AGENDA

General Employee Retirement Committee Quarterly Meeting
City of Port Orange – City Hall
1000 City Center Circle, 2nd Floor Training Room
Monday, September 24, 2018 @ 2:00 p.m.

I. Call to Order:

Vice-Chair Peter Ferreira
Council Member Scott Stiltner — City Manager Michael H. (Jake) Johansson
Tracey S. Riehm — Lynn Hadley — Kynah Cockcroft

II. Approval of Minutes:

a. August 27, 2018 – Regular Meeting

III. Participant/Public Participation

IV. Unfinished Business:

a. Matrix for the Vendors' Performance Review
    - Service Provider Evaluation for First State Trust Company
b. Discussion of Code Section 54-150 (e) Ad-hoc Cost-of-Living Increase
c. RFP for POG Legal Services

V. Financials:

a. August 2018 – Dave Leonard
b. Highland Capital – Grant McMurray
c. The Boston Company – Elizabeth H. McManus
d. Southeastern Advisory – Jeff Swanson

VI. New Business:

a. Resignation from Chairperson Linda Johnson

VII. Consent Agenda:

For Approval:

Warrant #138

Benefits USA, Inc. (Admin Fees 8&9/2018; INV #POG108a)	$ 5,000.00
The Boston Company (4$^{Qtr.}$ 17 and 1&2Qtr. 2018 Mgmt. Fees; INV #95618)	$29,049.68
James Loper (STMT #44 dated 08/31/18)	$ 825.00
FPPTA (Regis. Fee for Lynn Hadley)	$ 600.00

VIII. Distributions:

IX. Reports:

a. Attorney
b. Comments from Committee Members
c. Administrator
d. Correspondence

X. Next Meeting Date:

a. October 22, 2018 – Regular Meeting

XI. Adjournment:

Any person who desires to appeal any decision made by the General Employee Retirement Committee will need a record of the proceedings, and for such purpose he or she may need to ensure at his or her own expense for the taking and preparation of a verbatim record of all testimony and evidence of the proceedings upon which the appeal is based.

NOTE: If you are a person with a disability who needs any accommodation in order to participate in this proceeding, you are entitled, at no cost to you, to the provision of certain assistance. Please contact the City Clerk for the City of Port Orange, 1000 City Center Circle, Port Orange, Florida 32129, Telephone Number (386) 506-5563, within (2) two working days of your receipt of this notice or (5) five days prior to the meeting date; If you are hearing or voice impaired, contact the relay operator at 1-800-955-8771.

August 27, 2018 – Regular Meeting

Minutes

CITY OF PORT ORANGE GENERAL EMPLOYEES RETIREMENT PLAN
REGULAR MEETING MINUTES
August 27, 2018

ROLL CALL:

The meeting of the City of Port Orange General Employees Retirement Plan was called to order by Chairperson Linda Johnson at 2:02 p.m. on August 27, 2018 in the City Council Chambers, City Hall 1000 City Center Circle, Port Orange, FL.

TRUSTEES PRESENT:

Chairperson Linda Johnson, Lynn Hadley, Kynah Cockcroft, Tracy Riehm and Jake Johansson

ABSENT AND EXCUSED:

Peter Ferreira and Scott Stiltner

OTHERS PRESENT:

Pete Prior of Benefits USA, Inc.; James Robinson of First State Trust Company and Heather Carrizales of Human Resources

APPROVAL OF MINUTES

July 23, 2018 – 2018 Employee Pension Fund Annual Conference

Chairperson Linda Johnson asked the Members if anyone has an issue with the minutes regarding the 2018 Employee Pension Fund Annual Conference, any corrections, additions, or deletions. Member Johansson moved to approve the minutes as presented. Member Hadley seconded the motion and the motion passed.

July 23, 2018 – Quarterly Meeting

Chairperson Linda Johnson asked the Members if anyone has an issue with the minutes of July 23, 2018 Quarterly Meeting, any corrections, additions, or deletions. Member Hadley said she has a disagreement about the last page under the Trustee's report: "Ms. Lynn Hadley said that she didn't remember if the Pension Board voted to close the Pension Fund to New Employees." Member Hadley suggested correcting it to: Ms. Lynn Hadley asked if the Board is supposed to vote as trustees of the Pension Fund on whether or not to close the fund, since we are held responsible for what happens to the Pension Fund." Member Johansson moved to approve the minutes as amended. Member Hadley seconded the motion and the motion passed.

PARTICIPANT/PUBLIC PARTICIPATION:

Active Member Andrew Baldwin attended the Meeting asked Administrator Pete Prior what is the difference in retiring in 20 years vs. 25 years? Mr. Prior said that the extra 5 years working will add more pension contributions, getting older will raise his Pension Benefits amount compared working 20 years. Ms. Heather Carrizales of Human Resources suggested that Members' Annual statements will give an idea about their Pension amount. Members also can have an estimate calculation from Fund Actuary to help the Members determine when they should retire. Once Members select their retirement date, the Fund Actuary will use this date to prepare the Retirement Benefits Calculation, but each Plan Member has only one free retirement benefit calculation. If a member changes their mind after the free calculation, they will incur the cost for future calculations. Mr. Baldwin appreciated the help.

UNFINISHED BUSINESS:

Matrix for the Vendors' Performance Review

- Service Provider Evaluation

Chairperson Linda Johnson noted that the Vendor's Service Provider Evaluation Form was updated by Benefits USA and is in the packets for the Board to review. Mr. Prior noted that this is the final version. Chairperson Johnson noted we can go through the contracts and review along with the Matrix. The Board by consensus agreed that the first vendor they will review is First State Trust since their Contract will expire on 9-28-2018. Chairperson Johnson directed Administrator Pete Prior to add this issue on the next meeting agenda.

FINANCIALS:

First State Trust- James Robinson

James Robinson of First State Trust Company introduced himself and provided a brief history of his company to the Board. Mr. Robinson went over some issues that happened in the past and how they have been corrected and stated that he is confident that there will be no more issues going forward. Chairperson Linda Johnson noted that some of Plan participants asked about the Web access to the Pension Payment system. Mr. Robinson answered that the Northern Trust Web access is available to the all Retirees of the Plan. Chairperson Johnson asked what is the relationship between Northern Trust and First State Trust Company? Mr. Robinson answered that Northern Trust is their payment vendor. Member Hadley asked the cost for this Web access service, Mr. Robinson said that the Web service is free which is included in their contract. Mr. Robinson distributed copies of the explanation for Web access process to all Board Members to read. Mr. Robinson gave the Request for Activation Form to Chairperson Johnson to sign if the Board would like to go with this program. Chairperson Johnson asked Mr. Prior to contact the Administrator of Police Pension or the First State to see how many retirees use this service.

Mr. Robinson commented to the Board that the return address listed on the monthly advices of credit mailed to Retirees regarding their monthly benefits payment is currently that of First Trust. Mr. Robinson said that they have 75 Pension Funds and they always put the Fund's Administrators' mailing address as the return mailing address. Mr. Robinson stated they do this because they only have 25 employees and they cannot take retiree phone calls. Mr. Robinson said they were notified to change Administration's address to their own address because is had the previous Chairperson's name plus the mailing address of Benefits USA. Perhaps the Web access service will solve this problem. Member Tracy Riehm and Jake Johansson did agree that the Pension Administrator's address should be listed on the envelopes.

Benefits USA has no problem helping the retirees change their address, deposit account and W4P form which we are currently doing. After further discussions, the Board decided to change the return address to Benefits USA's name and their address. Chairperson Johnson asked whether we need a motion to do that. Mr. Prior said that direction from the Board is sufficient.

August 2018 – Dave Leonard

Chairperson Linda Johnson noted that this is only for information purposes. Chairperson Johnson reviewed the financials with the Board. It was noted that the market value of the Fund is \$35,432,910.02, an increase of \$699,638.33. Receipts for the month totaled \$577,917.81 versus total disbursements of \$433,849.00. Payments to retirees and other participants totaled \$259,571.87. The balance as of August 31, 2018, was \$798,998.76 in the Cash account. Mr. Leonard reported that the yield for the month is 2.54%.

NEW BUSINESS:

Discussion of Code Section 54-150 (e) Ad-hoc Cost-of-Living Increase

Chairperson Linda Johnson noted at the previous Conference some of the Retirees asked about the Cost-of- Living Allowance (COLA) for their Pension, and asked the Administrator to enclose the Ordinance Code Section 54-150(e) in this meeting packet for the Board to discuss the possibility of a COLA for General Pension Fund members. Member Johansson said that Police Pension also is processing their COLA and asked Mr. Prior to contact the Administrator of Police Pension Plan to get a synopsis of any COLA the Police Pension Plan may have initiated and the process used. Mr. Prior said that he will do so.

Member Tracy Riehm said that she would like Actuary to do an Actuarial Study determining the cost of the COLA to the Fund. Mr. Prior commented that several scenarios should be looked at regarding the direction the GE Pension Fund will be taking. The ordinance states up to 3% so Mr. Prior said that Pension Fund Actuary should prepare a cost for each level, that is, from 1% to 3%, if it is affordable on market value or actuarial value taking into consideration the smoothing the Plan has adopted. Chairperson Linda Johnson directed that Mr. Prior contact Fund Actuary to do COLA Study for the General Pension Fund. Member Tracy Riehm suggested that the Fund Actuary could prepare the study in conjunction with the 10/1/18 annual valuation report. Mr. Prior said that he will contact the Fund Actuary to do the COLA.

RFP for POG Legal Services

Chairperson Linda Johnson said that the Fund Attorney James Loper is going to retire at end of 2018, so the Pension Fund must hire a new Attorney. Chairperson Johnson asked whether the Members finished reading all the responses for the Legal Service RFP. Many of the Members said that they would like to review the packets further. Member Cockcroft said that she didn't receive the whole RFP packets. Mr. Prior said he will send the packet to her again by email. After further discussion, Member Hadley said she would like to review the packets further and moved to table RFP for Legal Service, Member Johnson seconded the motion and the motion passed.

CONSENT AGENDA:

For Approval: Warrant #138

Benefits USA, Inc. (Admin Fees 8/2018; INV #POG108)	$2,500.00
The Boston Company (4$^{Qtr.}$ 17 and 1&2Qtr. 2018 Mgmt. Fees; INV #95618)	$29,049.68

Chairperson Linda Johnson said that she noticed The Boston Company had a large Invoice for three quarters. She is wondering why they are missing two quarters. Mr. Prior said he will contact them and determine what the issue is and why the delay.

Member Hadley said that she remembered this happened before with a different vendor. Member Riehm said that was First State, not Boston Company. Member Riehm said that she wants to see the past two quarters' invoice to make sure the amount is right. Member Riehm suggested that Benefits USA set up an Internal Control to follow up all the vendors' invoices and make sure their invoice amount is right. Mr. Prior said that he will do so. Member Riehm moved to table The Boston Company's invoice, Member Johnson seconded the motion and the motion passed.

Hearing and seeing no changes, Member Hadley moved to approve Benefits USA's invoice under Warrant #138. Member Johnson seconded the motion and the motion passed.

DISTRIBUTIONS

For Approval:

Mandatory Plan

Dennis Gaines	Total Withdrawal	$25,102.71

Hearing and seeing no changes, Member Johnson moved to approve lump sum Distribution. Member Hadley seconded the motion and the motion passed.

Brock Thomas	Total Withdrawal	$28,561.10

Hearing and seeing no changes, Member Johnson moved to approve lump sum Distribution. Member Hadley seconded the motion and the motion passed.

Voluntary Plan

Deborah Culpepper	Total Withdrawal	$3,409.38

Hearing and seeing no changes, Member Johnson moved to approve lump sum Distribution. Member Hadley seconded the motion and the motion passed.

REPORTS:

Comments from Committee Member:

Member Jake Johansson updated the status about the Ordinance change to close the Plan to any new employees. It was noted that the Actuary's Impact Statement is not complete yet and this has to come before the City Council and it has not as yet.

NEXT MEETING DATE:

September 24, 2018@2:00 p.m. – Quarterly Meeting

ADJOURNMENT:

The meeting adjourned at 3:18 p.m.

Chairperson

Date

Unfinished Business

Matrix for the Vendors' Performance Review
First State Trust Company

Vendor: **First State Trust Company**

Service Provided: **Custodial Services**

Date of Evaluation: **9-24-2018**

Annual __________ or Quarterly ____________

Use this form to evaluate the overall performance of the Vendor. Apply a strength factor: 5 being the strongest. Total each column to reach an overall performance rating

VENDOR EVALUATION	1	2	3	4	5
Timeliness of responding to requests					
Quality of work product					
Level of Assistance provided to Board Members					
Level of Assistance provided to Employees					
Level of Assistance provided to Retirees					
Overall Expertise of Provider's Staff					
Fees: Market Comparison/Value					
Meeting Contract Goals					
COMMENTS:					
Column Totals					
TOTAL RATING SCORE					

CITY OF PORT ORANGE GENERAL EMPLOYEES' DEFINED BENEFIT PLAN

AND

First State Trust Company

CUSTODIAL AGREEMENT

This Agreement made, executed and delivered, in duplicate, this 15th of October, 2015, effective October 15, 2015, by and between the Retirement Committee (a/k/a Board of Trustees) of the City of Port Orange General Employees' Defined Benefit Retirement Plan (hereinafter the "Plan") and First State Trust Company ("Custodian").

W I T N E S S E T H:

WHEREAS, there is an established Trust Fund known as the City of Port Orange General Employees' Defined Benefit Plan; and

WHEREAS, the Plan desires to appoint and designate First State Trust Company as the custodian for certain the assets of the Plan, and additions thereto or changes therein, and Custodian agrees to so act; and

WHEREAS, the Plan wishes to deposit into a separate account maintained with Custodian (the "Account") certain assets of the Plan and, at its discretion, to make additional deposits into the Account of cash or other property (the "Additional Assets"), as well as to confer the other duties and obligations set forth herein. The Plan's assets, the Additional Assets and all the property which may be held in the Account from time to time shall sometimes be referred to herein collectively as the "Assets"; and

WHEREAS, the Plan may, from time to time, direct the Custodian to segregate the Account into several separate investment funds (referred to herein individually as an "Investment Fund" and collectively as the "Investment Funds") and further shall, for each Investment Fund, identify the investment manager (each an "Investment Manager" and collectively the "Investment Managers") which shall have acknowledged that it is a fiduciary, who is authorized to direct the investment of the Assets of the Plan; and

WHEREAS, the Custodian has agreed to accept the deposit of the Account and to accept the duties and obligations hereinafter set forth, and otherwise agrees to the terms and conditions set forth herein; and

WHEREAS, the Plan trustees represent that they have all requisite authority under the Plan to enter into this Agreement, including the authority to designate custodians, and the Plan represents that all actions required for the execution of this Agreement by the Plan and the appointment of Custodian have been duly taken:

NOW, THEREFORE, in consideration of the mutual covenants herein contained, it is hereby AGREED between the parties hereto as follows:

1. APPOINTMENT OF FIRST STATE TRUST COMPANY. The Plan hereby designates First State Trust Company as the "custodian" of the Account, and Custodian hereby accepts such appointment and agrees to marshal the Account and carry out the Plan's directions regarding the investment and reinvestment of assets of the Account.

a. Custodian is hereby appointed as the custodian of all Assets received by it and held in the Investment Funds. Custodian may cause any stock certificates and other forms of securities held as Assets hereunder either to be held in its name, in the name of the Plan, in bearer form, or to be registered in the name of its nominee without disclosing or referring to the agency. When using a nominee registration, the liability or responsibility of Custodian shall neither increase nor decrease solely as a result of the use of such nominee name.

b. Custodian may hold securities in bulk with certificates of the same class and issuer constituting assets of other accounts, and may use depositories for securities.

c. Custodian shall be directed in writing or confirmed in writing by each Investment Manager of an Investment Fund as to the investment of short and intermediate term investments of cash awaiting investment or distribution, which investment must comply with the Plan document.

d. The Investment Manager responsible for the investment of the Investment Fund holding an Asset which is the subject of a tender, exchange, or proxy, shall retain the right to exercise voting rights and to exercise all other rights pertaining to tenders, exchanges, or proxies in connection with all Assets held thereunder, including without limitation any stock or other securities held thereunder, and to give Custodian written instructions as to how these rights shall be exercised.

e. The Plan shall have the following authorities and responsibilities concerning any Investment Manager which it may appoint hereunder:

(i) From time to time the Plan may designate one or more Investment Managers, who shall have the powers and authorities hereafter defined.

(ii) The Plan may, by similar notice, modify or terminate such designation and authority from time to time.

(iii) So long as, and to the extent that, any such designation is in effect, Custodian (i) shall establish a separate fund for each Investment Manager and shall invest, reinvest and retain the portion of the Assets assigned to that Investment Manager, and (ii) with respect to Assets in such Investment Fund shall follow any instructions received by it from such Investment Manager in accordance with the instructions received from such Investment Manager.

f. Each Investment Manager is authorized to place the buy or sell orders with the brokers or other persons, through whom such transactions shall be accomplished, pertaining to the Assets which are subject to the direction of the Investment Manager.

g. Payment of the costs of the acquisition, sale or exchange of any security or other property shall not be considered a charge to the Custodian.

h. All instructions from an Investment Manager (or from persons authorized by an Investment Manager) to the Custodian shall be in writing and shall be complete in all reasonable and necessary details. The Custodian may, in its discretion, accept directions by telephone or electronic communication confirmed in writing, or by any other means of communication which it believes to be genuine (including communications received through the facilities of an institutional delivery system of a depository).

2. CUSTODIAN'S ACCOUNTING AND RECORDKEEPING SERVICES

The Custodian shall be accountable for the shadow posting to the Custodian's trust accounting system all Assets maintained by each Investment Manager duly appointed by the Plan and authorized to maintain and direct the investment of the Assets of the Plan. With respect to each such Investment Manager and the Investment Fund to which it has been appointed to maintain, the Custodian shall:

a. accept daily data transmission from the Investment Manager, or its authorized agent, containing account positions and transactions and post the data to the Custodian's trust accounting system;

b. prepare and make available electronically monthly accountings of each Account maintained on the Custodian's trust accounting system;

c. render an annual report on all transactions during the twelve (12) month period, plus statements of income and principal transactions if required;

d. maintain a "cash" account for purpose of making payments as directed in writing by the Plan

e. accept cash deposits from the Plan or the Investment Manager to the "cash" account;

f. sweep monies deposited into the "cash" account to a money funds investment vehicle as directed by the relevant Investment Manager or the Plan;

g. withhold required federal and state taxes related to payments made from the "cash" account ;

h. report tax information to parties receiving payments from the "cash" account;

i. provide access to view account holdings, transactions and statements via the Custodian's internet access service;

j. produce worksheets to support Plan's filing of applicable tax documents;

k. provide ongoing support of the relationship by assignment of a Custodian/Trust Administrative Officer;

l. exercise diligence in all matters under this Agreement.

3. ADDITIONAL AGREEMENTS

a. Subject to Chapter 119 of the Florida Statutes (Public Records), the Plan and the Custodian each agree to protect the confidentiality of the other party's confidential information In the case of the Plan, its confidential information shall include non-public personal information and any other information that it has marked confidential or by its nature or circumstances of disclosure should reasonably be understood to be confidential. In the case of the Custodian, its confidential information shall include any information concerning its procedures or computer systems, including without limitation any SSAE 16 audit and any other information that it has marked confidential or by its nature or circumstances of disclosure should reasonably be understood to be confidential. In addition, the Custodian agrees to abide by its "Privacy Promise", which is incorporated herein by reference http://www.fs-trust.com/privacy.html.

b. The Plan may retain a custodial relationship with one or more Investment Managers, which are not the Custodian, to perform custodial duties with respect to all or any portion of the Assets which are shadow posted by the Custodian; and any compensation paid to such Investment Managers shall be paid by the Plan and not by the Custodian.

c. The Plan will comply with and will take all necessary steps to assist the Custodian to comply with all applicable laws, including without limitation, the USA Patriot Act of 2001 and the Bank Secrecy Act.

4. CUSTODIAN'S DUTIES AND OBLIGATIONS. Custodian agrees to hold and safely keep such cash, stocks, certificates, bonds and other securities as may be delivered to it by or for the Account of the Plan, and to collect the income, interest and dividends paid in cash on the property held by it pursuant to this Agreement and credit same to the Account. Matured bonds and other securities shall be presented for payment by Custodian on the maturity date and the principal and income paid thereon shall be credited to the Account.

a. Custodian agrees to hold, deal with and dispose of the Assets and the income derived therefrom in the manner as provided for herein.

b. Custodian agrees to make such sales, subscriptions, investments and reinvestments as any Investment Manager may from time to time direct in writing.

c. Custodian agrees to hold the assets in safekeeping.

d. Custodian shall bear no risk, responsibility or financial exposure as to the value or suitability of any assets acquired or disposed by the Plan.

e. Custodian agrees to collect and credit to the Account all dividends, interest or other income or principal due or received by it in regard to the assets held hereunder and all proceeds from the sale of redemption of all Assets.

f. Custodian agrees to submit on a timely basis debt obligations which may be redeemed by the issuer provided that Custodian received adequate actual notice of such premature redemption.

g. Custodian agrees to deliver to the Investment Manager responsible for the investment of an Investment Fund holding an Asset which is the subject of a tender, exchange, or proxy, all materials relating to the exercise of that tender, exchange, or proxy, and to follow the written instructions given by the Investment Manager. Custodian agrees to follow the instructions which are received by it at least two full business days prior to the expiration of the period in which such tenders or exchanges may be exercised Custodian will follow such instructions not received by it at least two full business days prior to the expiration of such period, but shall not be liable for damages if action on such instructions cannot be taken prior to the expiration of such period.

h. Custodian shall make distributions to participants, including benefit payments. All requests will be directed to the Custodian in writing and signed by the Plan setting forth the amount, method and time of payment, date of commencement, date of termination, social security number, last known address, and any other information necessary for the Custodian to carry out its responsibilities under applicable state and federal laws. The Custodian shall make the necessary filings with the Internal Revenue Service and appropriate state taxing agencies and shall timely provide each participant receiving payments with an appropriate IRS form.

i. Pursuant to SEC Rule 14B-I, the Custodian shall furnish the Plan the name, address and share position to companies which issue securities held as Assets. Custodian is authorized to disclose the Trust Fund's name, address and share position.

j. Custodian agrees to provide, as systems allow, electronic access to account information to the Plan, investment managers, consultant and other parties as the Plan may direct. The Plan directs that the parties designated by it to receive printed custody statements, are also authorized to have electronic access to account information.

5. PRINCIPAL CASH AND DIVIDENDS IN KIND. All principal cash or dividends in cash or in kind received or collected with respect to the property in this Account will be credited to the Account.

6. STATEMENTS. Statements of receipts, disbursements, other transactions and an inventory of all assets, will be submitted to the Plan, its investment managers and consultant on a monthly basis. Custodian shall transmit and certify the accuracy of the information of the Account within forty-five (45) days after the plan year-end.

7. INVESTMENT VALUATION. Custodian will prepare and furnish to the Plan a report of the assets in this Account showing units, description, carrying values, estimated income and estimated market values on a monthly basis. Such information will be on the form used for this purpose by Custodian and will show valuations as of the end of the month prior to date prepared.

8. AMENDMENT AND MODIFICATION. This Agreement may be altered, amended or modified at any time in such manner as may be mutually agreed upon between Custodian and the Plan.

9. WITHDRAWAL AND TERMINATION. The Plan may withdraw any or all of the property held hereunder by Custodian and either party hereto may terminate this Agreement upon receipt by the other party of written notice. Custodian agrees to provide not less than 90 days notice to the Plan if this Agreement is to be terminated or not renewed. The Plan agrees to provide to Custodian not less than 30 days notice if this Agreement is to be terminated or not renewed. Upon termination and the tender to Custodian of a proper receipt, Custodian shall transfer and deliver to the Plan or its designee all property then held hereunder.

10. AUTHORIZATION. The names and specimen signatures of individuals authorized by the Plan to execute and direct Custodian under this Agreement are set to be forth in the Certification of Authorized Signatures as attached hereto as Exhibit A and to be amended from time to time by the Retirement Plan. Custodian will rely on the so authorized individuals for all direction.

In addition to the individuals named above, Custodian will also sell and purchase property in and for the Account as directed, in writing, by the Plan's Investment Managers only after receiving written authorization from the Plan authorizing said Investment Managers to give such direction on behalf of the Plan. The Plan may also authorize, in writing, Custodian to act upon the telephone instructions of the Plan's Investment Managers, to be confirmed in writing by the Investment Manager.

11. AGENTS AND COUNSEL. Custodian upon prior authorization by the Plan (not to be unreasonably withheld or delayed) shall be entitled to employ suitable agents and counsel and to pay their reasonable expenses and compensation from the Plan, provided, however, that such appointment shall not relieve the Custodian of its responsibilities or liabilities under this Agreement.

