A regular meeting of the Board of Trustees of the City of Flint Employees’ Retirement System was held on Tuesday, September 21, 2004 in the New Committee-of-the-Whole Room, City Hall Council Chambers, third floor, with the following in attendance.

TRUSTEES & ALTERNATES
Daniel Hall – Chairperson, Daniel Coffield, Peggy Cook, Peter Dobrzeniecki, Mark Horrigan, Janice Kehoe, Sandra Kidd, Amy Lindman, Alvern Lock, Donald Phillips, Robert Rosenberger, Georgia Steinhoff, Edward Taylor, Cass Wisniewski

ABSENT
James Goodin, Robert Erlenbeck

ALSO PRESENT
Habeeb Ghattas, Attorney for the Retirement Board
Jeffrey Welch, Attorney for the Retirement Board
Wanda Twitty, Retirement Supervisor
Larry Langer, Gabriel, Roeder, Smith & Co. (Actuaries)

1. **CHAIRPERSON CALLS THE MEETING TO ORDER**

Chairman Daniel Hall called the meeting to order at 1:05 p.m.

2. **MEMBERS OF THE PUBLIC WISHING TO ADDRESS THE BOARD**

Charlotte Novak, President of the Registered Nurses Union at Hurley Medical Center, noted that a letter claiming bad faith bargaining, in reference to the MERS transfer, was sent to Daniel Coffield, Hurley CFO, from George Washington, the Attorney for the Nurses’ Union. The Union members want to be sure that all Board Members are aware of the letter.

Chairman Daniel Hall noted that Mr. Coffield has acknowledged receipt of the referenced letter, which will be discussed by the Board later in the agenda.
3. APPROVAL OF THE AUGUST 24, 2004 REGULAR BOARD MEETING MINUTES

It was moved by Robert Rosenberger, and supported by Amy Lindman, to approve the minutes of the August 24, 2004 Regular Board Meeting, with corrections.

The following corrections were noted by Habeeb Ghattas:

Page 8980, 3rd paragraph:

Original Entry: Attorney Habeeb Ghattas noted that, per Public Act 314 of 1965, as amended by Public Act 728 of 2002, a statement is to be included in the Board’s annual report by the Auditor certifying that the required employer contributions were paid.

Corrected Entry: Attorney Habeeb Ghattas noted that, per Public Act 314 of 1965, as amended by Public Act 728 of 2002, a statement is to be included in the Board’s annual report certifying that the required employer contributions were paid.

Page 8986, 1st paragraph:

Original Entry: Board v Kurtz – Habeeb Ghattas reported that, since Mr. Kurtz left office on July 1, Special Counsel Steven Spender and the City’s Attorney, Richard Figura, agreed to sign an order dismissing the lawsuit without prejudice.

Corrected Entry: Board v Kurtz – Habeeb Ghattas reported that, since Mr. Kurtz left office on July 1, Special Counsel Steven Spender and Richard Figura, the Attorney for the Emergency Financial Manager, agreed to sign an order dismissing the lawsuit without prejudice.

Upon being put to a vote, the motion carried unanimously.
4. APPLICATIONS FOR VOLUNTARY RETIREMENT

Steven Anderson
DPW/1600

Final Average Compensation: $35,929.60
Accumulated Contributions: 32,393.40
DRET: 25.38
Effective Date of Retirement: 12/27/2003
Service: 32 Years, 10 Months
The retiree elected the Option A in the amount of $2,333.70

Per Chairman Daniel Hall, the application for Steven Anderson was separated and tabled.

