

**MINUTES**  
**BOARD OF TRUSTEES**  
**OKLAHOMA MUNICIPAL RETIREMENT FUND**  
**December 21, 2023**

**1. Call To Order**

The Board of the Oklahoma Municipal Retirement Fund met at the Oklahoma Municipal Retirement Fund Offices, Oklahoma City, Oklahoma, on December 21, 2023, at 10:07 a.m. with Chair Doolen presiding.

**2. Roll Call**

Chair Doolen requested Whatley take the roll call. A quorum was declared. On the roll call, the following members were present.

**BOARD OF TRUSTEES:**

Chair: Donna Doolen, Retiree, City of Ada  
Vice Chair: Robert Johnston, City Manager, City of Clinton  
Treasurer: Jim Lockett, Jr., Retiree, City of Thomas  
Secretary: Robert Park, Retiree, City of Sallisaw  
Members: Shaun Barnett, City Manager, City of Woodward  
Tamera Johnson, Retiree, City of Shawnee  
Melissa Reames, Retiree, City of Stillwater  
Ed Tinker, Retiree, City of Glenpool

**OTHERS PRESENT:**

OkMRF Staff: Jodi Cox, CEO & Director  
Chris Whatley, CIO & Plan Advisor  
Rhnea Stewart, Fund Accountant

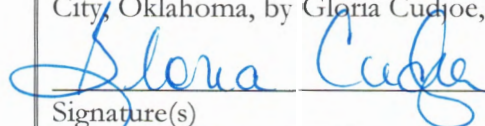
OkMRF Attorney: David Davis

Other: Dan Bledsoe, Finley & Cook  
Deltra Hayes, Voya  
Adria Campbell, Voya  
Chuck Dean, Dean Actuaries  
Regina Story, Future OkMRF Staff Member  
Kevin Balaod, WithIntelligence (*via video*)

Whatley opened the meeting with prayer and Johnson led the Pledge of Allegiance.

Doolen welcomed everyone and called the meeting to order.

**NOTICE:** The agenda for December 21, 2023, was posted in Columbus Square, Oklahoma City, Oklahoma, by Gloria Cudjoe, by 10:00 a.m. on December 20, 2023.

  
Signature(s)

**3. Approval of Consent Agenda**

The following items were presented under the consent agenda.

**A. Minutes of November 30, 2023 Meeting(s)**

**B. Monthly Valuation of Fund Assets & Unit Values by Custodian as of November 30, 2023**

Option	Value By Fund
Defined Benefit	\$ 706,324,440.13
International Investment Equity	\$ 8,747,797.90
Aggressive Equity	\$ 18,539,814.76
Real Assets Fund	\$ 779,665.68
ESG US Stock Fund	\$ 1,872,540.64
Global Equity	\$ 11,614,486.31
Growth and Value Equity	\$ 24,754,597.83
S & P 500 Index	\$ 40,363,875.07
Target Retirement 2065	\$ 189,725.76
Target Retirement 2060	\$ 9,937,722.20
Target Retirement 2055	\$ 9,945,234.11
Target Retirement 2050	\$ 15,010,852.39
Target Retirement 2045	\$ 18,840,244.55
Target Retirement 2040	\$ 23,603,640.36
Target Retirement 2035	\$ 30,004,906.75
Target Retirement 2030	\$ 34,608,659.36
Target Retirement 2025	\$ 41,904,767.74
Target Retirement 2020	\$ 21,603,594.01
Target Retirement Income	\$ 18,304,586.75
Total Yield Bond Fund	\$ 6,523,815.04
Bond Index	\$ 14,219,641.74
Voya Fixed Plus III	\$ 51,125,641.69
Loan Portfolio	\$ 7,705,461.27
Self Directed Brokerage	\$ 332,829.24
Total Assets	\$ 1,116,858,541.28

**C. Purchases and Sales of Assets for November 2023**

**D. Administrative Expenses and Fees**

**Expenses and Fees for December**

Actuary & Recordkeeping	\$ 45,848.87
Administration	111,808.80
Attorney	3,750.00
Audit	16,000.00
Board Travel	1,462.54
Employer Directed Expense	0.00
Insurance	0.00
Investment Advisors	0.00
Custodial	7,981.78
Investment Consultant	0.00
Public Relations	0.00
Representative Travel	<u>2,658.20</u>
EXPENSES	\$ <u>189,510.19</u>

**E. Benefit Payments and Contribution Refunds for November 2023**

**F. Acknowledgement of Receipt of the PIMCO Real Assets Amended and Restated Declaration of Trust and Disclosure Memo Effective October 1, 2023**

Motion made by Luckett, seconded by Tinker to approve all items on the Consent Agenda.

Motion carried: AYE: Barnett, Doolen, Johnson, Johnston, Luckett, Park, Reames, and Tinker

NAY: None

**4. Consideration and Possible Action of Items Removed from the Consent Agenda**

No action taken.

**5. Comments from the Public**

None.

**6. Finley & Cook: Consideration and Possible Action Regarding 2022-2023 OkMRF Audit Report**

Bledsoe started by reviewing the required communication letter. Newly issued GASB Statements were briefly reviewed with three (3) adopted with no significant impacts to the financial statements. He reported no adjustments to fair value of investments or accounting

entries, no disagreements with management, no fraud issues, illegal acts, or material weaknesses in the internal control structure were discovered during the audit process. Sample size of test work confirmations did increase for this audit year due to growth in membership and participants. Response rate on the confirmations was good for the year.

The audited financial report for the Fund was briefly reviewed, stating an unmodified clean opinion. Bledsoe highlighted the market swing from the previous year resulted in increases in the fiduciary net position of \$44 million for the Defined Benefit Fund and \$29.1 million for Defined Contribution Fund, primarily attributable to net investment income. The Administrative Account, which is disclosed in the footnotes, was reviewed for the general operating expenses of the funds.