12. INDEMNITY. Custodian shall be responsible for any liability arising out of this Agreement that is caused by Custodian's own negligence or willful misconduct. Custodian may rely upon and shall be protected in acting upon any written direction from the Plan or any Investment Manager in accordance with this Agreement, or any other written notice, request, consent, certificate, or other instrument reasonably believed by the Custodian to be genuine and to have been properly executed.

13. FEES AND EXPENSES. Custodian shall be entitled to compensation for services under this Agreement as documented in the fee schedule attached as Exhibit B which has been executed by the Plan. Except as to fees guaranteed for three years in Exhibit B, the Custodian may from time to time amend the fee schedule, which amendment shall become effective no earlier than sixty (60) days after written notice is given to the Plan. Such compensation shall constitute a charge to the paid by the Account quarterly in arrears. The Custodian may also retain as additional compensation fees collected from mutual fund complexes for providing administrative or recordkeeping services. The amount of such fees are determined by the mutual fund complex based upon the aggregate net asset value invested in the mutual funds and the amount of such fees is subject to change at any time.

The Plan acknowledges that Custodian's float policy has been received and agreed to. The Custodian shall also be entitled to reimbursement for advances made to settle or pay for Authorized Transactions, Custodian's standard overdraft charges and reasonable expenses incurred by it in the discharge of its duties under this Agreement (the "Expenses"). The Custodian is authorized to charge and collect from the Account any and all fees and Expenses unless such fees and Expenses are paid directly by the Plan.

The Custodian certifies that no contingent fee or commission has been or will be received or paid to any individual or organization as a result of the establishment of this relationship with the Plan.

14. FIDELITY BOND AND ERRORS AND OMISSIONS INSURANCE. Custodian shall maintain errors and omissions insurance of at least $2 million and a Fidelity Bond of at least $5 million and shall upon request provide the Trust Fund with proof that such insurance is in force and effect.

15. INVESTMENTS. The Account shall be fully invested at all times and no cash balances shall be held without interest if received before 1 PM Eastern Time. Investments in money market funds and other short-term investments shall comply with the investment restrictions and limitations of the Plan document and the Plan shall direct the Custodian as to any restrictions or limitations.

16. QUALIFIED PUBLIC DEPOSITORY. Custodian warrants the assets will be held by its trust department and that as a trust company, Custodian meets the exemption under Chapter 280.03(3) and may serve as a custodian under Chapter 112 of the Florida Statutes. Custodian warrants that it will promptly notify the Plan, in writing, should its status change during the term of this Agreement.

17. FIDUCIARY STATUS. Custodian acknowledges that in accordance with this agreement, it is a fiduciary with respect to the Board of Trustees and the Plan and is both a fiduciary and a "named fiduciary" within the meaning of Section 112.656, Florida Statutes.

18. GOVERNING LAW AND VENUE. This agreement is made in the City of Port Orange General Employees' Defined Benefit Plan, Florida and the laws of the State of Florida shall govern this agreement. Venue for any legal action shall be VOLUSIA COUNTY, Florida.

19. ATTORNEYS' FEES AND EXPENSES. If either or both of the parties initiate any litigation to enforce or interpret any of the provisions of this Agreement, then the party not prevailing with respect to the final judgment or decision of the court shall pay to the prevailing party all reasonable costs and expenses incurred therein by the prevailing party including, without limitation, reasonable attorneys' fees, court costs, expert witness fees and costs, deposition costs, exhibit costs, cost and attorneys' fees on appeal, fees and costs associated with any execution upon any judgment or order, special transcript costs, and the appointment of a mediator or special master in the litigation. These expenses shall be in addition to any other relief to which the prevailing party may be entitled and shall be included in and as a part of the judgment or decision rendered in such litigation.

20. ASSIGNMENT. Neither party may assign this Agreement without the express written consent of the other party except that Custodian may assign this Agreement to an affiliate or in connection with a sale of all or substantially all of its assets relating to the services provided hereunder. This Agreement shall be binding on the parties and their successors and permitted assigns. Custodian agrees to notify the Plan of any change in ownership of Custodian.

21. NOTIFICATION. All required notification and correspondence of the Plan shall be made in writing and delivered to **Chair Person** (**kdonahue@port-orange.org**), **Tracey S. Riehm** (TRiehm@port-orange.org) **and Benefits USA, Inc. (3810 Inverrary Blvd., Suite 303, Lauderhill, FL 33319)** or such other Vendors as the Plan shall designate, in writing. All required notification of the Plan shall be made in writing and delivered to the address for the Plan indicated in this Agreement or such other address as the Plan shall designate, in writing. Notices may be delivered by hand, overnight courier or certified mail, return receipt requested or by email and shall be effective upon receipt.

IN WITNESS WHEREOF, the parties hereto have set their hands and seals the day and year above written:

RETIREMENT COMMITTEE (a/k/a BOARD OF TRUSTEES)
CITY OF PORT ORANGE GENERAL EMPLOYEES' DEFINED BENEFIT RETIREMENT PLAN

Address:

By: Kent Donahue
Chair
Print Name: KENT DONAHUE

WITNESSES:
____
Trustee

FIRST STATE TRUST COMPANY
TWO RIGHTER PARKWAY
SUITE 280
WILMINGTON DE 19803
Telephone: ____________
By: David Draper
Print Name: DAVID DRAPER
Title: SVP

Unfinished Business

RFP for POG Legal Services

CITY OF PORT ORANGE EMPLOYEES DEFINED BENEFIT RETIREMENT PENSION FUND
ATTORNEY SEARCH – AUGUST 27, 2018

FIRM	YEAR OF EXPERIENCE	NO. OF STAFF MEMBERS	NO. OF PUBLIC PENSION CLIENTS	FEE&INSURENCE
Mierzwa & Floyd. P.A. 3900 Woodlake Blvd, Ste 212 Lake Worth, FL 33463	15 to 30 years representing Public Fund	Two Attorneys One associate attorney Three Office Employees	30 Benefits Plan 50 Labor Organizations	**$300.00 per hour** **$100.00 per hour for paralegals** **1 M Lability Insurance**
Klausner, Kaufman, Jensen & Levinson 7080 N.W. 4th Street Plantation, FL 33317	Since 1979 More than 40 years	Seven Attorneys Five Office Employees	193 Public Funds	**$350.00 per hour** **$75.00 per hour for paralegals** **5 M Lability Insurance**
Rice Pugatch Robinson Storfer & Cohen, PLLC 101 NE 3rd AVE. Ste 1800 Tamarac, FL 33319	30 years representing Public Fund	Total 15 Attorneys Three Pension Attorneys	5 Public Funds	**$275.00 per hour** **$140.00 per hour for paralegals** **5 M Lability Insurance**
Sugarman & Susskind P.A. 100 Miracle Mile, Ste 300 Coral Gables, FL 33134	Over 30 years representing Public Fund	Eight Attorneys Three Office Employees	91 Public Funds	**$325.00 per hour** **$150.00 per hour for paralegals** $1,200 per Month flat fee
Paul Daragjati, P.L.C. 5530 Beach Blvd. Jacksonville, FL 32207	Since 2003	One Attorney	Assistant State Attorney General Counsel of Jacksonville Police DEPT. State of FL Fraternal Order of Police 4 Public Funds	**$250.00 per hour** **$75.00 per hour for paralegals** $1,000 per Month flat fee

LAW OFFICES
MIERZWA & FLOYD, P.A.

3900 WOODLAKE BOULEVARD
SUITE 212
LAKE WORTH, FLORIDA 33463

TELEPHONE: (561) 966-1200
FACSIMILE: (561) 966-1231

July 27, 2018

Board of Trustees
City of Port Orange
General Employees Retirement Plan
c/o Mei Fang, Plan Administrator
Benefits USA, Inc.
3810 Inverrary Blvd., Ste. 303
Lauderhill, Florida 33319

Re: Request for Proposals
Legal Services
File No.: 940098.9098

Dear Members of the Board of Trustees:

We appreciate the opportunity to provide a proposal for legal counsel services. The information contained in this proposal will provide you with background information regarding our firm and its attorneys, information of which we believe you should be aware when evaluating responses to your request for proposals, and an outline of our proposal for the provision of general legal services. If you desire any additional information or have any questions, please do not hesitate to contact us.

INTRODUCTION AND GENERAL INFORMATION

The name of our firm is Mierzwa & Floyd, P.A. From our office in Palm Beach County we provide legal services to clients throughout the State of Florida. Our firm's address, telephone number, facsimile number, and employer identification number are as follows:

Mierzwa & Floyd, P.A.
3900 Woodlake Boulevard
Suite 212
Lake Worth, FL 33463
Telephone: 561-966-1200
Facsimile: 561-966-1231
EIN: 65-0764963

Our firm is a professional association which has, between it and its predecessor, represented employee benefit funds, in general, and pension funds, in particular, for more than 35 years. We represent a variety of benefit funds including public and private sector pension funds, retiree insurance funds, health insurance funds, and apprenticeship committees. Our firm also represents various labor organizations in both the public and private sector.

In total, our firm represents approximately 30 different benefit funds and approximately 50 different labor organizations throughout the State of Florida. The geographic scope of our representation extends from Monroe County in the south to Tallahassee in the north, covering both coasts and the central portions of the State in between.

The vast majority of our work is within the public sector of the State of Florida. We are involved not only in the administration and maintenance of pension funds such as yours, but also in the negotiation and establishment of pension benefits. This heavy involvement on both ends of the spectrum gives us unique insight into all aspects of the operation of a pension plan.

We are a full service provider of legal services. We handle not only the day to day, or meeting to meeting, aspects of legal representation, but also handle litigation as needed or required. We often see law firms that provide legal services to a pension fund such as yours that are not willing to engage in litigation on behalf of that fund. That is not us. We will represent the Board of Trustees and your Retirement System in connection with all matters including litigation, disability proceedings, and appellate work as necessary.

We have no intention of utilizing the services of another firm and will only do so when absolutely necessary in situations like out of state litigation or where there exists a conflict of interest. We are not aware of any potential conflicts of interest which may exist or are likely to arise should the Board decide to engage our firm. In the event that our firm is engaged and later asked to provide legal services to a potential client whose interests may conflict with the interests of the Board, we would only undertake such representation with your consent after complete disclosure of the potential conflict to you.

We carry a $1 million professional liability insurance policy to cover all work performed by our firm. We understand that some firms carry a larger policy, but base ours on the recommendation of our agent based on the work we perform and our track record of service to our clients. There are no pending criminal investigations of, nor any material litigation against, our firm or any member/employee of our firm.

PROVISION OF LEGAL SERVICES - SPECIFIC COUNSEL INFORMATION

Our legal services are provided by Matthew J. Mierzwa, Jr., Mark W. Floyd, and Erin F. Medeiros. Each of our attorneys practices in the areas of pension and employee benefit law and labor law. Mark Floyd is a shareholder of the firm and would be primarily responsible for providing legal services to the Board of Trustees. Mark has been engaged in the practice of law for more than 17 years and has spent the last 15 years representing public employee pension funds, private sector pension funds, public sector health and retiree health funds, and public employees in the State of Florida.

Matthew J. Mierzwa, Jr., the principal of our firm, will be available to assist or cover as needed. Matt has worked on behalf of and represented public sector pension funds, private sector pension funds, private and public sector health and retiree health insurance funds, and public employees in the State of Florida for more than 30 years.

A brief synopsis of Mark's and Matt's qualifications follows:

Mark W. Floyd

Mark W. Floyd is a shareholder with Mierzwa & Floyd, P.A., representing public employee and ERISA benefit funds including pension, health and welfare, and retiree insurance funds as well as various labor organziations. Mark joined the firm in August 2003. Prior to joining Mierzwa & Floyd, Mark was an associate for two years at Previant, Goldberg, Uelmen, Gratz, Miller & Brueggeman, S.C., in Milwaukee, WI, where Mark also represented employee benefit funds and labor organizations.

Mark graduated from Texas A&M University in 1998 with a Bachelor of Arts degree in Speech Communications. Mark received his Juris Doctor from the College of William and Mary's Marshall-Wythe School of Law where he was a member of the school's Moot Court team. Mark was admitted to The Wisconsin Bar in 2001 and The Florida Bar in 2003 and is a member in good standing of both, though inactive in the State of Wisconsin. He is also admitted to the United States District Courts for the Southern and Middle Districts of Florida and the Eastern and Western Districts of Wisconsin. He is a member of the AFL-CIO Lawyers' Coordinating Committee, The Florida Bar's Labor and Employment Law Section, the International Foundation of Employee Benefit Plans, and the Florida Public Pension Trustees Association. Mark is a frequent speaker on benefit and labor issues at various conferences and seminars by those organizations and more.

Matthew J. Mierzwa, Jr.

Matthew J. Mierzwa, Jr., is the principal of Mierzwa & Floyd, P.A., which represents labor organizations, employee benefit plans, and union members in the areas of labor law, employee benefit law, and election law throughout the State of Florida. The firm represents approximately 50 labor organizations and 30benefit funds including pension, health and welfare, and retiree insurance funds.

Matt graduated from Harvard College in 1977, *cum laude*, with a degree in Economics; did graduate work at Cornell University's New York State School of Industrial and Labor Relations; and received his Juris Doctor, *magna cum laude*, from the University of Miami School of Law. Matt was admitted to The Florida Bar on October 5, 1987. He is also admitted to practice in the United States Court of Appeals for the Eleventh Circuit and for the United States District Courts for the Southern and Middle Districts of Florida. He is a member of the AFL-CIO Lawyers' Coordinating Committee, The Florida Bar's Labor and Employment Law Section, the International Foundation of Employee Benefit Plans, and the Florida Public Pension Trustees Association. He is a frequent speaker on employee benefits and labor-management issues and has taught college-level courses at Cornell University, Hobart & William Smith College, and Florida International University.

Our staff includes a paralegal, a legal assistant, an office manager, and an associate attorney, Erin Medeiros, who joined our firm in March 2018. Erin moved here from Milwaukee where she practiced law for more than three years. She is of great assistance to Matt and Mark in the provision of legal services. Our paralegal, Robert Stevens, a former firefighter for the City of Margate, performs research, investigations, and writing duties in the office and assists the attorneys in any way needed. Our legal assistant performs secretarial and administrative duties. Our office manager handles the business affairs of our office and provides secretarial and administrative support as needed.

EXPERIENCE

Our firm's experience in public sector employee benefits qualifies us to provide a full scope of legal services and to work cooperatively with your System's administrator, actuary, and other professionals along with the employer and labor organizations. We understand the issues facing public sector retirement systems including protection and modification of pension benefits, fiduciary responsibilities, general administration/management, and investment related concerns/protections. We have a thorough understanding of the unique legal, operational, and political issues faced by public sector pension funds and will work closely with the Board of Trustees, the System's administrator, and all other parties involved to protect the legal interests of the Board and the Retirement System so as to achieve results in a cost effective and appropriate manner.

We invite you to contact some of our existing clients to verify our claims and provide references regarding the service we provide. In order to allow you to do so, below you will find contact information for a sampling of five of our clients as requested by the Board. If you would like more, please let us know and we will be happy to provide the same. The six provided are as follows:

Cape Coral Municipal General Employees' Retirement Plan
Mike Ilczyszyn, Chair
239-810-0301

City of Fort Myers Firefighters's Retirement System
Matthew Galewski, Chair
239-410-5079

City of Cocoa Firefighters' Retirement System
M. Norris Park, Chair
321-636-6282

Lantana Firefighters' Pension Fund
Michael A. Bergeron, Chair
561-969-6663

Lake Worth Firefighters' Division II Relief and Pension Fund
Scott Conley, Chair
561-716-5372

Dade County Firefighters Insurance Trust Fund
Dale Sutton, Administrative Manager
786-437-2560

For these funds, our firm provides or has provided representation in matters pertaining to their respective local ordinances or special acts and matters pertaining to Chapter 112, Chapter 119 (Public Records), Chapter 166 (Home Rule), Chapter 175, Chapter 185, and Chapter 286 (Public Business), Florida Statutes, as well as other state laws and federal laws governing pension plans, including the Internal Revenue Code (IRC). We negotiate, review, and maintain valid contracts with various service providers and ensure that a board of trustees maintains proper policies and rules and regulations in the areas of investment policy, trustee expense policy, election of trustees, and disability procedures.

We assist in disability determinations, benefit eligibility determinations, beneficiary/survivor determinations, and generally ensure that the trustees are apprised of federal, state, and local legislation which may impact their funds. We also represent the boards of trustees in any litigation or appeal proceedings.

Our firm provides similar legal services to many other public employee benefit funds including health insurance funds in Broward County, Palm Beach County, St. Lucie County, Boca Raton, West Palm Beach, and Cape Coral and retiree health insurance funds in Miami-Dade County, Broward County, Palm Beach County, St. Lucie County, Margate, Boca Raton, Delray Beach, Boynton Beach, West Palm Beach, Palm Beach Gardens, Riviera Beach, Cape Coral, Fort Myers, Davie, Iona-McGregor, and Fort Myers Beach. Although these benefit funds are not pension funds, the services provided are substantially similar to those provided to pension funds including compliance with Chapters 112, 119, and 286, Florida Statutes; negotiation of contracts with service providers; monitoring compliance with investment requirements contained in the Florida Statutes and internal investment policy statements; drafting of plans of benefits; preparing and maintaining appropriate policies and rules and regulations; and monitoring compliance with the IRC.

The RFP requests that we identify three specific engagements since January 2013 most relevant to the services to be provided here. First, we have engaged in major ordinance revisions for the Fort Myers Firefighters' and Cape Coral General Employees plans. Second, we have engaged in litigation carried all the way to the District Court of Appeals for the Cocoa Firefighters' Retirement System on a case involving survivor benefits. Finally, also with regard to Cocoa, we have engaged in multiple issues of litigation regarding disability benefits.

We understand that the transition from one legal services provider to another can be difficult. If retained, we will make every effort to provide as seamless of a transition as possible. We will ensure that we are ready to commence services from day one through careful review of applicable ordinances, policies, rules and regulations, and contracts in order to accomplish whatever needs to be accomplished in an expeditious manner.

PROPOSAL

We charge an hourly rate of $300 for all work performed by our attorneys. Work would only be performed upon request of, or in accordance with the direction of, the Board of Trustees. Travel time is billed at one-half the normal hourly rate. We charge an hourly rate of $100 for paralegal work that would otherwise be performed by an attorney. We do not charge for secretarial work.

Our firm also charges for costs associated with postage, express shipping, mileage, photocopying, and the like. Costs are passed through at their actual rate and mileage is charged in accordance with IRS rates in effect at the time of travel.

The RFP requested that we identify the cost savings to be achieved by attending meetings via teleconference or other technological means. Because we bill by the hour, the savings would be the travel time billed at one-half our regular hourly rate. We prefer not to attend meetings via teleconference or video conference because we believe it takes away from the service provided and inhibits the free flow of information and discussion. However, we have attended meetings by such means when requested or when more prudent due to a limited agenda or other similar situations.

We are excited by the opportunity to serve the Retirement System. If you desire any additional information or have any questions, please do not hesitate to contact us.

Sincerely,

Mark W. Floyd

Klausner Kaufman
Jensen & Levinson

PROPOSAL

FOR LEGAL SERVICES

BOARD OF TRUSTEES FOR THE CITY OF PORT ORANGE GENERAL EMPLOYEES RETIREMENT SYSTEM

KLAUSNER, KAUFMAN, JENSEN & LEVINSON
7080 N.W. 4TH Street
Plantation, FL 33317
Telephone: (954) 916-1202
Facsimile: (954) 916-1232
www.klausnerkaufman.com

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KLAUSNER
KAUFMAN
JENSEN &
LEVINSON

July 24, 2018

Writer's e-mail:stu@robertdklausner.com

VIA EMAIL AND FEDEX DELIVERY
Pete Prior
Plan Administrator
City of Port Orange General Employees Retirement System
3810 Inverrary Blvd.,
Lauderhill, FL 33319

Re: City of Port Orange General Employees Retirement System
Proposal for Legal Services

Dear Mr. Prior:

We are pleased to enclose our proposal to provide legal services to the Board of Trustees for the City of Port Orange General Employees Retirement System (hereinafter referred to as "the Plan"). Accompanying this letter is a full proposal setting forth the qualifications of the members of the firm and a description of the services which we perform.

We believe our extensive experience in the representation of local government retirement systems in Florida and throughout the United States makes us uniquely qualified to fulfill this important appointment.

I attest that I am authorized to accept the terms of engagement on behalf of the firm; that the offer may be accepted by the Board without discussions; and the Board may accept all of the terms of the engagement as set forth herein.

We are honored to have the opportunity to submit this proposal and we look forward to hearing from you soon.

Very truly yours,

STUART A. KAUFMAN

SAK:akp

7080 NORTHWEST 4TH STREET, PLANTATION, FLORIDA 33317

PHONE: (954) 916-1202 • FAX: (954) 916-1232
www.robertdklausner.com

1. General Information Regarding the Proposer

Klausner, Kaufman, Jensen & Levinson
7080 Northwest 4th Street
Plantation, Florida 33317
Telephone: (954) 916 - 1202
Facsimile: (954) 916 - 1232
www.klausnerkaufman.com

A1. General Background of the firm, its History, Significant Changes Over Last Two Years.

Since 1979, Robert Klausner has been providing legal representation to pension funds in Florida. In the past 40 years, his representation of public pension funds has spread throughout the United States and its territories. Over the last several years, Bonni Jensen and Steve Cypen have joined Bob and the firm's other lawyers to make Klausner, Kaufman, Jensen and Levinson, a Partnership of Professional Associations, the most experienced law firm in Florida representing public pension funds. The firm's exclusive practice is pension law and related employment law issues.

For additional information regarding the size and structure of the firm, please see **Appendix A.**

A2. Use of services of other firms or attorneys in connection with provisions as retirement counsel.

The firm does not intend to use the services of other firms or attorneys to provide services to the City of Port Orange General Employees Retirement System.

A3. The firm's professional liability insurance.

The firm carries $5,000,000 of professional liability insurance coverage. For a copy of the firm's current liability insurance coverage, please see **Appendix E**.

A4. Criminal investigation or material litigation against the firm, or its members, either pending or completed since January 2013.

None.

A5. Potential conflicts of interest should the firm be selected to represented the board.

There are no known conflicts. We believe that part of the fiduciary duty of a pension fund counsel is to remain free of any real or potential conflicts of interest. The Board of Trustees has a fiduciary duty to administer a plan for the exclusive benefit of the members and beneficiaries of the plan. In order to accomplish that mission, all service providers to a plan must have a duty of undivided loyalty to the plan. If retained, the firm will not provide legal services to any party whose interests are or have the potential to conflict with that duty of undivided loyalty.

Potential conflicts will be assigned to a designated partner and will be fully discussed with the client to eliminate the possibility of a conflict, however remote, before it arises. This would also extend to matters which could give even the appearance of a conflict.

2. Specific Retirement Counsel Information

B1. Proposed professional staffing.

Stuart Kaufman will be assigned the primary responsibilities of the contract. Mr. Kaufman is admitted to the Florida Bar.

Stuart Kaufman has represented municipal general, police and firefighter pension funds since joining the firm and has devoted his legal career to public employee pension benefits. He takes pride in being proactive to ensure not only that his clients are in compliance with the law but that the clients can fulfill their own fiduciary responsibilities to their participants. Mr. Kaufman has been a speaker on extra benefits, DROP plans, fiduciary responsibility, 457 plans, the role of collective bargaining in pension issues, pension plan administration, meeting preparation, Sunshine Law, ethics and financial disclosure laws at numerous pension conferences. He also serves with Mr. Klausner as general counsel for the National Conference on Public Employee Retirement Systems (NCPERS).

To ensure continuity of service, Bonni Jensen will work with Stuart to provide services to the City of Port Orange General Employees Retirement System.

For specific information regarding Stuart and Bonni's qualifications, certifications and affiliations, as well as the rest of the attorneys with the firm, please see the brief resumes in **Appendix B.**

B2. Please describe up to three other engagements since January 2013, most relevant to this RFP in which one or more professionals named in response to question B1 above had principal responsibility.

Below are three clients with whom Stuart Kaufman is the primary attorney. For a full list of our clients see **Appendix C.**

City of Tampa Firefighters and Police Officers Pension Fund
Tiffany Ernst, Administrator
3001 North Boulevard
Tampa, FL 33603
Telephone: (813) 274-8550

City of Orlando Police Pension Plan
Michele Keane, Administrator
400 South Orange Avenue - 4th Floor
Orlando, FL 32801
Telephone: (407) 246-3410

City of Maitland Police Officers' & Firefighters' Pension Trust Fund
Ferrell Jenne, Administrator - Foster & Foster
2503 Del Prado South - Suite 502
Cape Coral, FL 33904
Telephone: (239) 333-4872

B3. Please describe the specific steps you or your firm will take to be continually apprised of all developments within or related to the retirement plan or Board which will directly bear on the services to be performed pursuant to this RFP.