Shirley Finney
HMC/1603

Final Average Compensation: $29,630.52
Accumulated Contributions: Non-cont.
DRET: .00
Effective Date of Retirement: 08/13/2004
Service: 23 Years, 9 Months
The retiree elected the Option Straight Life in the amount of $996.94

RESOLVED, that the Service, Final Average Compensation, Accumulated Contributions and Effective Date of Retirement for Shirley Finney be approved and the Treasurer of the City of Flint Employees’ Retirement System be authorized and directed to pay a monthly pension under the Option Straight Life, in the amount of $996.94, for as long as she lives.
Francisco Flores
Utilities/1600

Final Average Compensation: $ 80,960.11
Accumulated Contributions: 36,994.22
DRET: 1,610.24
Effective Date of Retirement 08/14/2004
Service: 25 Years, 1 Months
The retiree elected the Option Straight Life in the amount of $4,148.08

RESOLVED, that the Service, Final Average Compensation, Accumulated Contributions and Effective Date of Retirement for Francisco Flores be approved and the Treasurer of the City of Flint Employees’ Retirement System be authorized and directed to pay a monthly pension under the Option Straight Life, in the amount of $4,148.08, for as long as he lives.

Herman Gant
Finance/1600

Final Average Compensation: $ 40,387.26
Accumulated Contributions: 28,958.68
DRET: 968.67
Effective Date of Retirement 08/14/2004
Service: 20 Years, 7 Months
The retiree elected the Option C w/pop-up in the amount of $1,485.16

RESOLVED, that the Service, Final Average Compensation, Accumulated Contributions and Effective Date of Retirement for Herman Gant be approved and the Treasurer of the City of Flint Employees’ Retirement System be authorized and directed to pay a monthly pension under the Option C w/pop-up, in the amount of $1,485.16, for as long as he lives.
RESOLVED, that the Service, Final Average Compensation, Accumulated Contributions and Effective Date of Retirement for Susan Kale be approved and the Treasurer of the City of Flint Employees’ Retirement System be authorized and directed to pay a monthly pension under the Option Straight Life, in the amount of $2,278.32, for as long as she lives.

RESOLVED, that the Service, Final Average Compensation, Accumulated Contributions and Effective Date of Retirement for Alan Klee be approved and the Treasurer of the City of Flint Employees’ Retirement System be authorized and directed to pay a monthly pension under the Option Straight Life, in the amount of $3,989.20, for as long as he lives.
Martha Plamondon
HMC/RN

Final Average Compensation: $ 64,945.42
Accumulated Contributions: Non-cont.
DRET: .00
Effective Date of Retirement 08/21/2004
Service: 25 Years, 5 Months
The retiree elected the Option Straight Life in the amount of $ 2,333.98

RESOLVED, that the Service, Final Average Compensation, Accumulated Contributions and Effective Date of Retirement for Martha Plamondon be approved and the Treasurer of the City of Flint Employees’ Retirement System be authorized and directed to pay a monthly pension under the Option Straight Life, in the amount of $2,333.98, for as long as she lives.

Michael Ybarra
Purchasing/1799

Final Average Compensation: $ 62,938.67
Accumulated Contributions: 46,436.42
DRET: 2,028.00
Effective Date of Retirement 08/21/2004
Service: 25 Years, 2 Months
The retiree elected the Option A in the amount of $ 3,094.11

RESOLVED, that the Service, Final Average Compensation, Accumulated Contributions and Effective Date of Retirement for Michael Ybarra be approved and the Treasurer of the City of Flint Employees’ Retirement System be authorized and directed to pay a monthly pension under the Option A, in the amount of $3,094.11, for as long as he lives.

It was moved by Ed Taylor, and supported by Amy Lindman, to approve the Applications for Voluntary Retirement for Shirley Finney, Francisco Flores, Herman Gant, Susan Kale, Alan Klee, Martha Plamondon, and Michael Ybarra.

Upon being put to a vote, the motion to approve the Applications for Voluntary Retirement, with the exception of Steven Anderson, carried unanimously.
5. APPLICATIONS FOR DEFERRED RETIREMENT

Judy Gonyea
HMC/Exempt

Final Average Compensation: $55,632.47
Accumulated Contributions: Non Cont.
DRET: .00
Effective Date of Retirement: 08/25/2004
Service: 18 Years, 4 Months
The retiree will elect an Option prior to 11/01/2011

It was moved by Ed Taylor, and supported by Georgia Steinhoff, to approve the Application for Deferred Retirement for Judy Gonyea.

