

MINUTES
BOARD OF TRUSTEES
OKLAHOMA MUNICIPAL RETIREMENT FUND
July 25, 2025

1. Call To Order

The Board of the Oklahoma Municipal Retirement Fund met at the Oklahoma Municipal Retirement Fund Offices, Oklahoma City, Oklahoma, on July 25, 2025, at 10:00 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:	Tamera Johnson, Retiree, City of Shawnee
	Melissa Reames, Retiree, City of Stillwater
	Tim Rooney, City Manager, City of Mustang (<i>non-voting member, due to virtual attendance outside of district</i>)
	Ed Tinker, Retiree, City of Glenpool

OTHERS PRESENT:

OkMRF Staff:	Jodi Cox, CEO & Director (<i>virtual</i>)
	Kevin Darrow, Retirement Plan Advisor
	Chris Whatley, CIO & Plan Advisor
	Regina Story, Fund Accountant

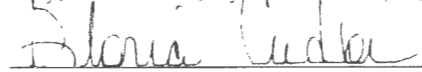
OkMRF Attorney:	David Davis
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Other:	Phineas Troy, ACG
	Dan Bandi, Integrity Asset Management
	Andrea Hekman, Integrity Asset Management
	Sean Sullivan, Dean Actuaries
	Greg Buckley, Town of Carlton Landing
	Jimmy Robinson, Town of Porum
	Joe Ebisa, With Intelligence (<i>virtual</i>)
	Zack Cziryak, FIN News (<i>virtual</i>)

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

Doolen welcomed everyone and called the meeting to order.

NOTICE: The agenda for July 25, 2025, was posted in Columbus Square, Oklahoma City, Oklahoma, by Gloria Cudjoe, by 10:00 a.m. on July 24, 2025.



Signature(s)

3. **Approval of Consent Agenda**

The following items were presented under the consent agenda.

A. **Minutes of June 27, 2025 Meeting(s)**

B. **Monthly Valuation of Fund Assets & Unit Values by Custodian as of June 30, 2025**

Option	Value By Fund
Defined Benefit	\$ 822,274,233.34
International Investment Equity	\$ 9,967,688.11
Aggressive Equity	\$ 18,111,803.72
Real Assets Fund	\$ 833,871.44
ESG US Stock Fund	\$ 1,782,919.75
Global Equity	\$ 14,197,725.06
Growth and Value Equity	\$ 30,012,916.31
S & P 500 Index	\$ 50,437,137.24
Target Retirement 2070	\$ 4,430.67
Target Retirement 2065	\$ 158,616.00
Target Retirement 2060	\$ 16,192,907.24
Target Retirement 2055	\$ 14,216,578.68
Target Retirement 2050	\$ 20,841,233.72
Target Retirement 2045	\$ 25,550,251.81
Target Retirement 2040	\$ 30,808,927.57
Target Retirement 2035	\$ 37,588,970.45
Target Retirement 2030	\$ 42,936,279.56
Target Retirement 2025	\$ 43,454,533.25
Target Retirement Income	\$ 37,299,275.42
Total Yield Bond Fund	\$ 8,160,125.45
Bond Index	\$ 16,131,962.35
Voya Fixed Plus III	\$ 49,564,947.39
Loan Portfolio	\$ 8,780,702.02
Self Directed Brokerage	\$ 933,961.85
Total Assets	\$ 1,300,241,998.40

C. Purchases and Sales of Assets for June 2025

D. Administrative Expenses and Fees

Expenses and Fees for July

Actuary & Recordkeeping	\$ 52,787.00
Administration	152,078.23
Attorney	4,000.00
Audit	0.00
Board Travel	12,057.48
Employer Directed Expense	6,930.00
Insurance	51,699.18
Investment Advisors	93,320.58
Custodial	7,721.40
Investment Consultant	0.00
Public Relations	243.29
Representative Travel	<u>10,621.75</u>
EXPENSES	<u>\$391,458.91</u>

E. Benefit Payments and Contribution Refunds for June 2025

F. Acknowledgment and Receipt of Amended and Restated Confidential Offering Memorandum and the Related Supplement for JPMorgan Core Bond Institutional Trust Effective June 27, 2025

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

Motion carried: AYE: 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**

Chair Doolen welcomed guests Robinson and Buckley and they made brief introductions.