To best understand the work for the Board we would:

- Attend all scheduled meetings of the Board of Trustees.
- Becomes familiar with all system documents and provisions, and be in regular contact with the system's staff.

- Since we monitor the Legislature and the courts, both at the state and federal levels, we are aware of and can inform the Board of any relevant issues.

B4. Please provide your views as to any current public retirement system practices or procedures of which you are aware and describe any specific changes to such practices or procedures which you recommend.

As we travel around Florida, some of the current retirement system practices and procedures that have come to our attention are:

Rehire After Retirement/Normal Retirement Issues - The firm has assisted pension systems and their municipal plan sponsors to address the tax ramifications of rehiring retirees of the municipal system. We are familiar with the process to remedy these situations and to bring the system into compliance. We feel that with the new funding for school resource officers, this will be an emerging discussion with many plans.

Updating member/retiree contact information to include electronic communication - This is a process that we have started to recommend to the clients. The IRS has recently dismantled its long standing missing participant location services and so a robust contact maintenance system has become more of a necessity in our increasingly mobile society.

Developing a system for receiving, responding to, and implementing domestic relations orders - Distribution of pension assets as a result of a divorce is a particularly thorny issue with governmental pension plans due to the fact that most plans do not accept QDROs. Our communication material for members and their family law counsel have been developed with our Florida clients in mind.

3. Compensation Proposals

Fees are structured in order to serve the needs of the client while still providing a reasonable rate of return for the firm.

The fee for all services is billed at the rate of $350.00 an hour for lawyer time and $75.00 an hour for paralegals. The firm is willing to guarantee this rate for a 3 year period. This fee is computed on an hourly basis in 1/10th hour increments, other than the special project fee. All billing is by line item and with detail. The fee reflects the best rate offered by the firm for providing legal services to governmental entities.

Travel will be billed at ½ of the hourly rate.

Our firm does not charge for faxes, long distance telephone calls, or regular postage. Copying charges are billed at the rate of $.25 per page and overnight mail costs are billed as incurred.

Fees paid include attendance at the Client Conference.

Our billing philosophy is that the fee must be commensurate with the service. If a client believes a fee for a particular service is too high, the client pays what it deems fair. We do not argue about money. This practice has served our clients for more than thirty (30) years and there has never been a fee dispute.

Retainer fees are available. It is recommended that you allow the firm to work on an hourly basis for the first six months to gauge the service levels required in order that any retainer fairly reflect the needs of the Plan. Generally, retainer fees cover the regular ongoing work of counsel, but exclude hearings before the board, litigation and tax work.

Please see **Appendix D** for Sample Contract for Professional Services.

APPENDIX A

1. SIZE AND STRUCTURE OF THE FIRM

The law firm of Klausner, Kaufman, Jensen and Levinson is a seven lawyer firm specializing exclusively in the representation of public employee retirement systems and related employment law matters. The lawyers are supported by 5 staff members.

By limiting our practice to the area of public employee retirement and related employment issues, we are able to keep a focus on changing trends in the law that more general practitioners would consider a luxury.

As a result of our substantial involvement on a national level in public employee retirement matters, we have developed a unique and comprehensive system enabling us to readily access the law in all fifty (50) states and on the federal level in this unique area of specialty.

All records are backed up electronically and by hard copy to ensure security of client information and protection from loss due to natural disaster. The firm has a well developed disaster response program to prevent interruption of services.

In January 2017, the firm announced that Stephen H. Cypen of the Law Offices of Cypen & Cypen became Senior Counsel to the firm.

2. BACKGROUND OF THE FIRM AND INDIVIDUALS AS RELATES TO PUBLIC PENSION LAW

The law firm of Klausner, Kaufman, Jensen and Levinson is among the most well known in the country in the area of public pension issues.

The firm is frequently called upon as an educational consultant by state and local governments throughout the United States on some of the newest and most sophisticated issues involving public retirement systems. Examples of those areas are:

a. Fiduciary Education.

The primary duty of a pension fund lawyer is to ensure that the trustees do the right thing. It is our practice to prepare for all of the boards of trustees which we represent, trustee handbooks which explain the general principles of fiduciary responsibility, as well as more specific principles regarding voting conflicts, compliance with open meeting laws, conflict of interest laws, etc. We regularly apprise the boards of trustees through newsletters, memoranda and other vehicles of changes in the law, both legislatively and judicially, which impact upon their duties. We also conduct training workshops to improve the trustees' skills in conducting disability and other benefit hearings. As a result of our regular participation and educational programs on a monthly basis, all of the materials prepared as speaking materials for those programs are distributed without additional charge to our clients. Our firm provides its clients, as part of the fees paid, an annual pension education conference held in South Florida. This national event draws internationally known legal and financial experts and is attended by more than 200 trustees and administrators from throughout the United States. However, our conference venue sustained major damage after Hurricane Irma.

b. **Legal Counseling.**

In the course of its duties, the board of trustees will be called upon from time to time to interpret various provisions of the statutes which governs its conduct. As a result, counsel to the board is responsible for issuing legal opinions to assist the trustees in performing their function in managing the trust. It is our practice to maintain an orderly system of the issuance of legal opinions so that they can form part of the overall body of law that guides the trustees. As changes in the law occur, it is our practice to update those legal opinions to ensure that the subjects which they cover are in conformance with the current state of the law.

c. **Litigation.**

Despite the best efforts and intentions of the staff and trustees, there will be times when the pension fund finds itself as either a plaintiff or defendant in a legal action. We have successfully defended boards of trustees in claims for benefits, actions regarding under-funding, securities matters, and alleged failure of plan fiduciaries to fulfill their responsibilities to the trust. The lawyers in the firm have not only substantial state and federal court trial experience, but regularly argue complex appellate matters on both the state and federal levels. Mr. Klausner has represented retirement plans in nearly a dozen states (appellate and supreme courts), numerous federal district courts, federal appeals courts for the 2nd, 4th, 5th, 6th, 8th, 10th and 11th circuits. In 2008, Mr. Klausner successfully represented the Kentucky

Retirement Systems before the United States Supreme Court in Kentucky Retirement Systems v. EEOC, 128 S.Ct. 2361 (2008).

d. **Ethics.**

Trustees and staff of public employee retirement systems are under greater public scrutiny than ever before. Our office has substantial experience in the development and implementation of detailed ethics policies. Our firm is the provider of choice for ethics education in Florida, Louisiana, California, Texas, Alaska, Missouri, Michigan, Rhode Island, and Ohio. In addition, the firm is called upon as the primary pension ethics advisor for the National Conference on Public Employee Retirement Systems (NCPERS) and the National Pension Education Association (NPEA). We were pleased to have provided substantial assistance to the retirement system community in the landmark ethics case in the Supreme Court of California, *Lexin v. Superior Court.*

We also have substantial experience in the development of ethics legislation that balances best practices with the practical needs of the retirement system.

e. **Investments.**

According to the U.S. Census Bureau, more than 60% of the money necessary to pay long term costs in a defined benefit retirement program will come from investment return. Due diligence in all aspects of the investment program is a combined effort between the investment experts who judge the competence, buy/sell discipline, and performance of asset managers and the lawyers who ensure that the promises made by investment providers are reflected in the investment contracts that ultimately govern the relationships between a fund and its asset managers.

We have considerable experience in all aspects of legal due diligence related to investments. We are currently performing the legal due diligence for the Texas Municipal Retirement System in its conversion from an all-fixed income portfolio to a broadly diversified investment program. The Texas Municipal Retirement System is an 850 employer cash balance defined benefit plan with more than $30 billion in assets. Similarly, we advised the Teachers' Retirement System of the City of New York in its complex custodial/securities lending/foreign exchange program. Our firm is frequently looked to on a national basis for education on best practices and risk avoidance in investment contracts. We work regularly with investment consultants, internal auditors, and internal investment committees to insure that asset management contracts are clear and enforceable.

We are currently engaged in investment work in a variety of alternatives - hedge funds, private equity, and real estate. While the wisdom of an investment is always the decision of the financial experts, the involvement of counsel in the contract process is essential.

There are times, regardless of the care and diligence, that investment program disputes will arise. We have substantial experience in vigorously asserting the rights of our clients in investment related matters. Our firm successfully represented more than seventy (70) Florida public pension funds in an action against an investment consultant for breach of fiduciary duty, seeking disgorgement of all fees. The matter settled and recouped more than fifty-five percent (55%) of all fees and transactional costs paid over a period of nearly 10 years. We are currently pursuing the rights of pension funds as investors in a variety of complex securities litigation matters in multiple state and federal jurisdictions.

f. Audit.

Auditing is more than a mere accounting function. The effective use of internal auditing can identify areas of risk (investment, operational, legal, technological). Fiduciary counsel should play an integral role in the assessment of potential legal risk in all aspects of system management. Our decades of experience in the representation of public employee retirement systems uniquely qualify us to provide meaningful input in a comprehensive risk avoidance program. The firm performs this role on an ongoing basis for several large state and statewide systems.

APPENDIX B

ATTORNEY BIOGRAPHIES

ROBERT D. KLAUSNER:

Born Jacksonville, Florida, December 20, 1952; admitted to the Florida Bar in 1977; U.S. District Court, Southern District of Florida, 1978; U.S. Court of Appeals, Fifth Circuit, 1981; U.S. Court of Appeals, Eleventh Circuit, 1997; U.S. Court of Claims,1998; U.S. Court of Appeals, Eighth Circuit, 2000; U.S. Supreme Court, 2000; U.S. Court of Appeals, Sixth Circuit, 2004; U.S. District Court, Middle District of Florida, 2005; U.S. Court of Appeals, Second Circuit, 2011; U.S. District Court, Northern District of Texas, 2012.

Education: University of Florida (B.A. with honors, 1974); University of Florida College of Law (J.D., 1977). Adjunct professor, Nova University Law School (1987 - 2005); adjunct professor, New York Institute of Technology, School of Labor Relations (1999-2003); instructor, Florida State University Center for Professional Development and Public Service (1980 - present); instructor, International Foundation of Employee Benefit Plans (1986 - present); instructor, National Conference on Public Employee Retirement Systems (1987 - present); instructor, Public Safety Officers Benefits Conference (1988 - present); instructor, Labor Relations Information Systems (1990 - present); instructor, National Education Association Benefit Conferences (1989 - present); instructor, Florida Division of Retirement Pension Trustees School (1980 - present).

Member: The Florida Bar; American Bar Association; Fellow of the American Bar Foundation; Phi Beta Kappa; Phi Kappa Phi.

Publication: Author, State and Local Retirement Law, West Publishing Co.
Co-Author, State and Local Government Employment Liability, West Publishing Co.

Honors: Best Lawyers in America - 20 years
Rated AV Pre-eminent - Martindale Hubbell

STUART A. KAUFMAN:

Born Queens, New York, March 21, 1965; admitted to the New York Bar in 1990 and the Florida Bar in 1993; United States District Court, Southern District of Florida 1993; United States Court of Appeals, Eleventh Circuit, 1998.

Education:	State University of New York at Binghamton (B.A. 1986); University of Miami School of Law (J.D. 1989).
Member:	The Association of the Bar of the City of New York; The Association of the Bar of the State of New York; The Florida Bar; American Bar Association.

BONNI SPATARA JENSEN:

Born Sewickley, Pennsylvania, March 16, 1962; admitted to the Florida Bar in 1990; United States District Court, Southern District of Florida 1991; United States Court of Appeals, Eleventh Circuit, 1995; United States Supreme Court, 1997.

Education:	Stetson University (B.A. 1984); Nova University, School of Law (J.D. 1990 with high honors); Nova University Law Review.
Member:	The Florida Bar; American Bar Association; Associate Member, Florida Public Pension Trustees Association; Member, National Association of Public Pension Attorneys.
Personal:	Named in the 2005, 2006, 2007, 2008, 2009 and 2010 issues of the South Florida Legal Guide as Top Pension Attorney.

ADAM P. LEVINSON:

Born Brooklyn, New York, July 11, 1970; Admitted to the Florida Bar in 1995 and the California Bar in 2004; United States District Court, Southern District of Florida 1996; United States Court of Appeals, Eleventh Circuit, 1999.

Education:	University of Michigan (B.A. 1992 with high honors); University of Miami (J.D. 1995 with high honors); University of Miami Law Review, Articles and Comments Editor.
Member:	The Florida Bar; The California Bar; Order of the Coif.

ANNA R. KLAUSNER PARISH

Born Hollywood, Florida, February 11, 1991; Admitted to the Florida Bar in 2016.

Education: University of Florida (B.A. 2013 with honors); Stetson University College of Law (J.D. 2016).

Member: The Florida Bar; Florida Blue Key.

CASSANDRA M. WARD:

Born in Plantation, FL, October 20, 1983; Admitted to the Florida Bar in 2017.

Education: Florida International University (B.A. 2005); Nova Southeastern University (M.S. 2007), Nova Southeastern University Center for Psychological Studies (M.S. 2009), Saint Thomas University School of Law (J.D. 2016).

Member: Professional: The Florida Bar; Broward County Bar Association.

STEPHEN H. CYPEN:

Born St. Petersburg, Florida, May 29, 1944; Admitted to the Florida Bar in 1968; U.S. District Court, Southern District of Florida and U.S. Court of Appeals, (Old) Fifth Circuit; 1976, U.S. Supreme Court; 1981, U.S. Court of Appeals, Eleventh and (new) Fifth Circuits.

Education: University of Florida (B.A.,1965); University of Miami (J.D., 1968).

Member: Miami Beach (Director, 1977-1979, 1981-1992; President, 1989), Dade County (Director, 1988-1989) and American Bar Associations; The Florida Bar (Member, Marital and Family Law Certification Committee,(1992-1995); American Academy of Matrimonial Lawyers.

APPENDIX C
PENSION CLIENT LIST

We are pleased and privileged to provide legal services and plan design consulting services to the following:

American Samoa Government Employees Retirement Fund
Anchorage Police & Fire Retirement System
Aventura, City of
Bal Harbour Village Police Officers' Pension Plan & Trust
Baltimore Fire Officers Association
Baton Rouge Retirement System
Belle Glade General Employees Pension Fund
Belle Glade Housing Authority
Belle Glade Retired Public Safety Officers Trust Fund
Boca Raton General Employees' Pension Fund
Boynton Beach Firefighters Pension
Boynton Beach General Employees Pension Fund
Boynton Beach Police Pension
Brooksville Police Pension Fund
California Professional Firefighters
Cape Coral Firefighters' Pension Plan
Clearwater Employees' Pension Plan
Clermont Firefighters Pension Fund
Cocoa General Employees Defined Benefit Pension Plan
Cocoa Police Officers' Pension Plan
Combined Law Enforcement Ass'n. Of Texas Pension Plan
Cooper City General Employees Retirement Plan
Cooper City Managerial Pension Plan
Crestview General Employees' Retirement Plan
Crestview Police and Firefighters' Retirement Plan
Dallas Police Association
Dania Beach Police & Firefighters' Retirement System
Davie Firefighters Pension Fund
Davie Managerial & General Employees Retirement Plan
Davie Police Pension Fund
Delray Beach Police Officers' Retirement System
Delray Beach Firefighters' Retirement System
Deerfield Beach Police Pension Fund
Destin Fire Control District Firefighters' Retirement Trust Fund
Detroit General Retirement System
Detroit Police & Fire Retirement System
Edgewater General Employees Retirement Plan
Florida Police Benevolent Association
Fort Lauderdale Police & Fire Retirement System
Fort Pierce Police Pension Fund
Fort Walton Beach Municipal Firefighters' Pension Trust Fund
Fort Worth Employees' Retirement Fund
Fort Worth Professional Firefighters

APPENDIX C PENSION CLIENT LIST

Fort Worth Police Officers Association
Gainesville Consolidated Police Officers' And Firefighters' Pension Plan
Greater Orlando Aviation Authority
Greenacres Public Safety Officers' and Firefighters Pension Fund
Hallandale Beach Police and Fire Retirement Plan
Hialeah Employees' Retirement System
Hialeah Gardens Police Officers Pension Trust Fund
Hialeah Police Pension Fund
Holly-Navarre Fire District Firefighters' Pension Trust Fund
Hollywood Firefighters Pension Fund
Hollywood Police Officers' Retirement System
Homestead Retirement Income Plan for Firemen
Homestead Elected Officials Retirement Plan
Homestead New Elected Officials & Senior Management Retirement Plan
Homestead Municipal Police Officers' Retirement Trust Fund
Indialantic Police and Firefighters Retirement Systems
Indian River Shores Police & Firefighters Pension Fund
International Association of Firefighters
Kentucky Teachers' Retirement System
Kentucky Association of Counties
Key Biscayne Police Officers' & Firefighters' Retirement Plan
Key West General Employees Pension
Key West Police and Fire Pension
Key West Housing Authority
Lake City Employees Retirement Plan
Lake City Firefighters Pension Fund
Lake City Police Pension Fund
Lake Park Retired Police Officers Trust Fund
Lake Wales General Employees Pension Plan
Lake Worth Firefighters Pension
Lantana General Employees Pension Fund
Lantana Police Pension
Lauderdale-by-the-sea Firefighters Pension Fund
Lauderhill General Employees Retirement System
Lauderhill Managerial Confidential Employee Retirement Plan
Lauderhill Police Retirement System
Louisiana Firefighters' Retirement System
Louisiana Sheriffs' Pension & Relief Fund
Louisiana State Employees' Retirement System (Lasers)
Louisiana School Employees' Retirement System
Louisiana Teachers Retirement System
Loxahatchee River District Pension Plan
Lynn Haven Firefighters' Retirement System
Lynn Haven General Employees' Retirement System
Lynn Haven Police Officers' Retirement System
Maitland Police Officers & Firefighters Pension Trust Fund
Madison Municipal Firefighters' Pension Trust Fund
Madison Police Officers ' Retirement Trust Fund

APPENDIX C PENSION CLIENT LIST

Marathon Firefighters' Pension Plan & Trust Fund
Massachusetts Professional FirefighterS
Medley Councilpersons Retirement Plan
Medley Defined Benefit Plan
Medley Executive Retirement Plan
Melbourne Beach Police Officers Pension Trust Fund
Melbourne General Employees' Pension Fund
Melbourne Police Officers' Retirement System
Melbourne Municipal Firefighters' Pension Trust Fund
Miami Beach Firefighters' & Police Officers' Pension Fund
Miami Beach Firefighters' Relief & Pension Fund
Miami Beach General Employees' Retirement System
Miami Beach Policemen's Relief & Pension Fund
Miami Fire Fighters'& Police Officers' Retirement Trust
Miami General Employees & Sanitation Employees Retirement Trust
Miami Police Relief & Pension Fund
Miami Shores Village General Employees Pension Fund
Miami Shores Village Police Retirement System
Miami Springs General Employees' Retirement System
Miami Springs Police & Firefighters' Retirement System
Milton General Employees' Retirement System
Milton Police Officers' Pension Trust Fund
Miramar Firefighters Pension Fund
Miramar Pension Trust for General Employees
Miramar Management Retirement Plan
Miramar Police Officers Retirement Plan
Monticello Fire Pension Fund
Monticello Police Pension Fund
National Association of State Retirement Administrators (NASRA)
National Conference on Public Employee Retirement System (NCPERS)
New Jersey Professional Firefighters Association
New Jersey Police & Firemen's Retirement System
New Jersey Public Employees' Retirement System
New Jersey Teachers' Pension and Annuity Fund
New London Professional Firefighters
New Orleans Firefighters Pension Fund
North Bay Fire District Firefighters Pension Plan
North Miami Employees' Retirement System
North Miami Special Police Officers Fund
North Palm Beach General Employees
North Palm Beach Police And Fire Pension
Oakland Park Police & Firefighters' Pension Fund
Ocala Firefighters' Retirement Fund
Okaloosa Island Fire District Firefighters' Retirement Trust Fund
Orange Park Police Officers Retirement Systems
Orlando Police Pension Board
Orlando Utilities Commission

APPENDIX C PENSION CLIENT LIST

Palatka Firefighters Retirement Plan
Palatka General Employees Retirement Plan
Palatka Police Officers Retirement Plan
Palm Bay Police & Firefighter Retire. Pension Plan
Palm Beach County PBA
Palm Beach Gardens Police Officers Pension Fund
Palm Springs General Employees Pension
Palm Springs Police Pension Fund
Palm Tran/Amalgamated Transit Union Local 1577 Pension Plan
Panama City Beach Firefighters' Pension Plan
Panama City Beach General Employees' Pension Plan
Panama City Beach Police Pension Plan
Panama City Municipal Firefighters' Pension Trust Fund
Panama City Municipal Police Officers' Pension Trust Fund
Parkland Police Officers' Retirement Plan
Pembroke Pines Firefighters' & Police Officers' Pension Fund
Perry Municipal Firefighters' Retirement Trust Fund
Perry Municipal Police Retirement Trust Fund
Pinellas Park Firefighters' Pension Fund
Pinellas Park Police Officers' Pension Fund
Plantation Police Officers' Pension Fund
Riviera Beach, City of
Royal Palm Beach Police
San Angelo Firefighters Pension Fund
Satellite Beach General Employees' Retirement System
Satellite Beach Police Officers' & Firefighters' Retirement System
South Walton Fire District Firefighters' Retirement System
St. Lucie County Fire District Firefighters' Pension Trust
St. Lucie County Fire District General Employee
Sunrise Firefighters Pension Fund
Sunrise General Employees Pension Fund
Surfside Employees' Retirement System
Surfside Police Officer Retirement Trust Fund
Tamarac Elected & Appointed Officers' &Non-represented Employees' Retirement Fund
Tampa Fire and Police Pension Fund
Tampa Police Benevolent Association
Tampa Professional Firefighters Local 754
Temple Terrace Firefighters Retirement System
Tequesta General Pension Fund
Tequesta Public Safety Pension Fund
Texas Association of Public Employees Retirement Systems (TEXPERS)
Texas Municipal Retirement System
Uniformed Professional Firefighters of Connecticut
U. S. Virgin Islands Government Employees' Retirement System
Vero Beach Firefighters' Relief & Pension Fund
West Palm Beach General 401(a) Plan
West Palm Beach General Employees Retirement System

APPENDIX C PENSION CLIENT LIST

West Palm Beach Firefighters Pension Fund
West Palm Beach Police Pension
Wichita Falls Firemen's Relief & Retirement Fund
Wilton Manors Pension Plan for General Employees' & Police
Wilton Manors Firefighters Retirement Plan
Winter Haven Firefighters' Pension

APPENDIX D
PROFESSIONAL SERVICES AGREEMENT

THIS AGREEMENT, made this ___ day of _______________, 20____, by and between the CITY OF PORT ORANGE GENERAL EMPLOYEES RETIREMENT SYSTEM (hereinafter referred to as the "BOARD") and KLAUSNER, KAUFMAN, JENSEN & LEVINSON, a partnership of professional associations (hereinafter referred to as the "ATTORNEY").

W I T N E S S E T H:

WHEREAS, the BOARD is desirous of retaining the services of the ATTORNEY to provide legal counsel to the BOARD; and

WHEREAS, the ATTORNEY is desirous of providing these services to the BOARD;

NOW, THEREFORE, in consideration of the promises and mutual covenants contained in this Agreement, the parties agree to the following:

1. The ATTORNEY shall provide legal services to the BOARD as follows:
   a. review all contracts and other documents relating to the affairs of the BOARD for legal sufficiency, legal form and correctness, and approve same on signature page of document;
   b. provide verbal and legal written opinions as requested by the BOARD and by individual Trustees for matters relating to their duties on the BOARD;
   c. provide reasonable availability for telephone consultation on matters

relating to the affairs of the BOARD;

d. draft legislation, rules and regulations, contracts and other legal documents as requested by the BOARD;

e. review and supervise the services of any other attorneys who may be retained by the BOARD;

f. provide continuing educational updates to the Trustees on changes in the law relating to the duties of the Trustees and the management of the Pension Plan including quarterly attendance at an client conferences;

g. attend meetings of the Pension Plan;

h. provide such other legal services as the BOARD shall deem appropriate.

2. In consideration of the foregoing work, the BOARD agrees to compensate the ATTORNEY at the rate of Three Hundred and Fifty dollars ($350.00) per hour for all legal services and a rate of Seventy Five dollars ($75.00) per hour for paralegals. The firm is willing to guarantee this rate for a three (3) year period. This fee is computed on an hourly basis in 1/10th hour increments, other than the special project fees. All billing is by line item and with detail. Out-of-pocket costs and disbursements made by the Firm on behalf of the Retirement Plan will be reimbursed as billed. Copying charges are billed at the rate of $.25 per page and overnight and bulk mail costs are billed as incurred.

