to approve the accidental disability application of Mr. Medas, subject to PERAC's approval.

3.

CHARLES LACKIE
Involuntary and Voluntary Disability Applications
Town of Dartmouth Police

The Board reviewed the medical panel certificate and narrative report in which the physicians have answered the three (3) questions in the affirmative regarding Mr. Lackie's disability, and also reviewed a letter from Atty. Michael Sacco to the BCRB indicating his opinion that the Panel's decision is both substantively and procedurally appropriate. On a motion by Member Rivard and second by Member Downey, the BCRB voted unanimously to approve the accidental disability application for Mr. Lackie, subject to PERAC's approval.

NEW BUSINESS – LEGAL

1. The BCRB discussed Attorney Sacco's All Client Memos and the impact to the retirement system. On a motion by Member Rivard and second by Member Downey, the BCRB voted unanimously to receive and place on file.

2. The BCRB reviewed PERAC's letter Not Approving the Board's Membership Policy and their Acceptance of the Board's Creditable Service Regulations. On a motion by Member Rivard and second by Member Downey, the BCRB voted unanimously to receive and place on file.

3.

JAMES M KIRBY
Widower of Susan M. Kirby (Town of Rehoboth) Date of Death: June 14, 1995

On a motion by Member Rivard and second by Member Downey, the BCRB voted unanimously to reinstate Mr. Kirby's benefits that were previously reduced due to the remarriage penalty.

4.

KATHLEEN MARTIN
Widow of Antone Martin Jr. (Town of Dartmouth) Date of Death: December 29, 2016

On a motion by Member Downey and second by Member Rivard, the BCRB voted unanimously approve Survivor Benefits Under Section 101, pending approval of Accidental Death Benefits.

NEW BUSINESS – REGULAR

1. On a motion by Member Rivard and second by Member Downey, the BCRB voted unanimously to approve the first payment to newly retired members of the Bristol County Retirement System for the month of January 2017:

Daniel E Chase	County of Bristol	December 31, 2016
Louann Jenkinson	Town of Acushnet	December 15, 2016
John F Morrissey III	Town of Norton	December 3, 2016
Loretta M Wilson	Town of Norton	December 10, 2016
Michelle C Dibiasio	Town of Somerset	December 6, 2016
David M Sroczynski	Town of Somerset	December 17, 2016
Raymond Cambra	Town of Westport	December 31, 2016
John Richard	Town of Westport	December 31, 2016

2. On a motion by Member Rivard and second by Member Downey, the BCRB voted unanimously to approve the make-up payments for the purchase of previous creditable service regarding the following members of the retirement system for the month of January 2017:

Jerry Santos	Town of Dighton	0 Years 8 Months Call-Fire Service
Antone R Dias Jr.	Dartmouth Fire #3	5 Years 0 Months Call-Fire Service
Edward F Dutra Jr.	Town of Dighton	6 Years 2 Months Reserve Police

3. On a motion by Member Downey and second by Member Rivard, the BCRB voted unanimously to approve the Bristol County Retirement System fund budget sheet for period ending January 2017.

4. On a motion by Member Rivard and second by Member John Saunders, the BCRB voted unanimously to receive and place on file a memorandum (#30-2016) from Joseph E. Connarton, Executive Director of PERAC, dated December 29, 2016, to the BCRB regarding 840 CMR 10:10(3) & 10:15(4)-Annual Review of Medical Testing Fee

5. On a motion by Member Rivard and second by Member John Saunders, the BCRB voted unanimously to receive and place on file a memorandum (#1-2017) from Joseph E. Connarton, Executive Director of PERAC, dated January 5, 2017 to the BCRB regarding Updated Public Records Law (chapter 121 of the Acts of 2016). After some discussion, on a motion by Member Rivard and second by Member Downey, the BCRB voted unanimously to select the Executive Director, Roxanne Donovan, as the Public Records Access Officer (RAO).

6. On a motion by Member Rivard and second by Member John Saunders, the BCRB voted unanimously to receive and place on file a memorandum (#2-2017) from Joseph E. Connarton, Executive Director of PERAC, dated January 5, 2017 to the BCRB regarding The Binding Effect of PERAC's Memoranda on All Retirement Boards.