6. **Victory Integrity Annual Update from Investment Manager – Dan Bandi and Andrea Hekman**

Hekman gave an introduction and provided an update on Victory Capital and its acquisition of Pioneer Investments. Hekman explained Victory Capital is the parent company of ten distinct investment teams, including Integrity Asset Management, and highlighted the operational support provided by Victory Capital which allows the teams to focus on investing. The acquisition of Pioneer Investments (Amundi) was completed on May 1st and has increased Victory Capital's total assets under management to over \$300 billion.

Hekman then discussed the team that manages Integrity, noting the most recent hire occurred in 2017. Furthermore, there have been no departures which emphasizes the great culture of independence and empowerment within the team. Hekman stated this team manages just under \$6 billion in assets, primarily for medium and small size value companies, then turned the discussion to Bandi to provide more information on Integrity's philosophy, performance, and outlook.

Bandi expressed appreciation for the relationship with OkMRI' and gave some background on how Victory Capital as a firm began with a goal of being a consistent manager. Bandi demonstrated how Integrity Small Cap Value has outperformed the Russell 2000 over most quarters when looking across the one-, three-, five-, and ten-year time frames. Bandi explained the team's investment philosophy, which involves looking for undervalued stocks with catalysts that will drive future performance.

Bandi provided an overview of the team's stock selection process, which is based on the "right company, right price, right time" framework. This process involves identifying companies with good management teams, reasonable valuations, and potential catalysts for future growth. He highlighted the importance of risk management and the role of the lead risk analyst in ensuring the portfolio's performance aligns with expectations.

The discussion then shifted to recent team developments including promotions since Bandi last presented to the Board. Bandi explained the rationale behind these changes and the importance of having a unified approach to managing the industrial sector. Bandi fielded a question regarding stock selection within the portfolio, with Bandi indicating the final decision lands with him, yet, he believes in fostering a culture where the team is empowered and engaged.

Bandi attributed recent underperformance to the consumer discretionary and industrial sectors but remains optimistic. He explained market dynamics have shifted, with more expensive names outperforming, and emphasized the team's commitment to their investment philosophy. He indicated no moves have been made in the portfolio in response to a question regarding anticipated tariffs due to the uncertainty surrounding this topic. Taking a question regarding market size, Bandi indicated the limit on market cap within this investment would be between 6 to 8 billion.

Bandi reassured the Board that the team is continuously evaluating their process and making necessary adjustments to ensure they are making the best investment decisions, including implementing a new research management system from Bloomberg. Bandi pointed to recent performance as a positive note, that Victory Integrity is in the top 10 – 15th percentile for the month of July. Bandi reiterated his belief that their philosophy and process work over the long term. Bandi acknowledged that while the near-term returns are not good, he restated the team is not panicking but rather staying the course due to their dedication to the investment philosophy. Bandi concluded by expressing his appreciation for OkMRF's trust and relationship with Integrity Asset Management.

7. Consideration and Possible Action Regarding Investment Committee Report

A. ACG: Review of Monthly ASAP Reports

Troy began by discussing the broader market, stating that while returns have been positive over the six-month period, there has been volatility in the markets surrounding the announced tariffs and interest rate uncertainty.

Troy started his discussion of the DB plan by addressing the overweight category of international due to strong performance. Troy reminded the Board that it is acceptable to be overweight in the public equities until the private equity strategies are fully funded and at their target range. During this period, the funds for capital calls needed to fund the private equity strategies will come from the public equity holdings. Troy indicated the private equity holdings will be evaluated and discussed at the August Investment Committee meeting.

The DB portfolio is currently at \$823 million in assets and experienced a 7.7% return gross of fees over the last three months. For the fiscal year, the return was 12.8% gross of fees, with the last two (2) months of the fiscal year attributing to most of that performance.

Turning to the performance of specific managers within the DB plan, Troy highlighted the strong performance of River Road on the value side, while noting underperformance from others, like William Blair in small-cap growth. Troy emphasized that ACG still has conviction in William Blair but cited they have trailed on the upside rebound in that the small-cap growth space when compared to peers. After taking a question on whether this manager lagged behind peers in the past, he pointed to the 4th quarter performance and then to the most recent quarterly performance. He explained the strategy ACG uses in analyzing managers throughout multiple cycles stating there is no cause for concern at this time.

Within fixed income, Troy pointed out fiscal year to date performance was 8.7% gross of fees and attributed returns to the benefit of higher interest rates and strong management. He then touched on the real estate holdings, pointing out that except for the JP Morgan Special Situation Property Fund, real estate investments were positive for the fiscal year. Turning to the private equity holdings, Troy wanted to remind the Board that performance is evaluated quite differently since all the funds are not invested at one time and there are distributions back to the investors along the way that are factored into the internal rate of return (IRR) calculation.