Travel time is billed at ½ the hourly rate.

4. The ATTORNEY represents that it has expertise in the area of public employee retirement systems and is competent to perform the duties required by this Agreement.

5. The parties recognize that the role of the ATTORNEY in representing the BOARD is that of a fiduciary and the ATTORNEY shall act in accordance with generally accepted principles of fiduciary responsibility.

6. This Agreement shall be governed by the laws of the State of Florida.

7. This Agreement may be terminated with or without cause upon thirty (30) days written notice. The parties may revisit the terms of this Agreement six months after its execution to discuss whether a monthly retainer may better suit the needs of the Board. The terms of the Agreement shall remain in effect as is unless modified in writing.

8. The ATTORNEY shall procure and maintain in full force and effect during the term of this agreement, Professional Liability Insurance with a limit of not less than $5,000,000 aggregate. The ATTORNEY shall provide the BOARD with proof of the required insurance in a form acceptable to the BOARD prior to the commencement of this Agreement and at least annually thereafter during the month of October. The ATTORNEY shall notify the BOARD immediately in writing if the required insurance policy is cancelled, materially changed, or not renewed. The BOARD may be named as a Certificate Holder on such policy,

at the BOARD'S option.

9. Public Records

ATTORNEY will comply with public records laws, specifically to:

a. Keep and maintain public records required by the BOARD to perform the service.

b. Upon request from the BOARD or its public records custodian, provide the BOARD with a copy of the requested records or allow the records to be inspected or copied within a reasonable time at a cost that does not exceed the cost provided in this chapter or as otherwise provided by law.

c. Ensure that public records that are exempt or confidential and exempt from public records disclosure requirements are not disclosed except as authorized by law for the duration of the contract term and following completion of the contract if ATTORNEY does not transfer the records to the public agency.

d. Upon completion of the contract, transfer, at no cost, to BOARD all public records in possession of ATTORNEY or keep and maintain public records required by the BOARD to perform the service. If ATTORNEY transfers all public records to BOARD upon completion of the contract, ATTORNEY shall destroy any duplicate public records that are exempt or confidential and exempt from public records disclosure requirements. If ATTORNEY keeps and maintains public records upon completion of the contract, ATTORNEY shall meet all applicable requirements for retaining public records. All records stored electronically must be provided to BOARD, upon request from BOARD or its public records custodian, in a format that is compatible with the information technology systems of BOARD.

IF ATTORNEY HAS QUESTIONS REGARDING THE APPLICATION OF CHAPTER 119, FLORIDA STATUTES, TO ITS DUTY TO PROVIDE PUBLIC RECORDS RELATING TO THIS CONTRACT, CONTACT THE CUSTODIAN OF PUBLIC RECORDS:

PETE PRIOR
3810 INVERRARY BLVD.
LAUDERHILL, FL 34748

IN WITNESS WHEREOF, the parties have duly executed this Agreement on the day and year first above written.

CITY OF PORT ORANGE GENERAL EMPLOYEES RETIREMENT SYSTEM

____
CHAIRMAN

____
SECRETARY

KLAUSNER, KAUFMAN, JENSEN & LEVINSON
A Partnership of Professional Associations

____
PRINCIPAL

APPENDIX E

Declarations

Primary Lawyers Professional Liability Insurance Policy

NOTICE: THIS IS A CLAIMS-MADE POLICY. EXCEPT AS OTHERWISE PROVIDED HEREIN, COVERAGE IS LIMITED TO LIABILITY FOR ONLY THOSE CLAIMS THAT ARE FIRST MADE AGAINST THE INSURED DURING THE POLICY PERIOD OR EXTENDED REPORTING PERIOD AND REPORTED TO THE COMPANY PURSUANT TO THE TERMS HEREIN.

Insured by the Stock Company below and hereinafter called the company.

New York Marine and General Insurance Company
59 Maiden Lane
27th Floor
New York, NY 10038-4647

POLICY NUMBER: PL2017LPL90033 RENEWAL OF POLICY NUMBER: PL2016LPL90033

Item 1. Named Insured and Address (Number, Street, Town or City, County, State, Zip Code) **Klausner, Kaufman, Jensen & Levinson, A Partnership of P.A.'s** **7080 Northwest 4th Street** **Plantation, FL 33317**	Producer Name **ProQuest, a division of Alliant Insurance Services, Inc.**
	Item 2. Policy Period
	Inception Date (M/D/Y): November 1,2017 — Expiration Date (M/D/Y): November 1,2018 — 12:01 A.M. Standard Time at the address of the Named Insured as stated herein.
	Item 3. Form of Named Insured's Business Insured is ☐ Individual ☐ Partnership ☐ Corporation ☒ Other

Item 4. Limits of Liability

$5,000,000 Each Claim

$5,000,000 Aggregate

☒ **a. Claim expenses are included within the limits of liability.**
☐ **b. Claim expenses are payable in addition to the limits of liability.**

Item 5. Deductible
$25,000 Per Claim
☐ **a. The deductible amount specified above applies only to damages.**
☒ **b. The deductible amount specified above applies to both damages and claim expenses.**

Item 6. Annual Premium

[redacted]

Item 7. Forms and Endorsements attached at issue
Schedule of Forms and Endorsements PL 1000 0910

By acceptance of this policy the Insured agrees that the statements in the Declarations and the Application and any attachments hereto are the Insured's agreements and representations and that this policy embodies all agreements existing between the Insured and the Company or any of its representatives relating to this insurance.

	Policy Holder Questions or Complaints- 1-800-774-2755	Countersigned (as required)	Countersign Date
			Issue Date November 15,2017

CITY OF PORT ORANGE GENERAL EMPLOYEES' RETIREMENT SYSTEM

PROPOSAL FOR LEGAL COUNSEL

Presented By:

Brent J. Chudachek
Richelle B. Levy
Ronald J. Cohen
RICE PUGATCH ROBINSON STORFER & COHEN, PLLC
101 NE 3rd Avenue, Suite 1800
Ft. Lauderdale, FL 33301
Telephone: (954) 462-8000
Facsimile: (954) 462-4300
E-mail: bchudachek@rprslaw.com
Website: www.rprslaw.com

INTRODUCTION

This Proposal is submitted on behalf of Rice Pugatch Robinson Storfer & Cohen, PLLC. ("RPRSC"). The particular lawyers submitting this proposal are the Pension Group at RPRSC. Our photographs are attached. The firm has a diverse practice, but the three of us in this group, Brent Chudachek, Richelle Levy and Ronald J. Cohen are devoted to the representation of public employee retirement systems. We represent numerous public pension clients throughout the State of Florida. We are completely independent. The only entities that we are responsible to and loyal to are our clients. As demonstrated in this proposal, we can perform all of the duties of Board Counsel. We can perform these duties efficiently and with attention to detail. While we represent a number of public pension clients, we are not spread too thin and you will be very important to us. We can do the work efficiently and in a cost-effective manner.

A1) General Background of the Firm

RPRSC maintains a single office located in Tower 101, 101 NE 3rd Avenue, Suite 1800, Fort Lauderdale, FL 33301. The firm is a Professional Limited Liability Company in which Mr. Cohen is an owner. Our phone number is (954) 462-8000. We are a local firm with a state-wide practice.

RPRSC has existed for over 30 years, and is a well-known and highly respected Florida law firm. The firm is engaged exclusively in the practice of law and is comprised of 12 lawyers and 14 support personnel. While the firm has a diverse practice, the lawyers who will perform the work are the Pension Group at RPRSC, which consists of Brent J. Chudachek, Richelle Levy and Ronald J. Cohen. We are all public pension lawyers. For over seventeen years, Ronald J. Cohen had his own firm, Ronald J. Cohen, P.A., which was devoted to public pension and labor law matters, including its representation of public employee unions. Practicing with Mr. Cohen was Mr. Chudachek and Ms. Levy. Managing a law firm can take a significant amount of time, and in 2014, all the lawyers at Ronald J. Cohen, P.A. joined this firm. The lawyers who will do the work are all dedicated to the exclusive representation of government pension plans and employee benefit matters. The Pension Group is an important part of RPRSC, and does not receive any interference in their legal work. Additionally, all the lawyers at the firm are exceptional and talented lawyers, and there is a wider group of lawyers to draw on, if the need arises. Please see the attached Exhibit 1 for a list of the attorneys at RPRSC and their current major areas of practice.

This Pension Group has recently handled the financial urgency trial and appeal, which resulted in a victory in the Florida Supreme Court for employees, the union and for the preservation of retirement benefits. We have also recently obtained a $19 million settlement from the City of Coral Gables for a class of its retirees.

A2) The firm will not use the services of other firms

A3) Insurance Coverage

Rice Pugatch Robinson Storfer & Cohen, PLLC maintains a five million ($5,000,000.00) dollar aggregate, and five million ($5,000,000.00) per claim professional liability policy with a one hundred thousand ($100,000.00) dollar deductible. The carrier is AXIS insurance company and it is rated A+.

A4) Criminal Investigations or Material Litigation against the lawyers or the Firm

None.

A5) Potential Conflicts of Interest and How We Would Respond If One Develops

There are no potential conflicts of interest. We have no relationship with the City of Port Orange or any of its unions and we will maintain that posture throughout the representation if we are fortunate enough to be selected.

RPRSC has a sophisticated computerized program to help it identify conflicts of interest. This program brings to our attention any names or matters which may be remotely related to any particular case that we are handling or have handled. Additionally, we inquire of every lawyer in the office if they are familiar with any of the names involved in the matter. The firm has a system that does not allow a file to be opened until the conflict check is run and no attorney engages in any conflict of interest.

B1) Staffing

Brent J. Chudachek is a senior attorney with the firm and will act as lead counsel should our Pension Group be selected as legal counsel. He will be familiar with all aspects of your plan, attend the meetings if the Board desires and have primary legal responsibility for your Board. He is a top-notch, engaging and experienced public pension lawyer. Mr. Chudachek has been practicing with Mr. Cohen since 2007, and his practice is focused primarily on representation of government pension funds. He has extensive experience in advising boards on benefits claims and guiding them through the disability appeals process. He has built quite a reputation in the Employee Benefits field and this has been indicated by his selection by Super Lawyers Magazine, as a *Florida Rising Star* for 2012, 2013, 2014, 2015, 2016 and 2017 in the field of Employee Benefits Law. He was also selected as a Top Up and Comer, by the South Florida Legal Guide, 2016, 2017 and 2018 Editions.

Mr. Chudachek graduated in 2002 with a B.A., in Economics from Hobart College. Mr. Chudachek received his J.D., *cum laude,* from St. Thomas University School of Law in 2006. During law school, Mr. Chudachek was a Merit Scholarship recipient and selected to the Peter T. Fay American Inn of Court. Mr. Chudachek also clerked for the Honorable Chief Judge David L. Levy (retired) at the Third District Court of Appeals while in law school. Mr. Chudachek is a member of the Florida Bar, and is admitted to practice in the United States District Court for the Southern District of Florida and the United States Court of Appeals for the Eleventh Circuit. Mr. Chudachek is certified by the FPPTA as a Certified Public Pension Trustee and regularly lectures at their Trustee Schools.

Richelle B. Levy is a senior attorney with the firm and will be backup counsel and also available to assist in all aspects with the representation of your Board. Ms. Levy graduated from the University Of Miami School Of Law, *cum laude* and has been an attorney for over twenty-three years. She worked in New York and New Orleans and has extensive experience in representing both private and governmental pension plans and employee benefit plans. Ms. Levy worked for the City of New York as corporate counsel where she received extensive litigation training and continued in Florida on behalf of union Taft-Hartley plans, prior to turning her primary focus to the representation of governmental pension funds and public employee benefit plans. As general counsel for public funds, she has focused considerably on disability cases and tax issues affecting these plans, as well as educating trustees on their fiduciary duties. Ms. Levy is a member of the Florida Bar, and is admitted to practice in the United States District Court for the Southern District of Florida and is an inactive member of the New York and Louisiana Bar. She is a member of the Florida Bar's Sections on Labor and Employment Law, Healthcare Law, and Local Government Law.

Ms. Levy is a dedicated member of the Weston Community Emergency Response Team (CERT) and has recently be named Program Manager. She is CPPT certified through the FPPTA and has spoken at the Trustee School, and is a member of the International Foundation of Employee Benefit Plans, the National Association of Public Pension Attorneys, and the American Association for Justice. Ms. Levy is also an involved member in the Broward County Women's Lawyers Association and a member of the Florida Association of Women Lawyers.

Ronald J. Cohen is the Chair of the firm's Pension Group and is available at all times for consultation. Mr. Cohen has been a Florida attorney since 1977. Mr. Cohen has attained an **AV rating** in the Martindale-Hubbell Law Directory, signifying that he is considered by his peers to be preeminent in his field and of the highest ethical standards. He has been named one of South Florida's Top Rated Lawyers and has been **certified** by the Florida Bar Board of Legal Specialization and Education as a Specialist in Labor and Employment Law.

Mr. Cohen received his Bachelor of Arts degree, *cum laude,* in 1973 from the University of Florida, and his Juris Doctor in 1976 from the University of Miami. He is admitted to the Florida Bar, the Montana Bar, and the Bars of the United States District Court for the Southern District of Florida, the United States District Court for the Middle District of Florida and the United States Court of Appeals for the Eleventh Circuit.

Mr. Cohen is the long-time General Counsel to the Florida Public Pension Trustees Association ("FPPTA"), a not-for-profit association dedicated to the education of Florida public pension trustees. He believes that fiduciary education is essential in the public pension arena, and has freely given much of his time to educate Trustees. He is certified by the FPPTA as a Certified Public Pension Trustee.

Mr. Cohen has successfully defended boards of trustees in numerous matters. He has handled hundreds of arbitrations and quasi-judicial hearings as well as having tried jury and non-jury cases. Mr. Cohen has handled numerous appeals and writs of certiorari on matters such as disability appeals and is always available for consultation with the Pension Group attorneys.

B2) Three Other Relevant Engagements

Pompano Beach General Employees' Retirement Plan
555 South Andrews Avenue, Suite 106
Pompano Beach, FL 33069
Madelene L. Klein, Executive Director
Telephone: (954) 782-2660
madelene@pompgers.org

City of Lauderhill Firefighters' Retirement System
1980 Northwest 56th Avenue
Lauderhill, Florida 33313
Barbara White, Plan Administrator
386-336-7573
barbara.pensionoffice@gmail.com

City of Coral Springs Firefighters' Retirement Plan
9551 W. Sample Road
Coral Springs, FL 33065
David Loy, Chairman
Telephone: (954) 344-1147
DLoy@coralsprings.org

B3) Steps to Stay Continually Apprised of all Developments Related to the Board

We regularly provide updates on pending legislation which may affect our clients. The firm has developed a comprehensive research and filing system, which enables us to access the most recent statutes, case law and analysis in the public pension area, not only in Florida, but throughout the United States. The firm's attorneys meet regularly to discuss recent developments in the law. In our role as General Counsel to the FPPTA, we regularly provide the legislative update and are required to stay current on recent developments.

B4) Views as to Current Public Retirement System Practices and Procedures

In 2015, the Legislature enacted changes to sections 112.63 and 112.664, Florida Statutes, involving local government pension plans, which required local government pension plans, such as yours, to use the mortality tables used in either of the two most recently published actuarial valuation reports of the Florida Retirement System (FRS),

These changes went into effect on Jan. 1, 2016, and are now used in preparing local plans' actuarial valuations and actuarial disclosures. According to the January 2016 Actuarial Valuation, your Plan's contribution rates decreased as a result of this change. Nevertheless, there are Plans all over the state whose contribution rates have gone up significantly due to the cost effect of implementing a new mortality table. This increase in contribution costs has been paid by the cities, and the employees, without the state providing any additional funds, despite the state mandating that these mortality tables be used. This could be an unfunded mandate. It is our opinion that the selection of mortality tables should be left to the Trustees, on the advice of its actuary. The State should not force any particular assumptions on the Plan, as long as the Plan's assumptions are reasonable.

The Florida legislature has also mandated, in Section 112.664(1)(b), Florida Statutes, that each defined benefit retirement system or plan, (conveniently excluding the Florida Retirement System), to prepare and electronically report in an annual financial statement calculations an assumed discount rate that is equal to 200 basis points less than the plan's actual assumed rate of return. This means for instance, if a plan has an assumed rate of return of 7.5% per year, then the plan must also report what their financial statements would look like if the plan earned 5.5% per year. We believe this requirement is misleading and can make a plan's financial situation look much worse than it actually is. Therefore, in an attempt to keep the reader of this information fully informed, we also recommend to our client's that they not only report the 200 basis points less than the plan's assumed rate of return, but also include in the report what the plan's financials would look like if it earned 200 basis points over the plan's assumed rate of return. We believe that including this amount gives the reader a more complete picture of the financial health of the Plan.

B5) References

In addition to the References listed above in **B3**, we suggest you contact the following:

1. **City of Starke Police Officers' Retirement System**
   P.O. Drawer C
   Starke, FL 32091-1287
   Chief Jeff Johnson, Chairman
   Telephone: (904) 964-5400
   jeffcarrie904@yahoo.com

2. **City of South Miami Pension Plan**
   6970 S.W. 76^{th} Terrace
   South Miami, FL
   Brad Cassel, Chairperson
   Telephone: (305) 667-0441 / (305) 815-2942
   bwcassel@bellsouth.net

3. **City of Sanibel General Employees' Retirement Plan**
   800 Dunlop Road
   Sanibel, Florida 33957
   Tim Garmager, Chairman
   Telephone: (239) 410-9668
   tgarmager@comcast.net

4. **City of Homestead General Employees' Retirement Plan**
   790 N. Homestead Boulevard
   Homestead, FL 33030
   Lauri Patterson, Administrator
   Telephone: (800) 452-2454
   lauri@benefits-usa.org

5. **City of Coral Gables Police Officers' Retirement Trust Fund**
   2801 Salzedo Street
   Coral Gables, Florida 33134
   Richard Naue, Trustee
   Telephone: (305) 972-4016
   rjgrump@aol.com

B6) Fees

We propose to bill on either an hourly rate or flat fee basis. The hourly rate for all attorneys will be $275.00. The paralegal rate will be $140.00 per hour. This hourly rate proposal is guaranteed for three (3) years. Based upon our review of the City of Port Orange website it appears that your Board of Trustees meets monthly. We will not bill for travel time for up to four (4) roundtrips per year. For trips in excess of four (4) per year, four hours of travel time (total, not four hours each way) will be billed. We will bill for travel expenses. We are certainly willing to attend by telephone or Skype to save on expenses.

If the Board desires, we are willing to work on all matters (except litigation, contested disability matters, pension forfeiture hearings, complex ordinance rewriting or complex tax filings, which will be billed at the hourly rate set forth above) on a flat fee basis. It is always difficult to determine a flat fee rate without knowing the full extent of the work that is required, but we estimate that a flat fee of $1,200.00 per month would adequately compensate us for the work. This would include attendance at up to 4 meetings per year and any additional meetings will be billed at the rate and terms listed above. While we prefer to bill hourly for the first year since it is often difficult for both the Board and for us to gauge how much work will be needed, you have the records of what you were paying previous counsel, and we believe that if our estimation of monthly fees are too high or too low, you will inform us and we can adjust accordingly.

In connection with costs, we will bill $0.15 cents per page for in-house copying. Copy services will be billed at the rate charged by the copy service. Overnight mail delivery will be charged at the actual rate. No long distance telephone charges or fax charges will be billed. We will bill actual expenditures for litigation matters.

BRENT J. CHUDACHEK

BCHUDACHEK@RPRSLAW.COM

RICHELLE B. LEVY
RLEVY@RPRSLAW.COM

RONALD J. COHEN
RCOHEN@RPRSLAW.COM

EXHIBIT 1 – RPRSC LIST OF ATTORNEYS/PARALEGALS AND AREAS OF PRACTICE

BANKRUPTCY LAW

Craig A. Pugatch, Managing Partner

Arthur H. Rice, Partner

Chad P. Pugatch, Partner

Kenneth B. Robinson, Partner

George L. Zinkler, Senior Associate

PENSION GROUP

Ronald J. Cohen, Partner

Brent J. Chudachek, Senior Associate

Richelle B. Levy, Senior Associate

COMMERCIAL LITIGATION

Richard B. Storfer, Partner

Riley W. Cirulnick, Senior Associate

Shay Cohen, Associate

CORPORATE LAW

Michael D. Karsch, Partner

PARALEGALS

Sandra Fallas, Paralegal

Jose Heredia, Paralegal

Jonathan Fernandez, J.D.

SUGARMAN & SUSSKIND, P.A.
ATTORNEYS AT LAW

Response to Request for Proposal

CITY OF PORT ORANGE GENERAL EMPLOYEES' RETIREMENT SYSTEM

Robert A. Sugarman, Managing & Senior Partner
Pedro A. Herrera, Partner
Kenneth R. Harrison, Sr., Partner
100 Miracle Mile ♦ Suite 300 ♦ Coral Gables, FL 33134
T: 305-529-2801 ♦ **Web:** www.sugarmansusskind.com

SUGARMAN & SUSSKIND
PROFESSIONAL ASSOCIATION
ATTORNEYS AT LAW

Robert A. Sugarman♦
Howard S. Susskind
Kenneth R. Harrison, Sr.
D. Marcus Braswell, Jr.
Pedro A. Herrera
Ivelisse Berio LeBeau
David E. Robinson

♦Board Certified Labor
& Employment Lawyer

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Coral Gables, Florida 33134
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Broward 327-2878
Toll Free 1-800-329-2122
Facsimile (305) 447-8115

LEGAL SERVICES PROPOSAL

TO THE

BOARD OF TRUSTEES

OF THE

CITY OF PORT ORANGE GENERAL EMPLOYEES' RETIREMENT SYSTEM

BY

SUGARMAN & SUSSKIND P.A.

TABLE OF CONTENTS

SCOPE OF SERVICES

As attorneys for the City of Port Orange General Employees' Retirement System, our objective will be to protect the trustees (just as the trustees protect the Plan's members) and assist them in their goals to maintain a viable and well-funded Retirement System lawfully, ethically and efficiently. We will be focused on analyzing all relevant legal issues affecting the Retirement System and addressing each in accordance with the City of Port Orange Code of Ordinances, Florida Statutes (most notably Sections 112, 119, and 286) as well as all pertinent Internal Revenue Code provisions and Treasury regulations governing tax qualified plans.

Our loyalty is to our clients – the Board of trustees and the Retirement System. We are fiercely loyal to our clients and zealously protect their rights and interests.

Education of Trustees and Retirement System staff on all operational and legal matters is also paramount. In our experience, instilling a prudent and well-documented process on all fronts works most effectively to reduce risk and safeguard against potential disputes or complications. In addition to our reports given at each trustees' meeting and interim communications to the Board and staff, we propose to coordinate and present trustee, staff and member education workshops included as part of our retainer fee. The educational workshops serve two primary purposes. First, it allows for the Board to fulfill its statutory continuing education requirement providing a large cost savings as well as the added convenience of not having to pay for and travel to a pension conference. Second, it provides a comfortable and accessible setting for Retirement System members as well as City staff and legislative officials to educate themselves on how the retirement fund actually works, the benefits it provides, and the efforts the Board and its administrators do to ensure that it runs efficiently.

We will closely monitor the Florida and federal legislative sessions and IRS rulemaking to advise the Board of any changes in the law or regulations affecting the Retirement System and its members. We will further provide the Retirement System and the City of Port Orange with any necessary or recommended amendments to your Retirement System. We also ask to receive copies of all city council agenda items and backup on pension matters. In our experience, such vigilance allows us to assist the Board in acting proactively rather than reactively. We understand and appreciate the fact that the members' greatest asset is their pension and retirees are in a very delicate stage in their lives with fixed income and tight budgets. We want to ensure that they receive timely notice of any proposed changes so they may plan accordingly with as little impact or disruption as possible.

As your attorneys, we want to be part of the team. To know the developments concerning your Retirement System, we would like to attend personally (or via teleconferencing at your request) all meetings (including subcommittee meetings), review all minutes, and be sent copies of all correspondence and reports received or sent by your administrator pertaining to your Retirement System. We will review all existing and proposed contracts with the Retirement System's service providers and vendors to ensure that the Board and Retirement System are best protected. Similarly, we will also review all existing Board policy and procedures. A more complete list of services is included herein under our fee proposal.

FIRM QUALIFICATIONS

Sugarman & Susskind, P.A., is located in Coral Gables (greater Miami). We have represented public and private sector pension, VEBA and health and welfare plans for over 30 years and have the necessary experience, expertise and staff to efficiently, promptly and professionally represent the City of Port Orange General Employees' Retirement System. Our firm of 8 lawyers serves over 75 Florida public sector Retirement Systems. Approximately two years ago, we were honored to be selected as Fund Counsel by the Jacksonville Police and Fire Pension Fund, the largest municipal pension fund in the state. Our firm was also honored to be hired by the State of Mississippi as investment counsel to negotiate and finalize two real estate investment allocations as well as a hedge fund mandate. We worked closely with the Mississippi Chief Investment Officer and Attorney General to close on all investments achieving significant protections and fee concessions for our client which would otherwise not have been available.