Upon being put to a vote, the motion carried unanimously.

6. UPCOMING CONFERENCES (Placed on file in the Retirement Office.)

6.1 University of Southern Maine, Other People’s Money, October 6-8, 2004, Portland, ME.


A motion was made by Ed Taylor, and supported by Amy Lindman, to add the stated conferences to the list of authorized conferences.

Upon being put to a vote, the motion carried unanimously.

7. COMMUNICATIONS RECEIVED (All items were placed on file in the Retirement Office; if noted, a copy was given to Board Members in their agenda packets also.)

A motion was made by Ed Taylor, and supported by Amy Lindman, to receive the communications on file.

Upon being put to a vote, the motion carried unanimously.

Chairman Daniel Hall noted that Item #s 7.9 through 7.12, regarding the termination of Dresdner, and other account business with Northern Trust, will be discussed during the Investment Committee report.
8. REPORTS RECEIVED (All items were placed on file in the Retirement Office; if noted, a copy was given to Board Members in their agenda packets also.)


8.3 Capital Management Associates, Defensive Large Cap Growth.


8.5 Bank of Ireland, Statement of Holdings as of August 31, 2004.


8.7 Northern Trust Reports – July 2004 (Enclosed)

8.8 Retirement Fund Employee/Employer Contributions (Enclosed)

A motion was made by Georgia Steinhoff, and supported by Amy Lindman, to receive the reports on file.

Upon being put to a vote, the motion carried unanimously.

Chairman Daniel Hall requested that a monthly report of expenditures from the Retirement System budget be included in the agenda packets in the future.

9. STATISTICAL REPORT OF BENEFITS

<table>
<thead>
<tr>
<th></th>
<th>2002</th>
<th>2003</th>
<th>2004</th>
</tr>
</thead>
<tbody>
<tr>
<td>Number Retired</td>
<td>2,964</td>
<td>3,001</td>
<td>2,984</td>
</tr>
<tr>
<td>Annualized Payroll</td>
<td>$ 58,416,621</td>
<td>$ 61,357,283</td>
<td>$ 62,357,693</td>
</tr>
<tr>
<td>13th Check</td>
<td>-0-</td>
<td>-0-</td>
<td>-0-</td>
</tr>
<tr>
<td>Charter 13th Check</td>
<td>-0-</td>
<td>-0-</td>
<td>-0-</td>
</tr>
</tbody>
</table>

For informational purposes only.
10. APPROVAL OF THE OCTOBER 1, 2004 PENSION PAYROLL TRANSFER

A motion to approve the transfer of $4,000,000 from the S & P 500 Index Fund into the State Street Global Advisors “drawdown fund” and approve the pension payroll transfer for October 2004 in the amount of $5,276,369.82 from the State Street Global Advisors “drawdown fund” to Citizens Bank for payment of the October 1, 2004 pension payroll, was made by Robert Rosenberger, and supported by Ed Taylor.

Upon being put to a vote, the motion carried unanimously.

11. RESOLUTION AUTHORIZING THE TRANSFER OF ALL DATA FOR CERTAIN ACTIVE MEMBERS AND RETIREES OF HURLEY MEDICAL CENTER

Larry Langer, the Board’s Actuary from Gabriel, Roeder, Smith & Company, distributed a letter and attachments dated September 13, 2004, addressed to Daniel Coffield at Hurley Medical Center, regarding the FERS Transfer Valuation. Mr. Langer reviewed the information, which included the actuarial data for the transfer to MERS, with the Board of Trustees and answered their questions. Daniel Coffield stated that he would send the information to Ms. Rodwan, for her review, tomorrow.