Moving to the DC plan, Troy highlighted the performance of active managers within the U.S. equity space, as well as the strong returns from international managers. Troy recapped the small cap value manager presentation and emphasized the philosophy has not changed for Integrity. Turning to fixed income options, he highlighted strong absolute returns in the Total Yield Option compared to the benchmark. Troy then pointed out solid performance in the target date funds. He answered a question regarding the weight of participation within the target date funds by stating he believes the composition is reasonable. Troy stated there are no manager concerns in the DC lineup.

B. ACG: Consideration and Possible Action to Authorize Staff to Submit Withdrawal Modifications for the Strategic Property Fund (SPF) to a 100% Redemption, Cease Participation in the SPF Fee Credit Program, and Invest All Redemption Proceeds in the Morgan Stanley Prime Property Fund as Recommended by the Investment Committee and Rejection or Approval of any Amendments Proposed and Considered by the Trustees at the Meeting

Troy gave a recent timeline of events within the JP Morgan real estate investments. In February 2024, OkMRF approved proceeding with redemptions from both JP Morgan funds following multiple qualitative changes and struggling performance. In July 2024, before the proceeds could be redeemed, JP Morgan announced a fee credit program for clients who reduced their redemption queue proceeds to 20% of their fund balance, and OkMRF elected to participate in the fee credit program. In August 2024, Morgan Stanley Prime Property Fund was selected as a new manager to be funded by redemption proceeds received from the Strategic Property Fund to maintain the asset allocation targets set forth by the Board. After a due diligence visit to JP Morgan in June 2025, attended by OkMRF staff, trustees, and ACG, ACG subsequently recommended a full redemption from the JP Morgan Strategic Property Fund (SPF) and for all redemption proceeds to be invested into the Morgan Stanley Prime Property Fund.

Investment Chair Luckett made a motion, seconded by Tinker, authorizing staff to submit a full redemption of the Strategic Property Fund, cease participation in the SPF fee credit program, and invest all redemption proceeds in the Morgan Stanley Prime Property Fund.

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

NAY: None

C. ACG: Consideration and Possible Action to Authorize Staff to Submit Withdrawal Modifications for the Special Situations Property Fund (SSPF) to a 100% Redemption, Cease Participation in the SSPF Fee Credit Program as Recommended by the Investment Committee and Rejection or Approval of any Amendments Proposed and Considered by the Trustees at the Meeting

Troy transitioned to reviewing the Special Situations Property Fund, and Investment Chair Luckett inquired that if redemption proceeds are received in a timely manner for SSPF would ACG recommend parking it or investing it similarly to the SPF within the Morgan Stanley Prime Property Fund. Troy indicated that the SSPF queue will take longer to redeem than the SPF and that ACG will work on bringing forth an evaluation

of investment options for those proceeds at the February Investment Committee meeting.

However, Troy indicated that if SSPI' proceeds are received in the nearer term, that it would be appropriate to invest it within the Morgan Stanley Prime Property Fund.

Investment Chair Luckett made a motion, seconded by Tinker, authorizing staff to submit a full redemption of the Special Situations Property Fund, cease participation in the SSPI' fee credit program, and invest any redemption proceeds received in the near term in the Morgan Stanley Prime Property Fund.

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

NAY: None

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

No action taken.

8. Consideration and Possible Action Regarding Administrative Committee Report

No action taken.

9. Consideration and Possible Action Regarding Contract Committee Report

A. Discussion and Possible Action to Renew Liability Protection Plan with OMAG as Recommended by the Contract Committee and Rejection or Approval of any Amendments Proposed and Considered by the Trustees at the Meeting

Contract Committee Chair Reames reported the committee recommends renewal of the liability protection plan through OMAG at the rate of \$19,459 per year.

Motion made by Reames, seconded by Johnson to renew liability protection plan with OMAG for fiscal year 2026.

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

NAY: None

B. Discussion and Possible Action to Renew Business Personal Property Coverage with Hartford as Recommended by the Contract Committee and Rejection or Approval of any Amendments Proposed and Considered by the Trustees at the Meeting

Contract Committee Chair Reames reported that the committee recommends renewal of the business personal property coverage with Hartford at the rate of \$3,832 per year.

Motion made by Reames, seconded by Johnston to renew business personal property coverage with Hartford for fiscal year 2026.