Howard Susskind and Bob Sugarman launched the firm in 1985 and have worked together for 43 years with the sole purpose of protecting workers and their pension funds.

Each of the firm's attorneys has been practicing with the firm for basically their entire legal careers. Bob Sugarman began the firm over 30 years ago and Pedro has been with the firm for nearly 15 years. We take great pride in the fact that there is little to no turnover in our firm and the Sugarman & Susskind family continues to flourish. Our support staff has similarly been with us for the entirety of each of their professional careers and have each been with the firm for over twenty-five years.

We are proud to continuously be named among the "Best Law Firms" in the most recent US News & World Report rankings. The firm received the highest (i.e. "Tier 1") ranking in Employment Benefits Law; Employment Law; Litigation and Labor Law; and is the highest ranking law firm representing municipal pension plans in the State of Florida to be named by this prestigious independent publication as one of the "Best Law Firms."

Public sector pension plans comprise the majority of the firm's clients. The attorneys in our firm have been assembled purposefully to provide all legal services required by public pension plans. Our vast experience working with public sector pensions and municipalities has led us to deliver attorneys with the knowledge and expertise capable of ensuring the sustained viability of public pension benefits for those who have sacrificed and dedicated their lives to civil service.

Further, we want to stress that although you are hiring Sugarman & Susskind, you will not be just another client assigned to younger or less experienced attorneys. Pedro Herrera will be responsible for all of your legal affairs and will personally attend all of your meetings as may be requested by the Board. Bob Sugarman was integral in crafting the "Florida Protection of Public Employee Retirement Benefits Act" and together with Pedro has worked closely with the Florida legislature and Division of Retirement in the evolution and administration of state laws governing public pensions. Pedro has worked side-by-side with Bob for our public-sector Retirement System clients for nearly 15 years and leveraged his Ivy League education and Wharton School of Business training to, among his other general counsel duties, successfully negotiate and finalize complex alternative investment subscriptions and side letter agreements for varying investment mandates.

We achieved a 100% success rate in obtaining favorable determination tax qualification letters from the IRS for the 60+ clients who elected to file such requests over the past two filing cycles. We have successfully negotiated settlement agreements with the IRS, guided clients through the IRS' VCP (voluntary compliance program) and SCP (self-compliance program), and obtained IRS Private Letter Rulings.

No other pension law firm in Florida is able to provide the resources of our firm and must seek outside counsel for critical issues facing the Board such as tax compliance, alternative investment mandates and litigation. One of our firm's partners specializes in collections and bankruptcies seeking to recover overpaid benefits. Another of the firm's partners is a former Department of Labor litigator prosecuting service providers for breach of fiduciary duties and currently serves as the editor in chief of the American Bar Association's governing treatise on Employee Benefits. Sugarman and Susskind provides unmatched legal expertise in every area necessary for our public pension fund clients. Our structure allows for significant cost savings and familiarity for the Board as it will be working with the same people rather than having to interview and hire other unknown high-priced attorneys.

Sugarman and Susskind has not had *any* professional bar or ethical complaints filed against any of our attorneys at any time. In keeping with the Florida Public Entity Crimes provision, we verify that Sugarman and Susskind has never been designated as a "convicted vendor" and can further attest that no person or affiliate of Sugarman and Susskind has been either charged nor convicted of any crimes involving moral turpitude.

As fiduciaries, we take great pride and care in the work that we do and believe our clients are receptive to that. We are humbled by the fact that since its inception over 30 years ago, the firm has successfully retained close to 100% of its clients and established long term relationships founded on mutual respect and trust.

ATTORNEYS FOR BOARD OF TRUSTEES

Pedro Herrera, a member of the National Association of Public Pension Attorneys (NAPPA), and Ken Harrison, founding member of the Florida Pension Trustees Association (FPPTA), will be primarily responsible for providing legal services to your Retirement System's Board of Trustees and will perform or supervise all such services. Both biographies are included with this response for your convenience.

PROFESSIONAL LIABILITY

Sugarman & Susskind, P.A. maintains professional malpractice coverage of $5,000,000 and general liability coverage of $4,000,000.

KEEPING CLIENTS CURRENT

We furnish special reports, newsletters and updates on a periodic basis to all of our clients on any changes or developments in state and/or federal laws or regulations that may affect the Retirement System.

CONFLICTS OF INTEREST

Sugarman & Susskind has no current or past legal conflicts with the City of Port Orange, its elected or appointed officials, or the Retirement System. In the interest of full disclosure, our firm is humbled to serve as pension board attorney for the two other pension boards for the City of Port Orange (i.e. Police plan and Firefighters plan).

CURRENT ISSUES FACING PUBLIC RETIREMENT SYSTEMS

Recently, many public pension plans have faced difficult and costly repercussions due to "in-service distributions" (i.e. the payment of pensions to individuals who have retired and subsequently been rehired by the same employer to the same job responsibilities). This practice of having employees "retire" and then be rehired in a similar capacity or employment position is especially prevalent in the fire service. Although such reemployment is not per se illegal, a collaborative process between the City's Human Resources or Personnel Dept. and the Retirement System should be articulated and maintained to ensure compliance with governing tax regulations which if violated would adversely affect the tax qualification of the pension plan as well as potentially increase individual members' tax liability. We were proactive in producing a Special Report for our clients regarding the IRS' most recently issued proposed regulations affecting normal retirement age and the payment of pensions to pensioners who return to work. We worked with our many clients to ensure that the proposed regulations were complied with and that the plan sponsors and pension plans put the necessary protocols in place to both identify and resolve any unknowing past violations as well as avoid potential issues going

forward. While we have successfully implemented such practices and policies with our clients, such would admittedly not be necessary here as the plan is closed to new hires and all participants are already retired.
Another issue, which may prove more pertinent based on your Retirement System's specific demographics, is that of overpayments to unknown deceased members. Specifically, a participant or beneficiary recipient will pass away yet pension payments continue to be deposited resulting in overpayment by the Retirement System. A closely monitored procedure should be established coordinating efforts between Benefits USA and the bank processing the pension payments whereby any deaths are promptly reported and pension payments ceased immediately. This avoids the Retirement System incurring additional costs in attempting to collect overpayments at a period in the Retirement System's life cycle (i.e. nearing the end) when it is most susceptible to liquidity concerns based on the actuarial expenditure of assets when compared to plan liabilities.

BILLING POLICY AND PROCEDURES

Although we are proposing two alternative billing methods, a monthly retainer billing basis in addition to an hourly billing, a report itemizing all time entries is included with each bill under either scenario. Each time entry indicates the file name, the attorney or paralegal performing the work, the date and times such work was performed as well as a description of such work. All invoices are produced monthly and we afford our clients options for payment either by check or automatic direct debit or ACH payments. We pride ourselves on transparency, value any input or inquiries regarding our bills, and welcome full and frank discussion of our fees at any time.

FEE PROPOSAL

In an effort to allow the Board of Trustees with the greatest flexibility for budgeting of legal services, we propose the following alternate fee proposals for your consideration:

- Per Hour Basis

We propose an hourly fee of $325 for all work performed for the Retirement System guaranteed for a period of 3 years. Paralegal or legal assistant's hourly rate will be $150. Travel time will be billed at 50% of the hourly rate and, when available, shared among clients serviced in the same vicinity and time. If two lawyers attend a meeting, you will be billed for only one lawyer.

- MONTHLY RETAINER INCLUSIVE FEE

We suggest a monthly all-inclusive retainer fee of $1,200.00.[1] This monthly inclusive fee, guaranteed for 3 years, will include all services usually and regularly performed for the Retirement System including, but not limited to:

- Act as general counsel in all aspects to the Board and provide any legal services the Board deems appropriate;
- Attend all quarterly and any special Board meetings (except as otherwise instructed) and provide advice, input, and assistance as needed at each meeting[2];
- Assist with preparing and reviewing Requests for Proposals and other related materials as required from time-to-time in connection with the administration of the Plan as directed by the Board of Trustees (excluding Legal Services);
- Review administrative records and prepare appropriate findings and rulings in connection with all administrative and judicial proceedings that come before the Board, and represent the Board at such proceedings;
- Provide advice and guidance to Board of Trustees on all legal requirements involved with serving as a trustee (i.e. fiduciary responsibilities, "Sunshine Law," continuing education, etc.);
- Review and provide legal advice regarding periodic actuarial studies and annual actuarial valuations of the Retirement System;
- Provide advice and guidance on operating/administering the Retirement System;
- Provide legal advice during public and closed sessions with respect to matters related to the Board, the Plan, or its activities;
- Provide verbal and written legal opinions to the staff, Board and individual trustees;
- Research and preparation of Special Reports concerning new state/federal laws, court case decisions or state administrative regulations/policy;
- Drafting of proposed ordinance amendments or legislation for presentation and enactment to the City of Port Orange amending the terms of the Retirement System;
- Provide ongoing advice with respect to the City of Port Orange Code of Ordinances as it relates to Retirement System and employee benefit matters generally;
- Correspondence and negotiations with Department of Management Services - Division of Retirement regarding continued compliance with F.S. 112;

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[1] As we represent the Police Officers pension and the Firefighters' pension, we can offer a 15% discount on our monthly retainer fee should we be able to accommodate meeting schedules of all three plans to meet on the same day.

[2] We always offer the ability to attend any meeting, conference or consultation via video conference (i.e. Skype, GoToMeeting, Google Hangouts, WebEx) or by telephone which typically affords clients increased flexibility as well as providing a cost savings. Should the Board elect to have us attend by teleconference, we can offer a 10% discount on our monthly retainer.

- Correspondence and negotiations with City Attorney, or designee, regarding material legal issues affecting the Retirement System;
- Drafting and revision of all investment management agreements, side letters and requisite subscription documents;
- Participation in negotiations with all service providers and drafting and/or amending service provider agreements;
- Supervise the services of any other attorney retained by the Board.
- Provision of legal opinions to the Board of Trustees regarding the Retirement System and statutory/regulatory interpretations;
- Provision of legal counsel telephonically, via video conference as well as personally conferring with Board of trustees, administrators and staff, and all service providers as needed;
- Legal opinions and correspondence regarding Marital Settlement Agreements, Qualified Domestic Relations Orders and Income Deduction Orders;
- Preparation of information and instruction packet for divorcing members and telephone conferences with members' attorneys;
- All office work connected with informal and formal disability claim proceedings including gathering of medical records, scheduling of IME's and preparing disability hearing binders (electronic) for Board members with all relevant documentation;
- Coordinate and train Retirement System staff on potential forfeitures, review and evaluate criminal convictions or discharges to determine whether a forfeiture proceeding should begin, draft initial notice of proposed forfeiture and opportunity to appeal;
- All services in connection with collection of subrogation claims, excluding litigation;
- Correspondence with members' attorneys, state/federal regulatory agencies, vendors and all other service providers on behalf of the Retirement System;
- Drafting/Revision of Retirement System policy statements and/or procedures;
- Review and update of Summary Plan Description;
- Correspond with securities monitoring law firms (if any) regarding potential legal actions and review all pleadings, discovery requests, etc. should Retirement System serve as lead or named plaintiff;
- In keeping with statutory requirement for continuing education, provide an annual educational seminar for the Board of Trustees, City administration/staff and Retirement System members;
- Our role as the Retirement System's attorney in representing the Board is that of a fiduciary and we shall act in accordance with generally accepted principles of fiduciary responsibility.

Excluded under this retainer agreement, are the following:

- Legal fees and costs associated with lawsuits or regulatory proceedings brought by or against the Retirement System;
- Out-of-office work on retirement benefit forfeiture proceedings (i.e. depositions, court appellate hearings, etc.);
- Out-of-office work on formal disability proceedings (i.e. doctors' depositions, attendance at IME's, court appellate hearings, etc.);
- Legal services and costs in connection with Division of Retirement, Internal Revenue Service and other regulatory agency audits, investigations and other such formal administrative proceedings;
- Special projects of a significant and non-routine nature as authorized by the Trustees prior to any work being performed such as: substantial rewriting or revisions of the Retirement System (i.e. restatement); Private Letter Ruling applications to the IRS; and Voluntary Compliance Program or IRS Determination Letter (i.e. plan termination) requests to the IRS.

All services excluded under this Retainer Agreement will be billed at a discounted hourly rate, which shall be discussed and approved by the Board prior to engaging in any such services.

Applicable hourly rates for such work outside of the retainer are as follows:

Attorneys	$300
Paralegals	$100

Expenses:

Under our fee proposal, if necessary, any out-of-pocket costs such as travel expenses, filing fees and court reporter's fees will be billed to the Retirement System directly at cost. We do not bill for photocopying (except for special projects requiring voluminous production), scanning, long distance telephone or faxes. We have a toll-free number so that clients outside of Miami-Dade and Broward County can call us without incurring any fees.

We look forward to meeting with the City of Port Orange General Employees' Board of Trustees to explain more about our firm, this proposal, and our distinctive approach to representing public pension funds.

PEDRO A. HERRERA
PARTNER

PEDRO HERRERA, a Partner at Sugarman & Susskind with over 14 years of experience, graduated cum laude from the University of Pennsylvania Law School. While attending UPenn he also earned accreditation in Business and Public Policy from the Wharton School of Business. He received his bachelor's degree with a double major earning summa cum laude honors from University of Miami in 2000 where he was an accomplished scholar athlete as a walk-on for the Miami Hurricanes football team. Pedro has focused his practice on municipal pension funds for 14 years. He has achieved an "AV Preeminent" rating, or top rating, from Martindale-Hubbell[3]. Mr. Herrera has been selected to speak before many organizations including, the State of Florida Division of Retirement; the Harvard Trustee Leadership Forum for Retirement Security; The Institute for Law and Economic Policy; the Florida Public Pension Trustees' Association ("FPPTA"); the Florida Government Finance Officers Association; and the Florida Professional Firefighters (FPF). Most recently, Pedro joined the faculty of the International Foundation of Employee Benefit Plans' (IFEBP) Certificate of Achievement in Public Plan Policy ("CAPPP") certification program. He was also recently honored to be selected to speak at the annual conference for the National Association of Public Pension Attorneys (NAPPA) in June of 2017. His knowledge and expertise garnered at Wharton provide unique insight and ability to successfully negotiate and secure service provider contracts, investment policies, investment management agreements, and alternative investment vehicle subscriptions. Mr. Herrera is active in the Miami community where he serves on the Board of Directors for the Coral Gables Bar Association as well as being an active member of the Cuban American Bar Association. He serves as Chairman on the Board of Directors for the Peace Education Foundation, a not-for-profit organization which strives to educate children and adults on the dynamics of conflict resolution. Pedro also volunteers his time working with Amigos for Kids, an organization providing opportunities for at-risk and impoverished youth in the greater Miami community.

Contact Information:
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pherrera@sugarmansusskind.com

AV
AV® PREEMINENT™
Martindale-Hubbell®
Lawyer Ratings

[3] AV Preeminent® is the highest and most significant rating accomplishment available - a testament to the fact that a lawyer's peers rank him at the highest level of professional and ethical excellence. This rating is only achieved through a vigilant peer review process of those practicing for a certain tenure.

KENNETH R. HARRISON, SR.
PARTNER

KEN HARRISON holds a Juris Doctor Degree from the University of Miami, School of Law, a Master of Science Degree in Management from Biscayne College (St. Thomas University) and a Bachelor of Business Degree accounting major from the University of Miami. He is a founding member of the Florida Pension Trustees Association (FPPTA), currently serving as Director Emeritus and is a Certified Public Pension Trustee. In 1991 Mr. Harrison completed a 27-year law enforcement career, when he retired from the City of Miami (Florida) Police Department as Assistant Chief. For 16 years during his career in law enforcement he served as a trustee for Miami's Police and Fire Pension Funds. Additionally, for 10 of his years in law enforcement, Mr. Harrison was active in police labor organizations at the local, state and national levels. Mr. Harrison completed over 30 years of military service in 2002 when he retired from the United States Coast Guard Reserve as Captain (Colonel). Ken remains active in community and professional organizations; serving as vice-president of the University of Miami School of Law Alumni Association, Chairperson of the Miami Area Coast Guard Retiree Council, and member of various Dade County Bar Association committees. He has published articles addressing the Uniformed Services Employment and Reemployment Rights Act (USERRA) in the publication of the Labor and Employment Section for the Florida Bar Association. Mr. Harrison has been with the Coral Gables law firm of Sugarman & Susskind since 1997.

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kenharrison@sugarmansusskind.com

ROBERT A. SUGARMAN
SENIOR PARTNER

ROBERT SUGARMAN, Senior Partner of Sugarman & Susskind, has extensive experience in providing legal services for both public and private sector pension boards. Bob has over 35 years of experience working with public sector Retirement Systems and for the last 23 years has been continuously listed in _The Best Lawyers in America_, the oldest legal peer-review organization in the U.S. He was again listed by _Florida Trend_ magazine as among Florida's Legal Elite and was chosen as a "Super Lawyer" ("a rating service of outstanding lawyers who have attained a high-degree of peer recognition and professional achievement where the selection process includes independent research, peer nominations and peer evaluations"). Best Lawyers recently named Bob Sugarman as one of its 2016 Lawyers of the Year. Bob was also again chosen by his peers to Florida Trend's 2016 Florida Legal Elite. Only 1,131, or 1.3%, of the 88,147 lawyers licensed to practice in Florida were chosen as Florida Legal Elite. Bob is also a Florida Bar Board Certified Labor and Employment Lawyer.[4] Furthermore, he was elected by his peers as a Fellow of the College of Labor and Employment Attorneys. He is a frequent speaker at pension seminars and conferences, including those sponsored by the Florida Public Pension Trustees Association, the Florida Division of Retirement, the International Foundation of Employee Benefit Plans, Florida Government Finance Officers Association, the Society of Actuaries, the National Police and Fire Pension Seminar, and the National Association of Police Organizations. He is a permanent faculty member of the International Foundation Certificate of Achievement in Public Pension Policy program and was chosen to speak in 2015 on public pensions at the 61st Annual Employee Benefits Conference of the International Foundation of Employee Benefit Plans. The Annual Conference, with over 5,000 attendees, is the largest national educational gathering of employee benefits trustees and professionals. He has published articles in the Stetson Law Review and the Textbook for Employee Benefit Plan Trustees, Administrators and Advisors. Mr. Sugarman is a former adjunct professor, Florida International University, and has served as an executive board member of the Florida Bar Labor Law Section, and a member of the AFL-CIO Lawyers Coordinating Committee Advisory Board. Mr. Sugarman received his B.A. Degree from The George Washington University and his J.D. in 1972 from the University of Virginia.

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The College of Labor and Employment Lawyers
LEADERSHIP FOR GREATER PURPOSE

[4] Board certification recognizes attorneys' special knowledge, skills and proficiency in various areas of law and professionalism and ethics in practice. Certification is the highest level of evaluation by The Florida Bar directly speaking to the competency and experience of attorneys.

OUR CLIENTS

Below is a list of our governmental plan clients. We encourage you to reach out to any of our clients and welcome any input they may offer.

Client	Contact	Telephone
Jacksonville Police & Fire Pension Fund	Tim Johnson	904 855-7373
City of Boca Raton Police & Firefighters' Retirement System	Leslie Harnon	561.544.8518
North Miami Beach Police & Fire Pension Plan	Martin Lebowitz	305-919-3724
Pompano Beach Police & Firefighters' Retirement System	Debra Tocarchick	954-782-4161
City of Dania Beach Police and Firefighters Retirement System	Cathy David	954- 393-9061
Miami Firefighters' Relief and Retirement System	Andrew McGarrell	305-633-3447
Lake Worth Police Officers' Retirement System	Kerry Dutton	561-459-2964
Town of Jupiter Police Officers Retirement System	Denise McNeill	561-624-3277
Riviera Beach Police Pension Fund	Althea Lodge	954-730-2068
Cooper City Firefighters Retirement System	Livia Giuliani	954-730-2068
Lake Wales Firefighters' Retirement Fund	Susy Pita	352-787 9795
Coral Gables Firefighters' Retirement System (175 Share Plan)	Andrew McGarrell	305-633-3447
City of Tamarac Firefighters Pension Trust Fund	Nora Carles	954-597-3605
Palm Beach Gardens Firefighters' Retirement System	Audrey Ross	561-624-3277
Marco Island Firefighters' Retirement System	Amber McNeill	239-573-4750
Naples Firefighters' Retirement Fund	Elizabeth Willis	239-213-1814
Punta Gorda Firefighters' Retirement System	John Briggs	941-575-5529
North Collier Fire Control & Rescue District Firefighters' Pension Plan	Amber McNeill	239-573-4750
City of Sarasota Firefighters' Pension Fund	Pamela Nadalini	941-954-2600
Greater Naples Fire Rescue District Firefighters Pension Plan	Joyceanna Rautio	239-591-1130
City of Oldsmar Firefighter Retirement System	Ann Nixon	813-749-1115
Jacksonville Beach Firefighter's Retirement System	Ann Meuse	904-247-6264
City of Rockledge Firefighters' Retirement System	Karan Rounsavall	321-537-6007
Deland Municipal Firefighters' Retirement System	Shawn Monk	386-717-5397
Edgewater, Florida Firefighters Retirement System	Ferrell Jenne	239-333-4872
Marco Island Police Retirement System	Amber McNeill	239-573-4750
City of Tamarac Police Officers' Pension Trust Fund	Livia Giuliani	954-730-2068
Aventura Police Officers' Retirement System	Lauri Patterson	954-730-2068
Town of Golden Beach Police Retirement Fund (185 Share Plan)	Lauri Patterson	954-730-2068
City of Sweetwater Police Officers' Retirement Fund	Letty Perez	954-730-2068
City of Cooper City Police Officers' Retirement Plan	Livia Nixon	954-730-2068
Town of Medley Police Officers Pension Plan	Joan Wall	954-723-9521
South Miami Police Pension Plan	Andrew McGarrell	305-633-3447
Vero Beach Police Officers' Retirement Trust Fund	Kim Kilgore	239-333-4872
Naples Police Officers' Retirement System	Elizabeth Willis	239-213-1814
West Melbourne Police Officers' Retirement System	Karan Rounsavall	321-537-6007
Sanibel Municipal Police Officers' Retirement Trust	Kathy Carik	239-472-3111 Ext 225
Port Orange Police Officers' Retirement System	Karan Rounsavall	321-537-6007
City of Rockledge Police Employees' Retirement Fund	Karan Rounsavall	321-537-6007
Jacksonville Beach Police Officer's Retirement System	Ann Meuse	904-247-6264
Lake Wales Police Officers Retirement Fund	Susy Pita	352 787 9795

Holly Hill Police Officers' Retirement Trust Fund	Steve Aldrich	386-248-9475
Edgewater Police Officers' Retirement System	Ferrell Jenne	239-333-4872
DeLand Municipal Police Officers' Retirement System	Chris Jacques	386-626-7460
Pompano Beach Firefighters' VEBA Trust Fund	Jorge Rossi	(954)914-8238
Pompano Beach General Employees' VEBA	Michael Smith	954-786-5549
Miramar Firefighters VEBA Trust Fund	Joan Wall	954-723-9521
Fort Lauderdale Firefighters' Insurance Trust Fund	Pete Prior	954-730-2068
Hialeah Firemen's Relief Pension Plan (175 Share Plan)	Pete Prior	954-730-2068
Palm Beach Gardens Police VEBA Trust Fund	City has discontinued contributions and members elected to dissolve Fund	
Sarasota Firefighters' Insurance Trust Fund	Scott Baur	561-624-3277
Venice Firefighters' VEBA Trust Fund	Edward Van Deusen	941-228-8046
Law Enforcement Alliance of Southington VEBA	Steve Sal	860-919-5989
Lake Worth General Employees' Pension Plan	Kerry Dutton	561-459-2964
Riviera Beach General Employees' Retirement System	Althea Lodge	954-730-2068
City of Rockledge General Employees' Retirement Fund	Karan Rounsavall	321-537-6007
Palm Tran/ATU Local 1577 Retirement System	Mary Shah	770-551-8989
Naples General Employees' Retirement Fund	Elizabeth Willis	239-213-1814
Jacksonville Beach General Employees Retirement System	Ann Meuse	904-247-6264
City of Lakeland Employees' Pension and Retirement System	Dana Blydenburgh	863-834-8794
Deerfield Beach Non-Uniformed Employees' Retirement System	Livia Giuliani	954-730-2068
City of Dania Beach General Employees' Pension Plan	Nanci Denny	954-309-1031
City of Tamarac Employees' Pension Trust Fund	Nora Carles	954-597-3605
North Miami Beach General Employees' Retirement System	Martin Lebowitz	305-919-3724
Town of Medley Employees' Pension Plan	Joan Wall	954-723-9521
Town of Golden Beach Employees' Retirement Plan	Lauri Patterson	954-730-2068
DeLand General Employees Retirement Fund	Barbara Jacobs	386-626-7072
ATU Local 1596 Retirement System (LYNX Public Transit Employees)	Scott Baur	561-624-3277
Bay Harbor Island Employees' Pension Plan	Melissa Cruz	305-866-6241
City of Atlantic Beach General Employees Retirement System	Brittany Percell	904-247-5881
City of Atlantic Beach Police Officers' Retirement System	Brittany Percell	904-247-5881
City of Titusville Police Officers & Firefighters' Pension Plan	Julie Enright	321-427-2223
City of Titusville General Employees Pension Plan	Julie Enright	321-427-2223
City of Cocoa Beach Police Officers Retirement System	Debbie Grand	321-952-5630
City of Cocoa Beach Firefighters' Retirement System	Debbie Grant	321-952-5630
Daytona Beach Police and Firefighters' Retirement System	Ferrell Jenne	239-333-4872
Fernandina Beach Firefighters & Police Officers Pension Plan	Teresa Bryan	904-310-3127
Fernandina Beach General Employees Pension Plan	Teresa Bryan	904-310-3127
Flagler Beach Police Officers Pension Trust Fund	Susy Pita	352-787 9795
Flagler Beach Firefighters' Pension Trust Fund	Susy Pita	352-787 9795
New Smyrna Beach Police Officers' Pension Plan	Tara Spini	386-689-7292
New Smyrna Beach Firefighters' Pension Plan	Claudia Rogers	386-410-2642