Larry Langer reported that he is waiting for asset information as of December 31, 2003 in order to finish the calculations necessary for the 13th check. Peter Dobrzeniecki and staff are compiling the asset information as of December 31, 2003 and June 30, 2004. Donald Phillips stated that, by ordinance, the 13th check must be paid by October 1st if there are earnings in excess of 8%. Mr. Langer noted that the information must be received in his office by Monday, September 27th, at noon, in order to meet this time frame. A discussion of the 13th check requirements and methodology followed. Robert Rosenberger requested that any information regarding history of methodology for calculation of the 13th check be forwarded to the Retirement Office and included in the Board’s agenda packets for the next meeting. Larry Langer will calculate the 13th check by September 30th and contact Daniel Hall.

The Board recessed for a break at 1:50 p.m.

Chairman Daniel Hall called the Meeting back to order at 2:00 p.m.

After the break, Larry Langer resumed his review of the letter and attachments dated September 13, 2004 regarding the actuarial transfer valuation data for the transfer from FERS to MERS of Hurley Medical Center employees and retirees. Mr. Langer noted that an individual proportion amount of the pension system has been actuarially calculated for
every Hurley pension fund member – active, deferred and retired. These calculations will allow for any combination of employees and retirees to be transferred to MERS.

Daniel Coffield noted that there was a letter sent to Mr. Julius Spears, CEO of Hurley Medical Center, from George Washington, the Attorney for the Registered Nurses and Registered Pharmacists, noting that in December 2003 the Union negotiated and ratified the transfer from FERS to the MERS System. In February 2004, the Hurley Board of Managers ratified the contract, and as of this date the transfer to MERS has not occurred. The Union believes the delay may be evidence of bad faith requiring the filing of unfair labor practice charges. They asked for an immediate update as to the status of the transition. Mr. Coffield and Mr. Hall noted that the process is very complicated, but it is moving along. Discussion followed.

Chairman Daniel Hall stated that, after Sandra Rodwan’s review of the actuarial calculations, there are ordinance changes for the MERS transfer that must be addressed by the City Council. Also, the tax determination letter issue must be addressed, per the recommendations of special tax counsel. Per Attorney Habeeb Ghattas, the issue is whether or not a tax determination letter needs to be issued to accommodate the transfer to MERS. Special Tax Counsel Meg Hunter is reviewing the tax qualification issues with regard to the proposed transfer. Mr. Ghattas has been in contact with the MERS attorney and is expecting to meet with the City Attorney’s office next week.

Chairman Daniel Hall asked that a copy of the most recent tax determination letter be included in the next agenda packets. Attorney Habeeb Ghattas stated that he has a copy of a tax determination letter that was issued in 1995 or 1996. The recommendation of special tax counsel was that a more current tax determination letter is needed with regard to the DB/DC issue. It has not been confirmed whether MERS is requiring a current tax determination letter to authorize the transfer. Robert Rosenberger noted that, in the case of the DB/DC transfer to the ICMA, the ICMA has a valid tax determination letter, which might suffice. Discussion followed. Ed Taylor noted that the ordinance changes must be made before the City Council will approve the MERS transfer. He also noted that any and all necessary paperwork must be in order, and all issues resolved, before the Council will approve the transfer to MERS.

Larry Langer left the meeting at 2:20 p.m.
12. RESOLUTION AUTHORIZING THE TRANSFER OF RELATED ASSETS AND LIABILITIES FOR CERTAIN ACTIVE MEMBERS AND RETIREES OF HURLEY MEDICAL CENTER.

Tabled.

13. AUDIT COMMITTEE REPORT
   - Update/Recommendations
   - Plante & Moran Audit Proposal

   Chairman Daniel Hall reported that there have been no Audit Committee meetings since the last Board Meeting. He also stated that Plante & Moran sent an audit proposal for the 2004 audit, which will be reviewed at the next Audit Committee Meeting. A copy will be in the next agenda packets.