Motion carried:

AYE: Doolen, Johnson, Johnston, Luckett,
Park, Reames, and Tinker.

NAY: None

C. Discussion and Possible Action to Renew Cyber Security Insurance with Coalition as Recommended by the Contract Committee and Rejection or Approval of any Amendments Proposed and Considered by the Trustees at the Meeting

Contract Committee Chair reported that the committee recommends renewal of cyber security insurance with Coalition at the rate of \$28,408.18 per year.

Motion made by Reames, seconded by Johnson to renew cyber security insurance with Coalition for fiscal year 2026.

Motion carried:

AYE: Doolen, Johnson, Johnston, Luckett,
Park, Reames, and Tinker.

NAY: None

10. Dean Actuaries, LLC: Discussion and Possible Action on the Projected Impact of Asset Experience on OkMRF Funding Requirements

Sullivan presented a report on the projected impact of asset experience on the OkMRF funding requirements by Member plans as of June 30, 2025. The market weighted return was reported at 11.9% on a dollar weighted basis for the period, while the smoothed actuarial return was reported at 8.33%. The actuarial value as a percentage of market value was reported at 98%, meaning there are net unrecognized gains that will be pulling actuarial returns up in the future. Since the smoothed actuarial return meets the assumed rate of return, this results in projected costs experiencing an average decrease of 0.55% and a median decrease of 0.41% for 128 of the 133 plans. There are no recommended changes to valuation assumptions or methods for this upcoming valuation.

Motion made by Luckett and seconded by Park to accept the report from Dean Actuaries.

Motion carried:

AYE: Doolen, Johnson, Johnston, Luckett,
Park, Reames, Tinker

NAY: None

11. Receive Report on Newly Adopted or Amended OkMRF Member Plans

Whatley reported on plan changes for the OkMRF members.

12. OkMRF Staff Report

Whatley reported that he attended the City Management Association of Oklahoma (CMAO) conference in Lawton earlier in the week and congratulated Vice Chair Johnston on being honored as City Manager of the Year.

Story thanked the Board and Cox for the opportunity to attend the GFOA Annual Conference last month.

Cox thanked Buckley and Robinson for their attendance and interest in serving as a potential Board member.

Cox reported on the following items:

- Reminded the Board that next month the Investment Committee meeting will be held on Wednesday, August 27th at 2:00 p.m., the day before the Board meeting with all Board members encouraged to attend. Topics to be considered are the private equity commitment pacing plan, the international sleeve of the portfolio, the fixed income constructs for both the DB and DC portfolio, as well as a review of the June 30, 2025, quarterly report.
- Reminded the Board that next month's Board meeting will be held on Thursday, August 28th and encouraged any attendees for both meetings that want hotel arrangements made, to let Gloria know.
- Congratulated Jim Lockett, Jr. on his re-election as District 7 representative.
- Informed that ballots for the District 2 vacancy will be accepted through August 30th, with the three nominees being Greg Buckley, Carlton Landing Town Administrator, Jimmy Robinson, Porum Water Superintendent, and Daniel Tarkington, Checotah Mayor.
- Congratulated Kevin Darrow on graduating from OMAG Municipal Front-Line Leader Academy.
- Informed the Board that Lindsay Porter is coordinating the OML Conference with a theme of "All Systems Go". Reminded the Board that the conference activities will be on Wednesday, September 10th and Thursday, September 11th with the Hall of Fame banquet being Thursday night.
- Informed the Board that the 2025 inductees to the Hall of Fame are Janice Almy of Sand Springs, David Whisenhunt of El Reno and OkMRF counsel, David Davis.

Cox also personally thanked the Board for all the well wishes and words of encouragement as she heals.

13. New Business

None.

14. Trustee/Member Comments

None.

15. Acknowledge the Review and Acceptance of ACG and Victory Integrity Reports as Presented During This Meeting

Motion made by Johnston and seconded by Tinker to accept the reports from ACG and Victory Integrity.

Motion carried:

AYE: Doolen, Johnson, Johnston, Lockett, Park, Reames, and Tinker.

NAY: None

16. Roll Call

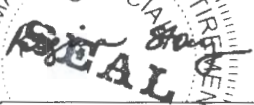
Whatley reported a quorum present.

17. Adjourn

With no further business to conduct, the meeting adjourned at 12:03 p.m.


Robert Park, Secretary


Donna Doolen, Chair

Respectfully submitted by:

Regina Story