Neptune Beach Police Officers Retirement System	Toni Lozen	239-333-4872
Holly Hill Firefighters Retirement System	Thomas Sejnowski	(386) 248-9473
Palm Coast Volunteer Firefighters Retirement System	Kay Spears	386-986-2302
City of Port Orange Fire Rescue Pension Fung	Julie Enright	321-427-2223
St. Augustine Firefighters' Pension Trust Fund	Candice Seymour	904-825-1007
Town of Orange Park Firefighters Pension Fund	Toni Lozen	239-333-4872
City of Ormond Beach General Employees Pension Plan	Kelly McGuire	
City of Ormond Beach Firefighters Pension Plan	David Randall	
City of Homestead Firefighters' Retirement System	Lauri Patterson	954-730-2068

Special Counsel Engagements
Mississippi Prepaid Affordable College Tuition Program (Serve as Special Counsel for alternative investment mandates)
Tampa Police and Fire Retirement System (Serve as Special Counsel for forfeitures proceedings, disability proceedings, and certain plan design and compliance matters)
West Palm Beach Police Officers' Retirement System (Serve as Special Counsel for forfeiture proceedings and disability proceedings)
Clearwater Employees' Retirement System (Serve as Special Counsel for forfeiture proceedings and disability proceedings)
St. Petersburg Firefighters' Retirement System (Serve as Special Counsel for forfeiture proceedings, disability proceedings, fiduciary counsel, tax qualification matters and certain plan design and compliance matters)
St. Petersburg Police Retirement System (Serve as Special Counsel for forfeiture proceedings, disability proceedings, fiduciary counsel, tax qualification matters and certain plan design and compliance matters)
St. Petersburg Employees' Retirement System (Serve as Special Counsel for forfeiture proceedings, disability proceedings, fiduciary counsel, tax qualification matters and certain plan design and compliance matters)
Orlando Police Retirement System (Serve as Special Counsel for forfeiture proceedings and disability proceedings)
Greenacres Police and Fire Retirement System (Serve as Special Counsel for forfeiture proceedings and disability proceedings)
Coral Springs Police Officers' Pension Fund (Serve as Special Counsel for forfeiture proceedings and disability proceedings)

RECENT RELEVANT ENGAGEMENTS (SINCE JANUARY 2018)

1. Midway Firefighters' Pension Plan
   Contact: Missy Scarborough
   Telephone: (850) 932-4771
   Email: missy.scarborough@midwayfire.com

2. City of Titusville Police Officers & Firefighters' Pension Plan
   Contact: Julie Enright
   Telephone: (321) 427-2223
   Email: juliechrismail@bellsouth.net

3. City of Cocoa Beach Police & Fire Pension Fund
   Contact: Matt Erickson (Chairman)
   Telephone: (954)298-8883
   Email: cocoabeachfire@gmail.com

<u>REFERENCES</u>

(Clients whom Pedro Herrera has provided relevant legal services in the past 3 years)

1. **Jacksonville Police and Fire Pension Fund**
   Contact: Tim Johnson
   Telephone: (904) 855-7373
   Email: THJohnson@coj.net

2. **Daytona Beach Police and Firefighters' Retirement System**
   Contact: Mark Eisner (Chairman)
   Telephone: (239) 333-4872
   Email: mark.daytonapf@gmail.com

3. **Pompano Beach Police & Firefighters' Retirement System**
   Contact: Paul O'Connell (Chairman)
   Telephone: (954) 605-9788
   Email: poconnell@wmpd.org

SUGARMAN & SUSSKIND
PROFESSIONAL ASSOCIATION
ATTORNEYS AT LAW

Robert A. Sugarman♦
Howard S. Susskind
Kenneth R. Harrison, Sr.
D. Marcus Braswell, Jr.
Pedro A. Herrera
Noah Scott Warman♦
Ivelisse Berio LeBeau
Dustin L. Watkins
Michael Gillman

♦Board Certified Labor
& Employment Lawyer

100 Miracle Mile
Suite 300
Coral Gables, Florida 33134
(305) 529-2801
Broward 327-2878
Toll Free 1-800-329-2122
Facsimile (305) 447-8115

SPECIAL REPORT

March 2016

IRS Proposes Regulations relating to Normal Retirement Age

On January 27, 2016, the IRS issued proposed regulations that if finally adopted will clarify the rules relating to Normal Retirement Age as they apply to your pension plan.

Though the impact of the regulations may—for reasons explained below—be limited, the guidance is welcome, as it proposes to establish clear rules with respect to the application of Normal Retirement Age ("NRA") requirement to governmental plans.

As you are aware, pension plans are required to meet certain requirements under Section 401(a) of the Internal Revenue Code in order to be treated as a "Qualified Plan." Qualified plans are entitled to favorable tax treatment. Specifically, the workers are not taxed on the value of contributions paid on their behalf until they begin to receive benefits under the plan, the income of the fund, including investment earnings, is not subject to federal income tax, and workers' pension accounts and benefits are protected from creditors in personal bankruptcy.

The proposed regulations define the earliest age that a plan may establish as its NRA for the purpose of making in-service distributions. Simply put, an in-service distribution is when a pension plan member receives a pension and continues working when there has not been a "bona fide separation from service." The payment of in-service distributions is permissible under certain conditions but must be specifically allowed for in your pension plan. In our experience, the majority of our Florida municipal pension fund clients do not currently allow for in-service distributions.

Even if your plan does not permit in-service distributions, your NRA impacts other aspects of your plan. For example, a public safety retiree who retired at or after a safe harbor NRA can deduct up to $3,000 from taxable income if certain health insurance premiums are deducted by the pension plan and remitted directly to the insurer.

Accordingly a governmental plan that does <u>not</u> provide for in-service distributions or deduction of public safety retirees' health insurance premiums will <u>not</u> be required to comply with the new proposed regulations and there is no further action needed.

Governmental plans that <u>do</u> provide for in-service distributions or deduction of public safety retirees' health insurance premiums have several alternatives for compliance with the proposed regulations by being within the regulations' "safe harbors".

There are different safe harbors for public safety workers (i.e. police, correctional officers and firefighters) and for general workers.

<u>Non</u>-Public Safety worker Safe Harbors

- Age 60 and 5 years of service;
- Age 55 and 10 years of service;
- Combined age and years of service that total 80 or more ("Rule of 80"); and
- The earlier of the age at which the member reaches 25 years of service or the age at which any of the above safe harbors is satisfied ("25 + out").

Public Safety worker Safe Harbors

- Age of 50 or later
- Combined age and years of service of 70 or more "Rule of 70"); or
- Any age with 20 years of service ("20 + out").

The regulations are not final yet and are now subject to requests for comments and public hearing.

We will be reviewing your current plan to determine the extent to which in-service distributions or public safety health care deductions are permitted, whether your current NRA is consistent with the proposed regulations, and whether any plan amendments are necessary.

SAMPLE HOURLY FEE AGREEMENT

Re: Hourly Fee Agreement for Legal Services

Dear Trustees:

This is to confirm the terms of our fee agreement, in which legal services will be provided for an hourly fee of $325, for all services required by your plan. Paralegals will be billed at the rate of $150 per hour. Travel time shall be billed at 50% of the aforementioned hourly rate, and, when available, shared amongst clients serviced in the same vicinity during the same time.

Any out-of-pocket costs such as travel expenses, special postage (i.e. certified mail or overnight mail), travel expenses, filing fees and court reporter's fees will be billed to the Plan directly at cost. We do not bill for photocopying (except for special projects requiring voluminous production), scanning, long distance telephone or faxes and maintain a toll-free telephone number so our clients outside of Miami-Dade County can call us without incurring any special charges.

This fee arrangement shall remain in effect for a 3-year term, at which time the Fee Agreement may be reviewed and the fee adjusted accordingly, although you have the right to discharge us as your attorneys at any time.

To indicate your agreement to this, please sign the **two original** copies of this letter below and return one copy to me. We look forward to working with you for the benefit of the Plan, its participants and beneficiaries.

Yours truly,

ROBERT A. SUGARMAN

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WE HEREBY AGREE to the terms and conditions set forth in the aforementioned fee arrangement.

SUGARMAN & SUSSKIND, P.A.

By:______________________________
Robert A. Sugarman

[Name of Fund]

By:______________________________
Chairperson

Date:____________________ Print Name:__________________________

SAMPLE RETAINER AGREEMENT

Re: Retainer Agreement for Legal Services

Dear Trustees:

This is to confirm the terms of our retainer agreement, in which the following services will be provided for a monthly retainer of [retainer amount] commencing on the 1st day of [month], 2018. This fee arrangement shall remain in effect at least through [3 years from date], after which the Retainer Agreement may be reviewed and the fee adjusted accordingly, although you have the right to discharge us as your attorneys at any time.

The following legal services are included under this retainer agreement:

- Act as general counsel in all aspects to the Board and provide any legal services the Board deems appropriate;
- Attend all special and regular monthly Board meetings (except as otherwise instructed) and provide advice, input, and assistance as needed at each meeting[5];
- Assist with preparing and reviewing Requests for Proposals and other related materials as required from time-to-time in connection with the administration of the Plan as directed by the Board of Trustees (excluding Legal Services);
- Review administrative records and prepare appropriate findings and rulings in connection with all administrative and judicial proceedings that come before the Board, and represent the Board at such proceedings;
- Provide advice and guidance to Board of Trustees on all legal requirements involved with serving as a trustee (i.e. fiduciary responsibilities, "Sunshine Law," continuing education, etc.);
- Review and provide legal advice regarding periodic actuarial studies and annual actuarial valuations of the Retirement System;
- Provide advice and guidance on operating/administering the Retirement System;
- Provide legal advice during public and closed sessions with respect to matters related to the Board, the Plan, or its activities;
- Provide verbal and written legal opinions to the staff, Board and individual trustees;
- Research and preparation of Special Reports concerning new state/federal laws, court case decisions or state administrative regulations/policy;
- Drafting of proposed ordinance amendments or legislation for presentation and enactment to the City of Port Orange amending the terms of the Retirement System;
- Provide ongoing advice with respect to the Port Orange Code of Ordinances as it relates to Retirement System and employee benefit matters generally;
- Correspondence and negotiations with Department of Management Services - Division of Retirement regarding continued compliance with F.S. 112;
- Correspondence and negotiations with City Attorney, or designee, regarding material legal issues affecting the Retirement System;

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[5] Generally, lead time for attendance at a Special or emergency called meeting is 48 – 72 hours. Further, should your meeting location support it, we always offer the ability to attend any meeting, conference or consultation via video conference (i.e. Skype, GoToMeeting, Google Hangouts, WebEx) or by telephone which typically affords clients increased flexibility as well as providing significant cost savings.

- Drafting and revision of all investment management agreements, side letters and requisite subscription documents;
- Participation in negotiations with all service providers and drafting and/or amending service provider agreements;
- Supervise the services of any other attorney retained by the Board.
- Provision of legal opinions to the Board of Trustees regarding the Retirement System and statutory/regulatory interpretations;
- Provision of legal counsel telephonically, via video conference as well as personally conferring with Board of trustees, administrators and staff, and all service providers as needed;
- Legal opinions and correspondence regarding Marital Settlement Agreements, Qualified Domestic Relations Orders and Income Deduction Orders;
- Preparation of information and instruction packet for divorcing members and telephone conferences with members' attorneys;
- All office work connected with informal and formal disability claim proceedings including gathering of medical records, scheduling of IME's and preparing disability hearing binders (electronic) for Board members with all relevant documentation;
- Coordinate and train Retirement System staff on potential forfeitures, review and evaluate criminal convictions or discharges to determine whether a forfeiture proceeding should begin, draft initial notice of proposed forfeiture and opportunity to appeal;
- All services in connection with collection of subrogation claims, excluding litigation;
- Correspondence with members' attorneys, state/federal regulatory agencies, vendors and all other service providers on behalf of the Retirement System;
- Drafting/Revision of Retirement System Fund policy statements and/or procedures;
- Review and update of Summary Plan Description;
- Correspond with securities monitoring law firms (if any) regarding potential legal actions and review all pleadings, discovery requests, etc. should Retirement System serve as lead or named plaintiff;
- In keeping with statutory requirement for continuing education, provide an annual educational seminar for the Board of Trustees, City administration/staff and Retirement System members;
- Our role as the Retirement System's attorney in representing the Board is that of a fiduciary and we shall act in accordance with generally accepted principles of fiduciary responsibility.

Excluded under this retainer agreement, are the following:

- Legal fees and costs associated with lawsuits or regulatory proceedings brought by or against the Retirement System;
- Out-of-office work on retirement benefit forfeiture proceedings (i.e. depositions, court appellate hearings, etc.);
- Out-of-office work on formal disability proceedings (i.e. doctors' depositions, attendance at IME's, court appellate hearings, etc.);
- Legal services and costs in connection with Division of Retirement, Internal Revenue Service and other regulatory agency audits, investigations and other such formal administrative proceedings;
- Special projects of a significant and non-routine nature as authorized by the Trustees prior to any work being performed such as: substantial rewriting or revisions of the Retirement System

(i.e. restatement); Private Letter Ruling applications to the IRS; and Voluntary Compliance Program or IRS Determination Letter (i.e. plan termination) requests to the IRS.

All services excluded under this Retainer Agreement will be billed at a discounted hourly rate, which shall be discussed and approved by the Board prior to engaging in any such services. All out-of-pocket expenses excluded under the retainer proposal would be billed directly to the Retirement System at cost.

Applicable hourly rates for such work outside of the retainer are as follows:

Attorneys	$300
Paralegals	$100

Expenses:

We bill for any out-of-pocket costs such as travel expenses, special postage (i.e. certified mail or overnight mail), filing fees and court reporter's fees directly at cost. We do not bill for photocopying (except for special projects requiring voluminous production), scanning, long distance telephone or faxes and maintain a toll-free telephone number so our clients outside of Miami-Dade and Broward County can call us without incurring any special charges.

To indicate your acceptance of this retainer agreement, please sign the **two original** copies of this letter below and return one copy to me.

Yours truly,

ROBERT A. SUGARMAN
Board Certified Labor & Employment Lawyer

RAS/jd

Enclosures

* * * * * * * * * * * * *

WE HEREBY AGREE to the terms and conditions set forth in the aforementioned fee arrangement.

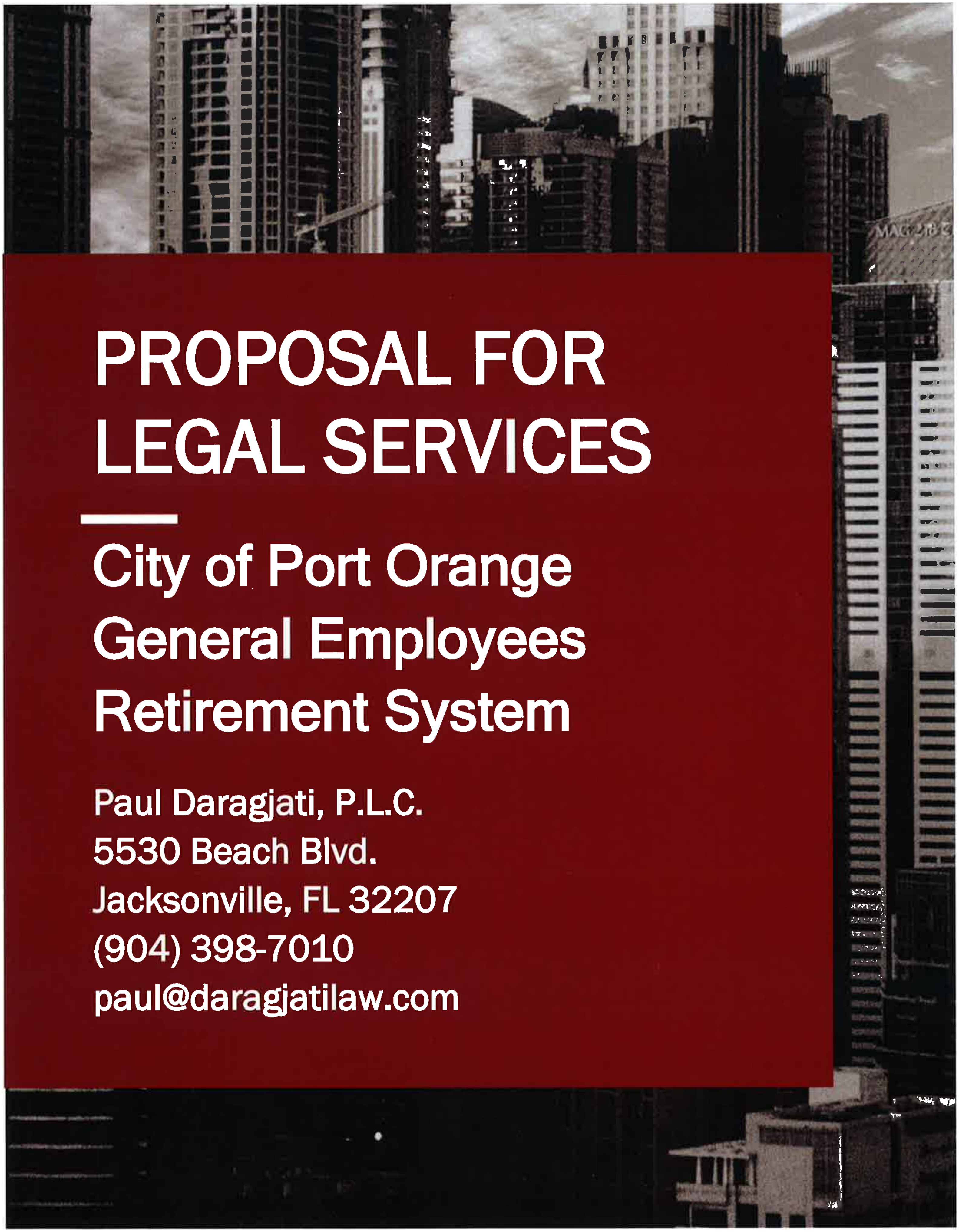
[Client]

By: ______________________________
Chairperson
Print Name: ______________________
Date: ____________________________

SUGARMAN & SUSSKIND, P.A

By: ______________________________
Robert A. Sugarman

Date: ____________________________



PROPOSAL FOR LEGAL SERVICES

City of Port Orange General Employees Retirement System

Paul Daragjati, P.L.C.
5530 Beach Blvd.
Jacksonville, FL 32207
(904) 398-7010
paul@daragjatilaw.com

Paul Daragjati,
Attorney and Counselor at Law

Introduction

Thank you for the opportunity to provide you with this proposal for legal services. I am a sole practitioner, having only recently launched an independent practice. However, I possess a deep well of legal and life experiences that would pay dividends for the Port Orange General Employees Retirement System if you choose to use this firm's services.

Set forth below is a brief description of my experience, knowledge, and past performance in the field of pension law and its related disciplines.

Once again, thank you and I look forward to hearing from you.

SECTION A - GENERAL INFORMATION REGARDING THIS FIRM

Paul Daragjati is a sole practitioner with an office located in Jacksonville, Florida, a short one hour and fifteen-minute drive from Port Orange. The firm employs one clerical/paraprofessional employee and specializes in representing public employees in all facets of public employment law, including retirement, labor and employment law matters. Mr. Daragjati is a member of the Florida Bar, and the bars for the United States District Court for the Middle District of Florida, United States District Court for the Southern District of Florida, the United States Court of Appeals for the Eleventh Circuit and the United States Supreme Court.

Like your members, Mr. Daragjati started his adult life as a public employee. After graduating from the University of North Florida in 1993, he entered service with the Jacksonville Sheriff's Office as a police officer and served the citizens of Jacksonville in that role until 2001. That year, Mr. Daragjati entered law school at the Florida State University, and upon graduation once again entered public service as a prosecutor in 2004. After working for the Office of the State Attorney for the Fourth Judicial Circuit for three years, Mr. Daragjati became general counsel to the Jacksonville Fraternal Order of Police where he spent six years serving the membership. In 2013 Mr. Daragjati became an associate with Klausner, Kaufman, Jensen & Levinson, where he served many retirement systems in their daily operations and in resolving complex legal issues.

Unlike many practitioners in the pension law field, Mr. Daragjati's diverse training and experience reaches well beyond advising retirement boards, and can be leveraged to the Board of Trustees' benefit. Since 2003, Mr. Daragjati has represented clients in front of administrative bodies, state and federal trial and appellate courts and in arbitration and other alternative dispute resolution forums. In this regard, Mr. Daragjati would employ the services of outside counsel in only two instances. The first being an adversarial forfeiture or disability hearing, where Florida law prohibits counsel advising the Board to also serve as conflict counsel. The second would be in the rare instance of a highly complex tax law issue that requires a practitioner that specializes in tax law, such as a voluntary compliance program settlement. Otherwise, Mr. Daragjati will provide counsel on common tax law matters that the Board will face during its day to day operations.

If the Board agrees to use this firm's services, the firm accepts that it would hold a fiduciary relationship to the Plan.

SCOPE OF SERVICES

Legal Counseling and Fiduciary Education

The fundamental role of an attorney for the Board is to provide day to day operational counseling on all matters related to the legal environment. From time to time, the Board will be called upon to interpret and apply municipal ordinances, state and federal law and the Internal Revenue Code. Accordingly, Mr. Daragjati will provide advice and guidance in the form of written legal opinions to the Board upon request. Additionally, Mr. Daragjati will be easily accessible by phone and email to the Plan's other professionals if matters arise between meetings. Not only will legal advice be provided in response to questions and factual scenarios that may arise, but the firm will also proactively monitor changes as they occur in the legal environment.

The firm is familiar with and will closely monitor changes to relevant Florida Statutes, including Chapter 112, Part VII, dealing with Actuarial Soundness of Public Employee Retirement Systems, Chapter 119, the Public Records Act, Chapter 215, Financial Matters (which apply to retirement systems) and Chapter 286, the Florida Sunshine Act. Additionally, the firm will monitor changes to the Internal Revenue Code, Treasury Regulations governing qualified tax plans, and regular guidance provided by the IRS in the form of Internal Revenue Bulletins.

Additional services the firm provides include reviewing and negotiating investment contracts, including negotiating side letters and reviewing complex trust agreements. The firm will also assist your investment consultant in compliance with drafting investment policies, and the firm will review contracts with any vendors the Board hires.

The firm will continually provide education to the Board on fiduciary matters to include fiduciary responsibility, open meetings and public records law, ethics law and judicial opinions affecting retirement systems.

Legislative Drafting and Administrative Rule Making

Periodically, changes to employee benefits, as well as changes to local, state, or federal law may require the expertise of the Plan's attorney to assist in drafting changes to the Plan's ordinance. In these instances, the firm will prepare the legislative drafts, coordinate with counsel for the City of Port Orange and be available for the legislative body to answer questions.

Maintaining uniform procedures is a significant concern for a retirement system as each of its members is guaranteed due process rights under both the Florida and United States Constitutions. To address this concern, Mr. Daragjati has extensive experience in drafting clear and concise administrative rules and regulations. Furthermore, in providing this service to its retirement plan clients, this firm will conduct the necessary research to ensure that any proposed rule does not violate the limits of the plan's authority and will work with the plan to ensure that the promulgation of the rule conforms with the Florida Sunshine Act and Public Records Act.