14. DB/DC COMMITTEE REPORT

   Robert Rosenberger reported that Dykema Gossett recommended an updated Tax Determination Letter; however, they did not determine that it was absolutely necessary. He is awaiting direction from the Board on this issue. Also, the Administration must employ ICMA to perform up-to-date calculations of each employee’s portion of the Pension System for the implementation, once the Board gives their approval. He expressed his concern regarding the need to resolve these issues and move on with the implementation of the defined benefit to defined contribution plan, noting that there are employees who wish to switch to this plan prior to retiring or leaving their employment with the City. Robert Rosenberger moved that the Board authorize the transfer of assets for DB/DC transfer without obtaining the tax determination letter. He indicated that Special Tax Counsel stated that the letter was recommended, but not necessary. Discussion followed. There was no action taken and the motion was withdrawn.

15. PROFESSIONAL SERVICES COMMITTEE REPORT

   Committee Chair Georgia Steinhoff reported that the Professional Services Committee met on September 8, 2004. Agenda items were addressed as follows:

   - Holly Duncan reevaluation – No response has been received from Ms. Duncan since a letter was sent asking whether there had been a “significant change” in her condition that would warrant further review by the Board, after her request for a re-
evaluation of the denial of her disability retirement. The Committee now considers this issue closed and it can be removed from future agendas.

- Kathleen Robinson reevaluation & Stephen Tarkowski reevaluation – The Committee is waiting for an agreement with the PPOM, which is in process with Bob Erlenbeck, in order to reduce the costs of these reevaluations.

- Disability Report – There were no new disability retirement applications received.

- RFP, Consultant Report – A copy of the RFP was previously given to Board Members, with a request for questions or comments, if any. Peter Dobrzeniecki’s office will mail the RFPs, by the end of September, to all companies who made a request. The deadline for returning responses to Peter Dobrzeniecki’s office will be October 18th. For fee purposes, the Board decided to retain the successful consultant for an initial five-year period, with a five-year extension possible at the end of four years, and termination rights by either party upon a 30-day written notice. The Committee will review the responses in October and make recommendations for company presentations at the November Board Meeting, scheduling the presentations at the December Board Meeting, followed by final selection and approval at that meeting. The goal is to hire the new consultant by January 1, 2005.

Motion to send out the RFPs this month, with changes as discussed, to the list of consultants who have requested an RFP, along with any additional company names submitted by 5:00 p.m. on Friday, September 24, with a deadline of October 18th for receiving responses, made by Georgia Steinhoff, seconded by Amy Lindman.

Discussion followed. Attorney Habeeb Ghattas noted that the consultant fees may need to be approved by City Council, per the Circuit Judge’s opinion (currently waiting for a decision in the Court of Appeals) that requires strict adherence to the parameters of the City Retirement Ordinance. He noted that a meeting is needed between the Board of Trustees and the City Council regarding procedures that need to be implemented.

Upon being put to a vote, the motion carried unanimously.

- Social Security Equating Option – The City Council has revised the Retirement Ordinance to reflect changes in social security laws. Chairman Daniel Hall will work with the Professional Services Committee and Bob Erlenbeck regarding any need for further actuarial calculations to allow for application of the revised equating option.
- Review Test Fee Schedule from MWORKS – in process.

- Future Employment Restrictions – A response was sent to Paul Marx on this issue (it can be removed from future agendas).

Motion made by Daniel Coffield to approve reevaluations for Stephen Tarkowski and Kathleen Robinson at M-Works (without waiting for a possible PPOM agreement), supported by Robert Rosenberger.

Upon being put to a vote, the motion carried unanimously.

16. INVESTMENT COMMITTEE REPORT
- Recommendations – Report
- Manager Review
- MERS Update

Daniel Coffield, Chair of the Investment Committee, reported that the June 30 Callan Report shows that, for the 2nd quarter of 2004, the System was in the 25th percentile and the top quartile. Also, as of yesterday, the $735,000,000 fund (as of last meeting) was worth $765,000,000. He noted that the letters terminating RCM Dresdner were sent within the past month.