7. On a motion by Member Rivard and second by Member John Saunders, the BCRB voted unanimously to receive and place on file a memorandum (#3-2017) from Joseph E. Connarton, Executive Director of PERAC, dated January 5, 2017 to the BCRB regarding 2017 Limits under Chapter 46 of the Acts of 2002. (Annual Memo).

8. On a motion by Member Rivard and second by Member John Saunders, the BCRB voted unanimously to receive and place on file a memorandum (#4-2017) from Joseph E. Connarton, Executive Director of PERAC, dated January 5, 2017 to the BCRB regarding 2017 Limits under Section 23 of Chapter 131 of the Acts of 2010. (Annual Memo)

9. On a motion by Member Rivard and second by Member John Saunders, the BCRB voted unanimously to receive and place on file a memorandum (#5-2017) from Joseph E. Connarton, Executive Director of PERAC, dated January 5, 2017 to the BCRB regarding FY 2016 COLA Notice. (Annual Memo).

10. On a motion by Member Rivard and second by Member John Saunders, the BCRB voted unanimously to receive and place on file a memorandum (#6-2017) from Joseph E. Connarton, Executive Director of PERAC, dated January 12, 2017 to the BCRB regarding Mandatory Retirement Board Member Training=1st Quarter 2017.

11. On a motion by Member Rivard and second by Member John Saunders, the BCRB voted unanimously to receive and place on file a memorandum (#7-2017) from Joseph E. Connarton, Executive Director of PERAC, dated January 19, 2017 to the BCRB regarding Actuarial Data. (Annual Request for Data).

12. On a motion by Member Rivard and second by Member John Saunders, the BCRB voted unanimously to receive and place on file a memorandum (#8-2017) from Joseph E. Connarton, Executive Director of PERAC, dated January 19, 2017 to the BCRB regarding Continuing Membership of "Non-Full-Time Employees".
13. On a motion by Member Rivard and second by Member John Saunders, the BCRB voted unanimously to receive and place on file a memorandum (#9-2017) from Joseph E. Connarton, Executive Director of PERAC, dated January 19, 2017 to the BCRB regarding Buyback and Make-up Repayment Worksheets. (Annual Update)
14. On a motion by Member Rivard and second by Member John Saunders, the BCRB voted unanimously to receive and place on file a notice from the PERAC Disability Unit relative to eight (8) retirees scheduled for evaluations.
15. On a motion by Member Rivard and second by Member Downey, the BCRB voted unanimously to receive and place on file a letter from Joseph E. Connarton, Executive Director of PERAC, dated January 6, 2017 to Christopher Saunders regarding the Examination of the BCRB for the period January 1, 2011 through December 31, 2013.
16. On a motion by Member Rivard and second by Member Downey, the BCRB voted unanimously to allow for the pre-payment of postage to Neopost effective this month.
17. On a motion by Member Rivard and second by Member Downey, the BCRB voted unanimously to approve the Board Meeting Minutes for the following months:
December 21, 2016

EXECUTIVE SESSION

On a motion by Member Rivard and second by Member Downey the Bristol County Retirement Board voted by roll call vote (Rivard-aye, Downey-aye, J. Saunders-aye,) to go into Executive Session at 11:40 a.m., in accordance with M.G.L. Chapter 30A, Section 21 to discuss strategy with respect to litigation. Chairman Saunders indicated that the Board would not resume in open session.

On a motion by Member Downey and second by Member Rivard, the BCRB voted unanimously to adjourn their regular meeting at 11:40 A.M.

The next meeting of the Bristol County Retirement Board is scheduled for Tuesday, February 28, 2017, at 9:00 a.m. at the offices of the Bristol County Retirement Board

SIGNATORIES:

Prepared by: _____
Roxanne L. Donovan

Christopher T. Saunders, Chairman of the Board

William M. Downey, Board Member

Stephen J. Rivard, Board Member

John T. Saunders, Board Member

Christine N. DeFontes, Board Member