Litigation

Infrequently, conflicts arise between the Board and a member, or the Board and an outside party, that cannot be resolved through negotiation. At these times, the Board will benefit from the firm's extensive litigation experience, which is uncommon in the field of pension attorneys. Mr. Daragjati has tried 24 cases to a verdict in both state and federal, civil and criminal courts, and has prosecuted administrative actions in arbitration, civil service forums, career service forums, and in front of administrative agencies. Moreover, Mr. Daragjati has 19 published appellate decisions with his name on them. This experience will provide the Board with clear advice on when to litigate an issue, when to settle and in the event of litigation, and what the Board should anticipate. The firm will always provide a vigorous defense to the Board under these circumstances, but will always engage in principled decision making as a fiduciary to the Board, despite any economic benefit that the litigation may impart to the firm.

Ethics

Mr. Daragjati has never been the subject of any bar complaint, ethics complaint, criminal complaint or malpractice prosecution.

Insurance

The firm maintains professional liability coverage in the amount of $2,000,000, and uses cloud-based record retention, thus keeping client records safe in the event of a local disaster.

Conflicts

The firm has not conducted any work for the City of Port Orange or any of its employees, thus there are no potential conflicts that may arise in this engagement. If a conflict arises in the future, as a fiduciary to the Plan this firm's duty will be to the Plan. The practical effect would be to decline any engagements that would require violating the firm's fiduciary relationship to the Plan.

SECTION B - RETIREMENT COUNSEL INFORMATION

Pursuant to Section A1 of the Request for Proposal of Legal Services, as a sole practitioner, the firm has attached a resume for Paul Daragjati. Mr. Daragjati will be the primary attorney assigned to your plan. In the extraordinary instance where Mr. Daragjati is unavailable due to unforeseen circumstances, he will provide temporary support counsel at the firm's cost.

Since 2013, three engagements where Mr. Daragjati has had primary responsibility for providing legal services to a retirement plan are as follows:

1. City Pension Fund for Firefighters and Police Officers in the
   City of Miami Beach
   c/o Donna Brito, Executive Director
   1691 Michigan Avenue, Suite 355
   Miami Beach, Florida 33139
   Phone: 305-673-7039

2. Lauderhill Confidential and Managerial Employee Retirement Plan
   c/o Althea Leigh-Lodge
   Benefits USA, Inc.
   3810 Inverrary Blvd., Suite 303
   Lauderhill, FL 33319

3. Miami Police Relief & Pension Fund
   c/o Sarah Wong, Admin.
   169 E. Flagler St. Suite 816
   Miami, Fl. 33131
   305-358-7853

Keeping the Board Informed

As described above, the firm will stay current on all developments in state, local and federal law affecting the Plan and the Board. The firm will keep in constant contact with other Plan professionals, City attorneys and local bargaining units to make sure that the Board is informed of all local developments affecting the Plan. Prior to each Board meeting, the firm will provide a written report of any continuing issues and any new developments since the last Board meeting.

Current Retirement System Practices and Issues

Over the last several years retirement systems have been faced with the issue of plan sponsors that wish to retain employees after those employees have retired from the system. This can present the problems of in-service distributions and plan qualification under the tax code. In 2016, the IRS issued guidance in the form of an Internal Revenue Bulletin in setting normal retirement age for plans that would allow for in-service distributions, assuming plan amendments are made. Many plans are now seeking to amend their plan documents to allow for retirees to continue working for the plan sponsor while receiving a retirement benefit. Mr. Daragjati is well versed in this area of the law.

As an example, Mr. Daragjati encountered this issue with the City of Lauderhill Confidential and Managerial Employee Defined Benefit Retirement Plan. Prior to his assignment to the Plan, the City had begun an informal policy of allowing senior management personnel to retire, but kept them working for the City post retirement, while receiving their retirement benefits. After this was brought to pension counsel's attention, Mr. Daragjati assisted tax counsel in negotiating a voluntary compliance program settlement with the IRS, and Mr. Daragjati drafted amendments to the local ordinance to bring the plan into compliance. Mr. Daragjati also drafted administrative rules for the pension plan itself, in order to govern the issue moving forward.

References

1. City of Jacksonville
   c/o Stephen J. Powell, Esq.
   Chief, Tort & Employment Litigation
   Office of General Counsel
   City of Jacksonville
   117 West Duval Street, Ste 480
   Jacksonville, FL 32202
   904-630-1847

2. City of Lauderhill Police Officers' Retirement Plan
   c/o David Williams
   Precision Pension Administration, Inc.
   13790 N.W. 4th Street, Suite 105
   Sunrise, FL 33325
   954-636-7170

3. Melbourne Municipal Firefighters' Pension Trust Fund
   c/o Jennifer Chase
   900 East Strawbridge Avenue
   Melbourne, FL 32935
   321-608-7030

4 Miami Beach Police Relief & Pension Fund
   c/o Peter Matthews
   999 11th St.
   Miami Beach, FL 33139
   954-249-5499

5 Florida State Lodge, Fraternal Order of Police
   Robert Jenkins, President
   242 Office Plaza
   Tallahassee, Florida 32301
   850-656-9881

Compensation Proposal

This firm believes that a retainer agreement is the most efficient manner of delivering legal services to the Port Orange General Employees Retirement System. Under a retainer agreement, the Board knows exactly how much legal services will cost the Plan and is able to budget accordingly. It also provides for a fair delivery of professional services in that there are no surprises to the client, and the client knows beforehand what the services they desire will cost.

In that regard, the firm proposes a monthly retainer of $1000, which will include all legal services and operations, excluding litigation in Florida or federal courts. The proposed retainer amount is guaranteed for a period of three years.

The retainer includes all aspects of legal services including attendance at all regular and special Board meetings; all advice, whether written or oral; legal research; statutory and administrative rule drafting; writing plan restatements; correspondence and interactions with state and local administrative entities; all office work; revision and drafting of summary plan descriptions; all work associated with disability and forfeiture hearings; and representing the Plan in any regulatory proceedings. The firm will not charge for costs associated with travel to and from Board meetings; copying (other than voluminous materials) or incidental office fees.

The retainer would not include engaging in IRS compliance issues such as IRS Determination Letters and Voluntary Compliance Programs. In these circumstances, outside tax counsel would be used to assist with these functions.

Litigation brought by or against the Retirement System would be billed at the rate of $250 per hour for attorney time, and $75 per hour for paralegal time.

If the Plan would prefer an hourly fee, the firm proposes a fee of $250 per hour for substantive work, and $125 per hour for travel.

Paul A. Daragjati

5530 Beach Blvd.
Jacksonville, FL 32207
(904) 398-7010 *office*
(904) 710-5335 *cellular*
paul@daragjatilaw.com

Experience

2018 – present **Paul Daragjati, PLC**
Private Law Practice
Law practice focused on public labor and employment law; current clients include the City of Jacksonville, representing police officers in civil rights litigation, and the State of Florida Fraternal Order of Police, providing legal services statewide.

2013 – 2018 **Klausner, Kaufman, Jensen & Levinson**
Associate
Specializing in representing public employee pension funds and related entities; continued representation of police officers in federal civil rights litigation.

2007 – 2013 **Office of the General Counsel, Fraternal Order of Police, Jacksonville Lodge 5-30**
General Counsel
Lead the legal program for the FOP, defending officers in administrative hearings, labor disputes, civil rights litigation and officer involved shootings.

2003 – 2007 **Office of the State Attorney, 4th Judicial Circuit**
Assistant State Attorney,
Engaged in all facets of criminal prosecution to include county, circuit, juvenile and adult repeat offender courts.

1994 – 2001 **Jacksonville Sheriff's Office, Jacksonville, Florida**
Detective/ Police Officer

- November 1999 – June 2001: *Detective, Sex Crimes Unit* – Investigated felony sexual assaults, gathered various forms of evidence, to include DNA evidence and secured inculpatory statements from suspects when possible.
- August 1994 – November 1999: *Patrolman* – Patrolled the northwest quadrant of Jacksonville which included extensive experience with various economic strata, operated as a field training officer and was certified as an academy instructor.
- April 1994 – August 1994: *Corrections Officer*

Education

2003 **Juris Doctor Degree**
Florida State University, Tallahassee, Florida

1993 **Bachelor of Arts Degree**
University of North Florida, Jacksonville, Florida

Bar Memberships

- Florida Bar – 2004
- United States District Court for the Middle District of Florida
- United States District Court for the Southern District of Florida
- United States Court of Appeals for the Eleventh Circuit
- United States Supreme Court

Appellate Cases

- *Fla. v. Nathaniel Ellis*, No. 2003-2637CT (Fla. 4th Cir. Ct. Dec. 7, 2005) (evidentiary issue regarding extending past recollection recorded hearsay exception to videotape recording of event)
- *Snodgrass v. Jacksonville Sheriff's Office*, 980 So. 2d 1184 (Fla. 1st DCA 2008) (LEOBOR litigation)
- *Williams v. Matthew Sirmons and James Mills*, 307 Fed. Appx. 354 (11th Cir. 2009), U.S. Supreme Court certiorari denied by *Sirmons v. Williams*, 130 S. Ct. 395 (U.S., 2009) (police officer qualified immunity)
- *James v. Jacksonville Sheriff's Office*, No. 2007-6247CA (Fla. 4th Cir. Ct. June 23 2009) (challenge to promotional exams in front of Civil Service Board for City of Jacksonville)
- *Narcisse v. Jacksonville Sheriff's Office*, No. 2009-8224CA (Fla. 4th Cir. Ct. March 22, 2010) (challenge to civil service board ruling sustaining termination of officer based on information gleaned from an illegal wiretap)
- *Fraternal Order of Police v. Sheriff John Rutherford*, 1D10-1173 (Fla. 1st DCA 2010) (challenge to agency policy allowing public attendance at officer involved shooting review board)
- *Joann Cooper v. John Rutherford, Ryan Black,* 2012 WL 3553409, (11th Cir. 2012) (police qualified immunity)
- *Runge v. Snow*, 514 F. App'x 891 (11th Cir. 2013) (police qualified immunity)
- *Williamson v. Board of Trustees, Jacksonville Police & Fire Pension Fund,* 2010-CA-008750 (Fla. 4th Cir. Ct. Jan. 14, 2014) (pension board denial of improper benefit application); *affirmed, Williamson v. Bd. of Trustees Jacksonville Police & Fire Pension Fund*, 151 So. 3d 1240 (Fla. 1st DCA 2014)
- *Brown v. Denton,* 152 So. 3d 8 (Fla. 1st DCA 2014) (Sunshine Act litigation)
- *Pena v. Bd. of Trustees of Pension Fund for Firefighters & Police Officers in City of Tampa,* 148 So. 3d 114 (Fla. 2d DCA 2014) (pension benefits litigation)

- *Ribaya v. Bd. of Trustees of City Pension Fund for Firefighters & Police Officers in City of Tampa,* 162 So. 3d 348 (Fla. 2d DCA 2015) (Sunshine Act litigation)

- *Bd. of Trustees of Jacksonville Police & Fire Pension Fund v. Lee*, 189 So. 3d 760 (Fla. 1st DCA 2016) (Public Records Act litigation)

- *Bd. of Trustees, Jacksonville Police & Fire Pension Fund v. Lee*, 189 So. 3d 120 (Fla. 2016) (Sunshine Act litigation)

- *Ambraz v. City of Tampa,* 229 So. 3d 1228 (Fla. 2d DCA 2017) (pension benefits litigation)

- *Fraternal Order of Police, Miami Lodge No. 20 v. City of Miami*, 233 So. 3d 1240 (Fla. 3d DCA 2017)

- *D'Agastino v. City of Miami*, 220 So. 3d 410 (Fla. 2017) (amicus brief on behalf of PBA on Miami FOP Lodge 20 challenge to civilian review board)

- *Fraternal Order of Police, Miami Lodge 20 v. City of Miami*, No. SC14-1639, 2018 WL 2252172 (Fla. 2018) (facial challenge to financial urgency statute)

- *City of Miami v. City of Miami Firefighters' & Police Officers' Ret. Tr. & Plan*, No. 3D18-86, 2018 WL 2708405 (Fla. 3d DCA 2018) (appellate litigation over injunctive relief on post financial urgency pension issues)

Financials

August 2018 - Dave Leonard

City of Port Orange
General Employees Defined Benefit Retirement Plan

2017/2018 Cost and Market Summary - as of AUGUST 31, 2018

Date	Cost Value Including Cash*	Market Value Including Cash*	Market value over Cost value
10/01/2017	$27,155,353.03	$33,027,203.12	$5,871,850.09
10/31/2017	27,134,351.09	33,474,357.19	6,340,006.10
11/30/2017	27,182,616.31	34,057,070.00	6,874,453.69
12/31/2017	27,233,774.70	34,254,890.99	7,021,116.29
01/31/2018	27,197,751.62	35,135,917.82	7,938,166.20
02/28/2018	27,166,086.64	34,129,643.73	6,963,557.09
03/31/2018	27,227,084.31	33,667,572.33	6,440,488.02
04/30/2018	27,352,431.00	33,669,553.29	6,317,122.29
05/31/2018	27,243,328.93	34,168,350.42	6,925,021.49
06/30/2018	27,286,772.65	34,185,322.05	6,898,549.40
07/31/2018	27,274,283.12	34,733,271.69	7,458,988.57
08/31/2018	27,163,621.47	35,432,910.02	8,269,288.55
09/30/2018			

Change in Market Value of Plan Assets (as of August 31, 2018):

Increase from 10/01/2017	$2,405,706.90	- annual
Increase from 8/01/2018	$699,638.33	- monthly

* Includes all accrued interest and dividends.

Cash Accounts - Per First State Trust

Balance as of August 1, 2018			**$654,929.95**
Receipts:			
City Contribution		$53,992.18	
Mandatory EE Contributions		23,406.93	
Voluntary EE Contributions		2,200.45	
Sale-Securities (Cost Value)		425,647.37	
Gain (Loss) Sale of Securities		7,686.60	
Dividends		17,750.58	
Interest & Mutual Fund Reinv.		47,233.70	
Other - Transfer to Principal & Class actions		0.00	
Total Receipts			$577,917.81
Disbursements:			
Securities Purchased - Equity (incl. Unit Trusts)		($69,676.68)	
Securities Purchased - US Govt. Oblig.		(42,525.00)	
Securities Purchased - Mortgage Backed Sec.		0.00	
Securities Purchased - Principal Real Estate Acct.		0.00	
Securities Purchased - Municipal/ Mutual Funds		$0.00	
Securities Purchased - Corp. & Foreign Bond		(62,070.45)	
Advance Payment of Retirement Benefits (for September) *- Page 3 lists monthly payment applicable to current month*		($203,646.55)	
Payments to other Participants		($55,925.32)	
Deborah Culpepper (Voluntary Ref)	2,261.51	- partial, additional expected.	
Dennis Gaines (Mandatory DB)	25,102.71		
Brock Thomas (Mandatory DB)	28,561.10		
Expenses		($5.00)	
Admin/Actuarial Fees	$0.00		
Investment/Monitor Fees	0.00		
Custodian Fees/ Commissions	5.00		
Legal Fees	0.00		
Misc - Insurance Premium	0.00		
Total Disbursements			(433,849.00)
Balance as of August 31, 2018			**$798,998.76**

See pg.4 for breakdown of cash holdings by account.

City of Port Orange
General Employees Defined Benefit Retirement Plan

Monthly Benefit Payments to Retired, Deceased and Disabled Participants - August, 2018

Barnes, Billy	$3,368.98	Koch, Michael	$3,530.36	Stuhr, Donald	1,249.53
Barnhart, Betty	3,758.64	Kosuta, Christopher	1,851.28	Sutton, Robert	$596.47
Beckman,Bruce	4,380.36	Kucera, Christopher	3,239.20	Taylor, Gerald	1,187.68
Bizub, Joseph	575.71	Kushmaul, Roger	456.29	Termini, Jimmy (MPP)	1,100.00
Blackey, William	492.27	Lavender, Robert	2,629.79	Thomas, Mitchell	2,621.57
Bliven, Thomas	1,184.26	Leftwich, Glenda	1,033.35	Towey, Richard	3,563.43
Bowey, Janet	169.24	Levine, Steven	2,579.16	Treon, Shirley	2,416.28
Breaks, Robert	708.87	Lockaby, Paul*	2,489.25	Troutman, Thomas	3,665.25
Cady, Anna	2,808.30	MacDuffie, Ray	625.21	Turner, Larry	1,463.71
Ceribelli, Betty	1,130.74	May, Roger (ben Randall M.)	775.98	Van Arsdale, Wayne	491.09
Chamberlain, Kathleen	803.75	McCurry, Dennis	2,517.57	Walker, Glenn	3,477.10
Conforti, James	611.91	McNulty, John	980.89	Walker, Russell	518.96
Cooper, Michael	1,453.46	Milholen, Ellen	3,050.53	Walsh, Thomas (MPP)	410.00
Culpepper, Debbie	2,281.32	Miller, Carmen	1,313.64	Wilson, Judith K.	2,506.31
Daly, James	518.86	Miller, Lee	505.28	Wilson, Stephen (bene)	157.09
Day, Robert	2,633.89	Monning, Linda (benef.)	1,445.22	Wolf, Kenneth	2,480.26
Dearborn, Dennis	1,409.73	Norris, Annie (benef.)	2,155.45	Wolf, Steven	2,679.15
DeSousa, Joaquin	2,602.18	Oddie, William	2,726.69	Yong, Lori	991.88
Dyer, Jeffrey	719.05	Palmer, Roberta	3,673.00	Zuber, Nancy	3,125.07
Ellis, Alberta	893.52	Parker, Kenneth	5,508.77	Zuber, Thomas	643.14
Findley, Cindy	423.80	Parker, Mary	2,449.66	Zurawski, Marceda	1,455.77
Foster, James	4,032.48	Parsons, Janice	3,909.02		
Franklin, James	3,805.31	Peace, Michael	3,140.90		
Fuhrman, Frank	3,320.02	Pike, Warren & DeAnn	3,721.69		
Geno, William	1,064.77	Potts, Wilford J.	1,040.28		
Glor, Chapman	3,094.42	Redfield, Rosemary	593.38		
Grabowski, Debbie	2,313.41	Riley, Paul	3,116.61		
Griffith, Fred	4,543.01	Roberts, Veronica	1,015.38		
Grimm, Sandra	1,428.58	Rorem, Steve	1,648.52		
Groom, Rebecca	2,457.09	Schulz, William (benef.)	739.04		
Groom, William	2,253.96	Sheffield, Henrica	2,288.10		
Gurnee, Stella	1,321.01	Shelley, John	4,595.68		
Hacker, Lea Ann	395.50	Sheridan, Linda	2,173.28		
Hammons, Elizabeth	1,596.60	Sheward, Thomas	2,202.38		
Hill, Daniel	2,219.23	Shroyer, Terry	1,203.68		
Hopkins-Peace, Krystal	1,586.62	Simmons, Thomas	2,507.28		
Huntt, Steven	2,793.36	Skeens, Sandra (benef.)	1,763.20		
Kelly, Shirley	3,469.66	Solana, Robert	2,884.50		
Kincaid, Kathyrn	1,377.13	Stefanick, Michael	56.07		
Klimek, Frank	1,802.47	Steinebach, Donna	4,907.78		

Total Payments
for Monthly Benefits: $203,646.55 ** New retiree this month.*

Total Refunds, retro pays: $55,925.32
- includes redeposit as negative

Total Benefit Payments for August: $259,571.87

Total in Pay Status: 101
(includes 2 MPP participant)

Cash Account Reconciliation - continued

Securities Sold - August 2018

	Gain and Loss Summary	Cost Value	Proceeds	Gain(Loss)
HCC	Bemis Inc. 1500 sh	57,220.29	77,376.79	20,156.50
BOST	None.			
Integrity	FHLMC Gold 6.5%, 11/36	2,570.08	2,264.39	(305.69)
	FHLMC Pool 7%, 10/38	222.06	183.90	(38.16)
	FG 3.5%, 8/26	952.65	904.59	(48.06)
	FNMA 4.0%, 11/44	3,332.25	3,084.97	(247.28)
	FNMA 4.5%, 8/30	734.46	674.59	(59.87)
	FNMA 3.5%, 8/25	1,998.91	1,889.38	(109.53)
	G2 3.0%, 11/26	747.04	716.69	(30.35)
	GNMA 5.0%, 7/39	5,208.36	4,650.97	(557.39)
	GNMA 4.5%, 10/24	1,086.87	1,002.88	(83.99)
	FNMA 5%, 12/39	7,450.07	6,946.45	(503.62)
	GNMA 6%, 06/41	2,303.31	2,076.81	(226.50)
	US Treasury 5.5%, 08/28	80,361.88	79,320.31	(1,041.57)
	Omnicom 3.65% 11/24 65,000 sh	66,902.55	63,591.45	(3,311.10)
	Sempra 3.25% 6/27 65,000 sh	64,834.90	60,800.35	(4,034.55)
	Stancorp 5% 8/22 35,000 sh	37,720.55	36,420.30	(1,300.25)
	WmX Tech 7.1% 8/26 55,000 sh	67,191.14	66,770.65	(420.49)
	Anthem 3.125% 5/22 25,000 sh	24,810.00	24,658.50	(151.50)
Mut FD.				
		0.00	0.00	0.00
	Total Sales for Month	$425,647.37	$433,333.97	$7,686.60
		MM sold for cash:	$566,331.37	
		Total Assets Disposed of: (per FS-Trust)	$999,665.34	

Cash Account Reconciliation - continued

Securities Purchased

See attached pages from the various First State Trust Reports.