Motion made by Reames, seconded by Park to receive the Audited Financial Report as of June 30, 2023, and 2022 and the Auditor's Letter of Communication with Those Charged with Governance as of June 30, 2023.

Motion carried: AYE: Barnett, Doolen, Johnson, Johnston, Luckett, Park, Reames, and Tinker

NAY: None

## **7. Consideration and Possible Action Regarding Investment Committee Report**

### **A. ACG: Review of Monthly ASAP Reports**

Whatley reviewed the ASAP reports due to ACG being absent. November provided a solid return for the month of 6.28%, net of fees, with the DB asset base at \$689.1 million. Even with solid performance, the Fund slightly underperformed the policy portfolio for the month. Yet, over the longer time periods, the Fund continues to outperform the Policy Index. The International allocation outperformed the benchmark by 11 bps for the month. Additionally, the passive U.S. large cap delivered strong returns. The U.S. small/mid cap was the detractor. River Road underperformed the benchmark for the month but has provided excess performance on a trailing year. It was noted that the Private Equity allocation received its first cash distribution at a return of .77%. Plus, Whatley pointed out the dynamic change from a year ago for the Fixed Income allocation. The Real Estate allocation continues to struggle. On one hand, Clarion Lion is participating in the strong industrials market, while JPM continues to write down asset values quicker than most real estate managers.

DC Investment options performed as expected with strong returns overall for the month. The Target Retirement Funds represent 54% of the total assets and their monthly returns were robust with 4.6% at the most conservative option to 9.25% at the most aggressive option.

### **B. Consideration and Possible Approval of Establishing a Policy for Private Equity Distribution Proceeds as Recommended by the Investment Committee and Rejection or Approval of any Amendments Proposed and Considered by the Trustees at the Meeting**

As reported, the Private Equity allocation has received its first cash distribution proceeds. ACG and Staff are recommending the development of a standing directive related to cash distributions from Private Equity.

Motion made by Luckett, seconded by Park to establish a standing directive to Staff on Private Equity cash distribution proceeds, that the Plan's cash needs be assessed upon receiving a distribution. If cash is needed for upcoming expenses/benefits payments, the proceeds are to remain in cash. If cash is not needed, then the distribution proceeds need to be invested. For administrative ease, cash is to be accumulated and once in excess of \$250,000, the proceeds should be invested in the S&P 500 Index Fund as soon as administratively feasible.

Motion carried: AYE: Barnett, Doolen, Johnson, Johnston, Luckett, Park, Reames, and Tinker

NAY: None

**C. Consideration and Possible Action on Reallocation and/or Rebalancing of Assets as Recommended by the Investment Committee and Rejection or Approval of any Amendments Proposed and Considered by the Trustees at the Meeting**

Motion made by Luckett, seconded by Park to approve the \$7 million transaction from the SSgA S&P 500 Index Fund to the Miscellaneous account to fund DB pension payments as proposed by ACG and the Investment Committee for the DB portfolio.

Motion carried: AYE: Barnett, Doolen, Johnson, Johnston, Luckett, Park, Reames, and Tinker

NAY: None

**8. Consideration and Possible Action Regarding Administrative Committee Report**

No action taken.

**9. Consideration and Possible Action Regarding Contract Committee Report**

No action taken.

**10. Receive Report on Newly Adopted or Amended OkMRF Member Plans**

Whatley reported on plan changes for the OkMRF Members.

**11. OkMRF Staff Report**

Cox provided a report on the following:

- Update on the annual philanthropic event benefiting the Youth and Family Services of El Reno. Whatley and she met Trustee Rooney to deliver the Foster Care Kits and items on the agency's wish list. A tour of the facility was provided, and it was impressive to see the work and dedication of the staff. Cox reported that Rooney wanted to personally thank the Board and Staff for their contributions and care. It truly does make a difference.
- The Chair and CEO will be signing the annual management representation letter on behalf of OkMRF to Finley & Cook.
- An expression of appreciation to OkMRF Staff and Finley & Cook's team for the successful completion of the audit process.

- Next month, BlackRock will present a global economic update and investment overview. ACG will cover the 2023 highlights and the 2024 initiatives.
- The entire Staff was extremely grateful to the Board for the bonus incentive program. An award letter outlining OkMRF's collective 2023 accomplishments was provided.
- Cox personally thanked the Board for their strong leadership and guidance throughout this past year. The Board's dedication to over 19,000 Participants in the State of Oklahoma is noticeable.
- She expressed thanks to each Power Team Partner present. These professionals collectively provide guidance to the Board and Staff and help make the OkMRF fund a better system.
- Lastly, recognizing Davis, as the Board's attorney, for over forty-eight (48) years of dedicated service is to be appreciated and applauded.
- Provided update of CEO's scheduled time off during the holidays.

**12. New Business**

None.

**13. Trustee/Member Comments**

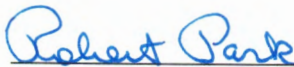
None.

**14. Roll Call**

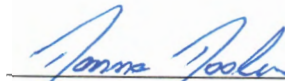
Whatley reported a quorum present.

**15. Adjourn**

With no further business to conduct the meeting adjourned.

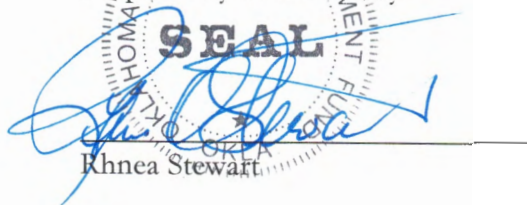


Robert Park, Secretary



Donna Doolen, Chair

Respectfully submitted by:



SEAL

Khnea Stewart