17. EDUCATION/ TRAVEL/ TRAINING COMMITTEE
- Budget Transfer

Per Chairman Daniel Hall, this Committee has not met since the last Board Meeting.

18. ELECTION RULES COMMITTEE

Per Chairman Daniel Hall, this Committee has not met since the last Board Meeting. Chairman Hall will check on the membership and ask the Chair to call a meeting.

Chairman Hall noted that a Certification was distributed to the Trustees showing the results of the General Election for the Police and Fire Trustee and Alternate held on Monday, September 20. The tabulation of the votes indicates that Alvern Lock received the majority of the votes and will be the Trustee, with Amy Lindman as the Alternate. The election results will be on next month’s Agenda for Board action.
19. RETIREMENT ORDINANCE REVISION COMMITTEE

Per Chairman Daniel Hall, a formal request has been sent to City Council to form a Committee and set up a meeting schedule. Ed Taylor will check with the Council on the status of this request.

20. LEGAL COUNSEL UPDATES

- Wallace Jones Update – Habeeb Ghattas stated that there has been no further contact from Mr. Wallace, with no further Board action required at this time. Chairman Hall stated that the case could be removed from the agenda.

- Retirement Ordinance Changes – A letter has been sent to the City Council, through Ed Taylor, and the Board is awaiting the Council’s response.

- Teresa Beatenhead – Tabled by Chairman Hall. Attorney Habeeb Ghattas has been asked to review this issue, once the necessary information is provided to him by the Retirement Office.

21. RESOLUTION TO ADOPT COMPUTED CONTRIBUTION RATES FOR FY05

A motion to adopt the contribution rates (in accordance with Section 35-37 of the Flint City Code) for Hurley Medical Center, as computed by Gabriel, Roeder, Smith & Company, and set forth on the Schedule contained on page A-4 of the Report of the Fifty-Eighth Annual Actuarial Valuation as of December 31, 2002, was made by Daniel Coffield, and supported by Robert Rosenberger.

Discussion followed.

Upon being put to a vote, the motion carried unanimously.

A motion to adopt the contribution rates (in accordance with Section 35-37 of the Flint City Code) for the City of Flint, for General, Police, and Fire, as computed by Gabriel, Roeder, Smith & Company, and set forth on the Schedules contained on pages A-2 and A-3 of the Report of the Fifty-Eighth Annual Actuarial Valuation as of December 31, 2002, was made by Georgia Steinhoff, and supported by Daniel Coffield.

Upon being put to a vote, the motion carried unanimously.
22. OTHER BOARD BUSINESS

Daniel Coffield noted that, on page 8984 of last month’s minutes, Attorney Habeeb Ghattas was asked to compile a list of the legal requirements and issues that must be addressed, and actions that must be taken, before the MERS transfer can be approved. He asked Mr. Ghattas about the status of the report. Mr. Ghattas responded that he has been working on this information and has been in contact with other attorneys. He will provide a status report to Mr. Coffield shortly.

Alvern Lock questioned the reason for tabling the election results at today’s meeting. Chairman Daniel Hall stated that the election was not listed on the agenda because he was uncertain whether the results would be certified and available for the board members a day after the election. The Board’s past practice has been not to vote on any item that is not on the agenda. Therefore, the election results will be listed on next month’s agenda for action.

Chairman Daniel Hall reported that he has met with the Mayor regarding the Board’s expenditures, lawsuits, etc.

23. ADJOURNED

A motion was made by Amy Lindman, and supported by Edward Taylor, to adjourn the meeting at 3:45 p.m.

Upon being put to a vote, the motion carried unanimously.

Respectfully submitted,

Peter Dobrzeniecki
Secretary