Cash Account Recap

	beg. of month Aug. 1, 2018	end of month Aug. 31, 2018
Cash - Receipt/Disbursement Acct.	$45,104.79	$365,387.11
Cash - HCC Equity Acct.	180,631.97	(783.45)
- Cash due from/(to) Broker (HCC)	0.00	0.00
Cash - Boston Company Acct.	206,686.53	60,662.68
- Cash due from/(to) Broker (Bos.)	47,707.61	0.00
Cash - Mutual Fund Acct.	0.00	0.00
Cash - Integrity Fixed Acct.	174,799.05	373,732.42
- Cash due from/(to) Broker (Integ).	0.00	0.00
Total Cash	$654,929.95	$798,998.76

Asset Recap as of August 31, 2018

		Cost Value	*Market Value*
CASH	All accounts combined	$798,998.76	$798,998.76
BONDS	US Treasury Obligations	$698,530.16	$693,427.33
	US Government Obligations	1,636,266.28	1,591,698.99
	Corp. & Foreign Bonds	4,248,413.10	4,092,058.45
	Municipal Obligations	135,000.00	134,192.70
	Total Fixed Income (Integrity)	$6,718,209.54	$6,511,377.47
EQUITIES (Includes Exchange Traded Funds)		$10,924,174.94	$14,693,128.95
INT'L EQUITY MUTUAL FUNDS		$2,474,978.63	$3,704,476.99
REAL ESTATE TRUST ACCOUNT (Prin.)		$3,950,000.00	$5,522,274.71
FLORIDA MUNI. INVEST. TRUST		$2,000,000.00	$3,905,393.54
PREPAID RETIREMENT BENEFITS		$203,646.55	$203,646.55
TOTALS BEFORE ACCRUALS		$27,070,008.42	$35,339,296.97
	Accrued Dividends	28,797.21	28,797.21
	Accrued Interest	63,983.24	63,983.24
	Other Rec./Payable - Refunds	832.60	832.60
TOTAL Acct. VALUE as of Aug. 31, 2018		**$27,163,621.47**	**$35,432,910.02**
	Receipt/Disb Acct.	*$365,387.11*	*$365,387.11*
	HCC Account	*5,688,591.79*	*6,964,280.93*
	Boston Company	*5,324,849.47*	*7,818,114.34*
	Mutual Fund Account - Int.	*2,474,978.63*	*3,704,476.99*
	Principal Real Estate Acct.	*3,950,000.00*	*5,522,274.71*
	Prepaid benefits - First St.	*203,646.55*	*203,646.55*
	Florida Municipal Invst. Trust	*2,000,000.00*	*3,905,393.54*
	Other Rec./Payable - Refunds	*832.60*	*832.60*
	Integrity Financial Acct.	*7,155,335.32*	*6,948,503.25*
	Total Account Check	*$27,163,621.47*	*$35,432,910.02*

Cost and Market Value Reconciliation as of August 31, 2018

	Cost Value	*Market Value*
Values as of August 1, 2018	$27,274,283.12	$34,733,271.69
Contributions	79,599.56	79,599.56
Income Receipts	72,670.88	72,670.88
Change in Accruals	(3,355.22)	(3,355.22)
Benefit Payments	(259,571.87)	(259,571.87)
Admin. and Invest. Expenses	(5.00)	(5.00)
Unrealized Gain / (Loss)	0.00	810,299.98
Adjust to Balance	0.00	0.00
Values as of Aug. 31, 2018	**$27,163,621.47**	**$35,432,910.02**
Yield for the month (net of admin and invest. expenses)	0.25%	2.54%

City of Port Orange
General Employees Defined Benefit Retirement Plan

Monthly, Quarterly and Year-to-date Review of Investment Performance - 8/31/2018

	Fiscal Year	4th Quarter	Current Month
Start	10/01/2017	07/01/2018	
End	09/30/2018	09/30/2018	August-18
Market Value - Start	$33,027,203.12	34,185,322.05	$34,733,271.69
Contributions			
- City	676,328.36	108,954.11	53,992.18
- Mandatory 7.5%	295,388.11	47,234.20	23,406.93
- Voluntary EE	25,226.99	4,475.44	2,200.45
Other Income	3,344.22	0.00	0.00
Interest	257,361.13	62,059.27	47,233.70
Dividends	296,699.69	28,105.94	17,750.58
Realized Gains/(Losses)	1,046,734.94	104,194.02	7,686.60
Increase/(Decrease) in Unrealized Appreciation	2,447,888.72	1,370,739.15	810,299.98
Prior Accrued Interest	(61,836.70)	(80,130.36)	(96,135.67)
Current Accrued Interest	92,780.45	92,780.45	92,780.45
Payments to Participants	(2,478,163.78)	(460,729.17)	(259,571.87)
Administrative Expenses	(70,444.02)	(8,000.57)	0.00
Investment Expenses	(125,601.21)	(22,094.51)	(5.00)
Market Value - End	$35,432,910.02	$35,432,910.02	$35,432,910.02
Yield per 2i/(a+b-i)	12.0388%	4.5472%	2.5391%
i	*3,886,927.22*	*1,547,653.39*	*879,610.64*
2i	*7,773,854.44*	*3,095,306.78*	*1,759,221.28*
a+b-i	*64,573,185.92*	*68,070,578.68*	*69,286,571.07*
Contributions for period:	996,943.46	160,663.75	79,599.56
Bens/Exp. for period:	(2,674,209.01)	(490,824.25)	(259,576.87)
Net Cash Flow before income: (Vol. cons/ benefits included)	(1,677,265.55)	(330,160.50)	(179,977.31)

Schedule - 3.4
Changes In Investments

Investments Acquired	Brokerage	Cost Basis	
Northern Institutional Gov't Select The Amount Shown Is The Net Of Deposits For The Entire Period		53,976.15	
Total Investments Acquired			53,976.15

Schedule - 3.4
Changes In Investments

Investments Acquired	Brokerage	Cost Basis	
Northern Institutional Gov't Select The Amount Shown Is The Net Of Deposits For The Entire Period		17,677.33	
Disney Walt Co Purchased 600 Shares At 116.0878 Per Share Trade Date : 08/06/2018 Settlement Date : 08/08/2018 Broker: Merrill Lynch,Pierce,Fenner &	24.00	69,676.68	
Total Investments Acquired			87,354.01

Schedule - 3.4
Changes In Investments

Investments Acquired	Brokerage	Cost Basis	
Northern Institutional Gov't Select The Amount Shown Is The Net Of Deposits For The Entire Period		366,955.44	
Hubbell Inc 3.5000% 02/15/28 Purchased 65000 Par Value At 95.493 Trade Date : 08/13/2018 Settlement Date : 08/15/2018 Broker: Pershing	0.00	62,070.45	
U.S. Treasury Bonds 5.5 5.5000% 08/15/28 Purchased 35000 Par Value At 121.5 Trade Date : 08/01/2018 Settlement Date : 08/02/2018 Broker: Morgan Stanley & Co., Incorpor	0.00	42,525.00	
Total Investments Acquired			471,550.89

The Boston Company

Elizabeth H. McManus

STANDISH

Mellon Capital

THE BOSTON COMPANY
ASSET MANAGEMENT

US Large Cap Growth Equity

September 24, 2018

City of Port Orange General Employees Retirement

Standish, Mellon Capital and the Boston Company are brands of BNY Mellon Asset Management North America Corporation.

One-on-One Use Only

Presenter

Elizabeth McManus

Assistant Vice President, Field Relationship Manager

Elizabeth joined the firm in 2017 as a field relationship manager. She is responsible for supporting the wholesaling efforts of our subadvised clients and is also responsible for a portfolio of institutional clients. Before joining the firm, Elizabeth was an internal wholesaler at Eaton Vance. Elizabeth received her BA in international relations from Lehigh University.

Table of Contents

Firm Overview

ABOUT US

$549.8B
Assets Under Management

Over 500 Employees[1]

Clients in 45
Countries & Territories

Headquartered in
Boston
With offices in Pittsburgh, San Francisco, London[2], Singapore[2] and Hong Kong[2]

STRATEGIES

Standish	Mellon Capital	The Boston Company Asset Management
Active Fixed Income	**Index, Multi-Asset & Multi-Factor**	**Active Equity**
$137.0B	$363.4B	$49.4B

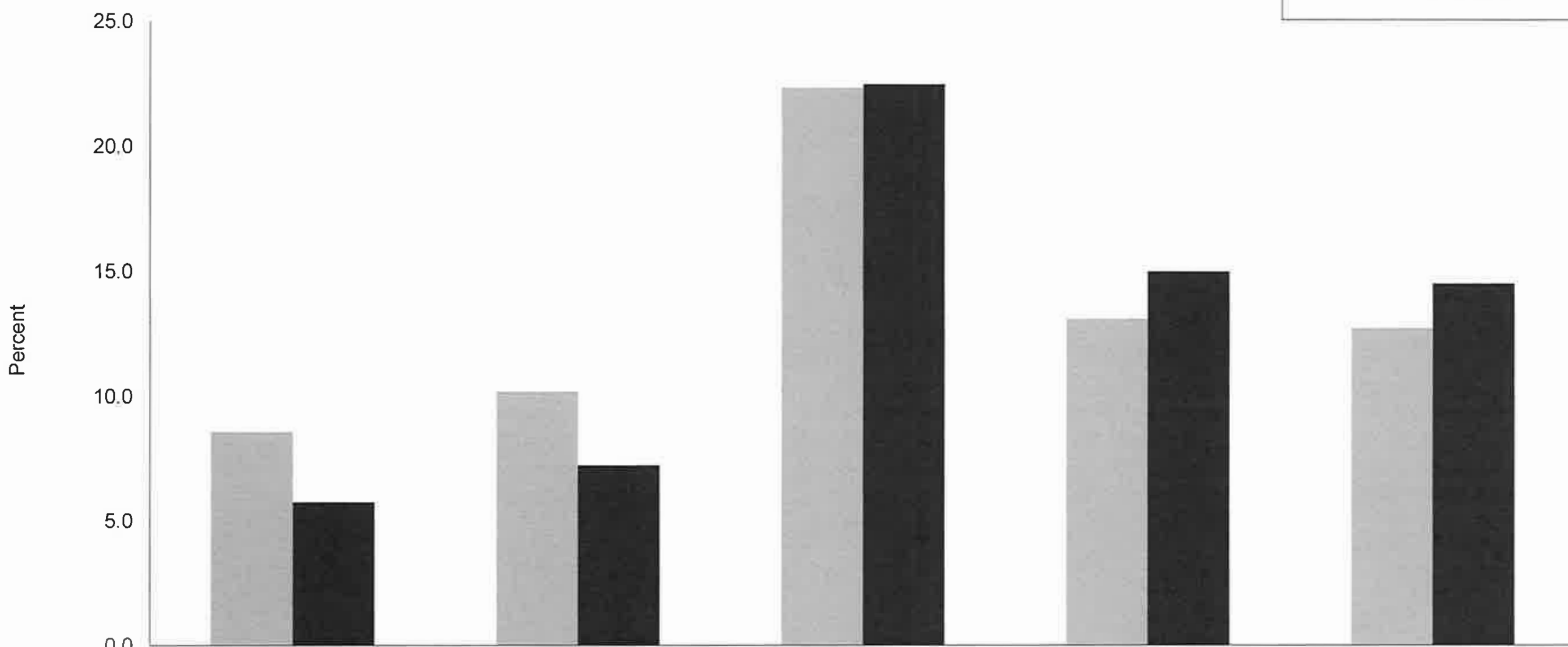
- Our investment strategies span a wide range of active and passive investment disciplines across the style, geography and capitalization spectrum.
- Our strategies are designed to meet growing client demand for more diversified, sophisticated investment solutions from a single provider.
- We proudly put clients' needs first. To do so, we believe in collaboration, consistent application of our investment process and innovation.

Standish, Mellon Capital and The Boston Company are brands of BNY Mellon Asset Management North America Corporation. Data as of June 30, 2018. Where applicable, AUM includes discretionary and non-discretionary assets and assets managed by investment personnel acting in their capacity as officers of affiliated entities. [1]Employee total includes employees of affiliated entities acting as dual officers and/or associated persons of BNY Mellon Asset Management North America. [2]Location of affiliated entities providing services. No investment strategy or risk management technique can guarantee returns or eliminate risk in any market environment. [22575]

Investment Performance – Port *Orange General Employees Review*

As of June 30, 2018

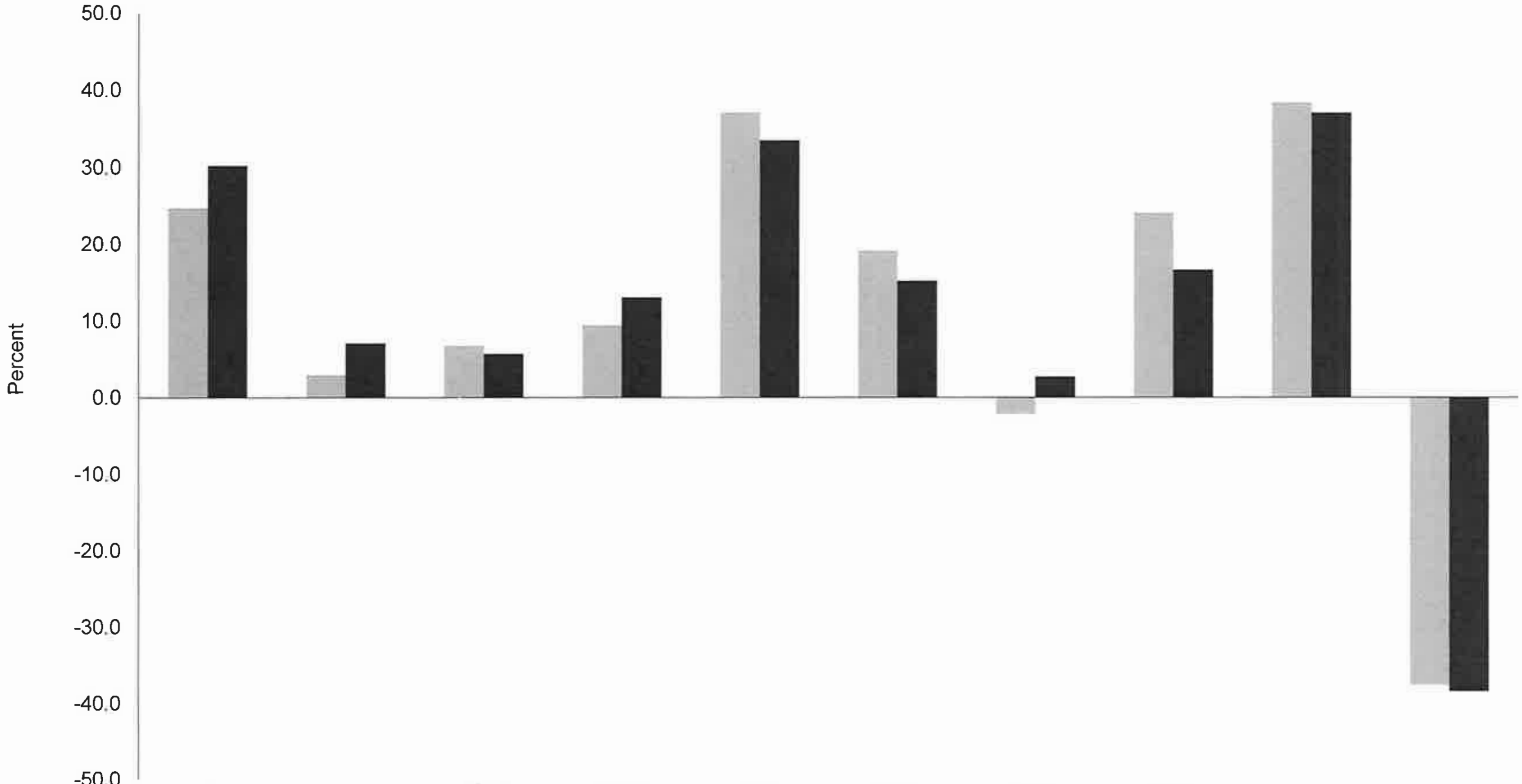
Portfolio Market Value:
$7,382,516



	Quarter	Year-to-Date	One Year	Three Years	Since Inception (10/30/14)
Total Portfolio	8.59	10.19	22.35	13.08	12.72
Russell 1000 Growth	5.76	7.25	22.51	14.98	14.50

PAST PERFORMANCE IS NOT NECESSARILY INDICATIVE OF FUTURE RESULTS. Client performance is gross of fees. Returns for periods greater than one year are annualized. The information shown above is supplemental to a fully compliant GIPS presentation that can be found at the end of this book along with other important disclosures.

Annual Composite Returns (%)



	2017	2016	2015	2014	2013	2012	2011	2010	2009	2008
US Large Cap Growth	24.72	2.91	6.74	9.40	37.15	19.16	-2.19	24.13	38.51	-37.63
Russell 1000 Growth	30.21	7.08	5.67	13.05	33.48	15.26	2.64	16.71	37.21	-38.44

PAST PERFORMANCE IS NOT NECESSARILY INDICATIVE OF FUTURE RESULTS. Performance presented for measurement periods prior to February 1, 2018 represents the portable performance results of a prior affiliated firm which have been linked to the on-going track record for this composite. Composite returns are gross of fees. The information shown above is supplemental to the GIPS compliant presentation that can be found at the end of this book along with other important disclosures.

Investment Team

Investment Professional	Industry Experience	Years at Firm*	Title	Coverage
Portfolio Management				
Elizabeth Slover BA, Union College	33	17	Senior Portfolio Manager, Head of Global Fundamental Equity Research	Portfolio Management & Risk Oversight
George C. Saffaye BBA, Baruch College, CUNY	28	18	Global Investment Strategist	Portfolio Strategy
Research Analysts: *Consumer*				
Brian Blongastainer, CFA, CMT BA, Bates College M.Ed, Cambridge College MBA, Babson College	14	7	Research Analyst	Advertising, Hotels/Gaming/Leisure
Frank J. Goguen, CFA BS, Boston College MBA, Bentley University	23	23	Senior Research Analyst	Autos
David M. Sealy BA, Brown University MBA, Columbia Business School	26	21	Senior Research Analyst	Beverages, Household Products, Durables, Food Products, Tobacco
Leigh N. Todd, CFA BS, Lehigh University	22	17	Senior Research Analyst	Retail, Restaurants
Research Analysts: *Financials & Interest Rate Sensitive*				
Connie F. DeBoever, CFA, CPA BS, Wharton School of the University of Pennsylvania	21	16	Senior Research Analyst	Consumer Finance, Insurance
Michael W. Holton BS, Washington and Lee University MBA, Stanford University	23	11	Senior Research Analyst	Banks, Capital Markets, Homebuilding

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Investment Team *continued*

Investment Professional	Industry Experience	Years at Firm*	Title	Coverage
Research Analysts: *Health Care*				
Matthew T. Jenkin BS, Tulane University MBA, NYU Stern School of Business	24	9	Senior Research Analyst	Health Care Products
Rick R. Rosania, CFA BA, Dartmouth College MSF, Boston College	23	19	Senior Research Analyst	Health Care Providers & Services
Research Analysts: *Natural Resources*				
Brock A. Campbell, CFA BA, Wheaton College	13	13	Senior Research Analyst	Utilities
Jason L. Gibson BS, United States Naval Academy MBA, Harvard University	11	11	Senior Research Analyst	Materials: Chemicals, Metals & Mining
Robin Wehbé, CFA, CMT BS, Lehigh University MBA & MSF, Boston College	19	12	Senior Research Analyst	Oil, Gas & Consumable Fuels, Energy Equipment & Services
Research Analysts: *Technology, Media, and Telecomm*				
Matthew D. Griffin, CFA BA, Duke University	27	12	Senior Research Analyst	Information Technology, Media, Telecomm, Semiconductors & Semi Equipment
Barry K. Mills, CFA BA, Hobart College	32	19	Senior Research Analyst	Information Technology: Hardware, Consumer Electronics
Erik A. Swords BS, Lehigh University	18	13	Senior Research Analyst	Information Technology: Software, IT Services
Research Analysts: *Industrials*				
Timothy J. McCormick, CFA BS, Niagara University MBA, SUNY Binghamton	35	20	Senior Research Analyst	Industrials
Monty A. Kori BS, Johns Hopkins University MBA, Northwestern University	16	1	Senior Research Analyst	Business Services, Information Services

*Includes tenure at The Bank of New York Mellon Corporation affiliates. CFA® and Chartered Financial Analyst® are registered trademarks owned by CFA Institute. Experience listed may include partial year periods. CMT® and Chartered Market Technician® are registered trademarks owned by Market Technicians Association.

Investment Philosophy

We believe that successful growth investing is best achieved through a process that optimizes information, ensures decision-making freedom, and requires accountability within a framework of oversight and risk management.

Diversified Approach	No single definition of growth across portfolio
Capital Distribution	Capital distributed by analyst opportunity set within benchmark
Selection Driven	Analysts are responsible for stock selection and weighting decisions within their area of coverage
Clear Accountability	Analysts understand what they are specifically responsible for
Risk Managed	Manage risk from an overall portfolio level

No investment strategy or risk management technique can guarantee returns or eliminate risk in any market environment.

Investment Process

Capital Distribution

- Distributed across industry specialists organized into sector groups
- Determined by benchmark weight

Selection Process

- Each industry specialist applies their specific investment process to their slice of the capital
  - » Sector/industry evaluation
  - » Company analysis
  - » Capital implementation

Portfolio Supervision

- Portfolio Manager implementation and oversight
- Risk managed through quantitative and qualitative measures
- Ensure adherence to purchase and sell discipline

No investment strategy or risk management technique can guarantee returns or eliminate risk in any market environment.

Investment Process: Stock Selection

Growth drivers can differ across sectors

Consumer	Financials	Health Care	Industrials	Natural Resources	Technology
Capital allocation	Interest rates & yield curve	Pipeline	Cycles – typically drive 80% of returns	Supply/demand cycle	End market health
Brand strength	Regulatory environment	Product market opportunities	Secular trends that can push cycle duration	Management quality	New product cycles
Cyclical & secular trends	Debt spreads	Health Care utilization	Identify dramatic changes intra-company that can drive growth	Asset valuation	Capital allocation
Structural factors	Capital market activity levels	Reimbursement dynamics	Capital deployment	Commodity sensitivity	Management quality
Demographics	GDP growth	Government funded stimulus/expansion		Asset resource quality	Valuation
Economic factors	Loan levels			Capital re-investment	Gaining market share
				Competitive technology	Margin improvement
					Supply/demand cycle

No investment strategy or risk management technique can guarantee returns or eliminate risk in any market environment.

Technology Alpha: Investment Process

Sector/Industry

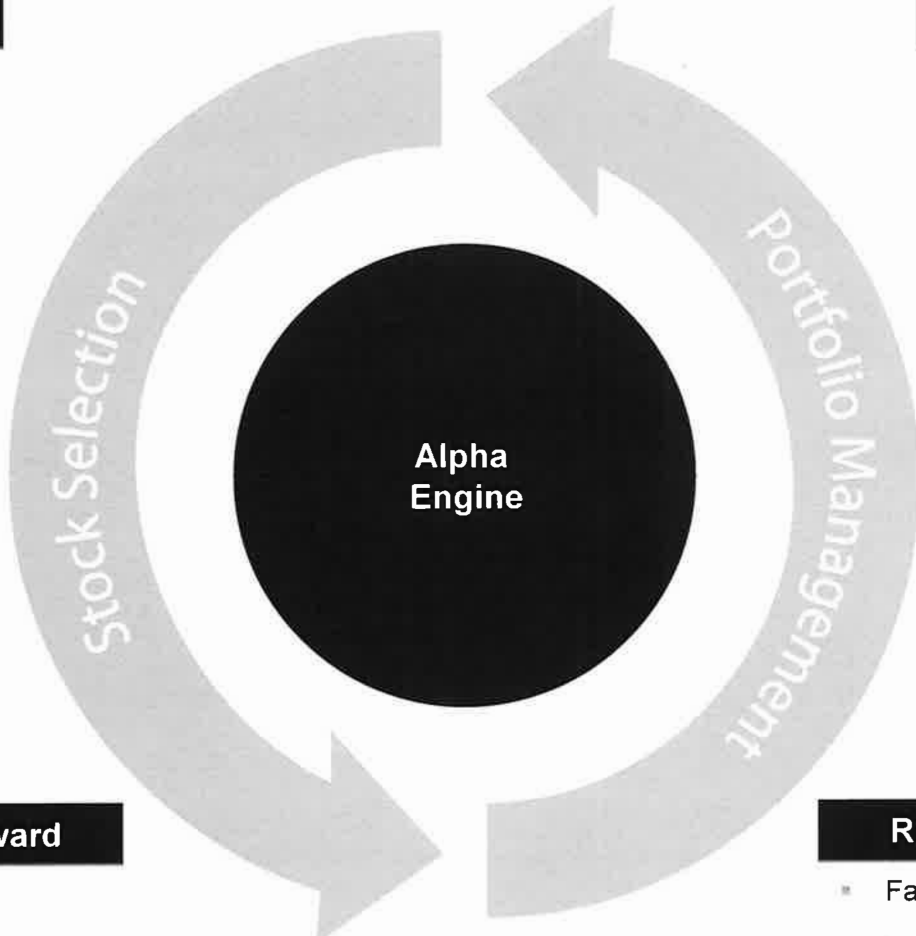
- Growth themes
- Cyclical themes
- Product cycles
- Winners/losers

Fundamental Research

- Management meetings
- Channel checks
- Supply chain coverage
- Financial modeling
- Potential earnings power

Stock Risk/Reward

- Valuation
- Upside/downside target
- Confidence interval



On-going Assessment

- Thematic changes
- Thesis violated
- Better ideas

Portfolio Construction

- Guideline adherence
- Min/max active weight
- Stock-specific risk

Risk Assessment

- Factor analysis
- Top down alignment
- Industry positioning

No investment strategy or risk management technique can guarantee returns or eliminate risk in any market environment.

Investment Process

Portfolio manager ensures portfolio disciplines

Purchase Discipline

- Growth orientation
- Review trade rationale
- Price target analysis
- Valuation case
- Level of conviction in investment thesis

Sell Discipline

- Stock has achieved its price target
- Stock has been downgraded to Hold or Sell
  - » Slowing or decelerating growth
  - » Alteration to original investment case
  - » Estimates excessive
  - » Erosion of fundamentals
- Stock has lagged industry peers by 20% or more over a period of 90 days
- Analyst has identified a more attractive investment opportunity

No investment strategy or risk management technique can guarantee returns or eliminate risk in any market environment.

Portfolio Construction

Sector Allocation	▪ Generally within ± 3 percentage points relative to the benchmark weight
Analyst Allocation	▪ Generally within ± 1% versus weight of analyst coverage in benchmark
Stock Selection	▪ All stocks recommended for inclusion must be rated "Buy"
Number of Companies	▪ Approximately 50-90 holdings
Market Capitalization	▪ Generally, minimum $2 billion market cap at time of purchase; portfolio capitalization monitored for large-cap orientation
Position Size	▪ Minimum position size normally 50 basis points at time of purchase ▪ Normally, no underweight positions in the portfolio ▪ Position must normally be an active overweight versus benchmark ▪ Maximum position size is the greater of 5% or 300 basis points above the index weight
Predicted Tracking Error*	▪ Generally 4-6%

*As per Northfield: Northfield Tracking Error measures the expected dispersion of the portfolio's return versus the benchmark. No investment strategy or risk management technique can guarantee returns or eliminate risk in any market environment.

Portfolio Structure

As of June 30, 2018

Five Largest Holdings (%)

Company	Sector	US LCG	R1000G
Amazon.com, Inc.	Consumer Discretionary	6.6	5.4
Apple Inc.	Information Technology	6.1	7.1
Facebook, Inc.	Information Technology	5.0	3.6
Microsoft Corporation	Information Technology	4.7	5.5
Alphabet Inc.	Information Technology	3.2	5.3

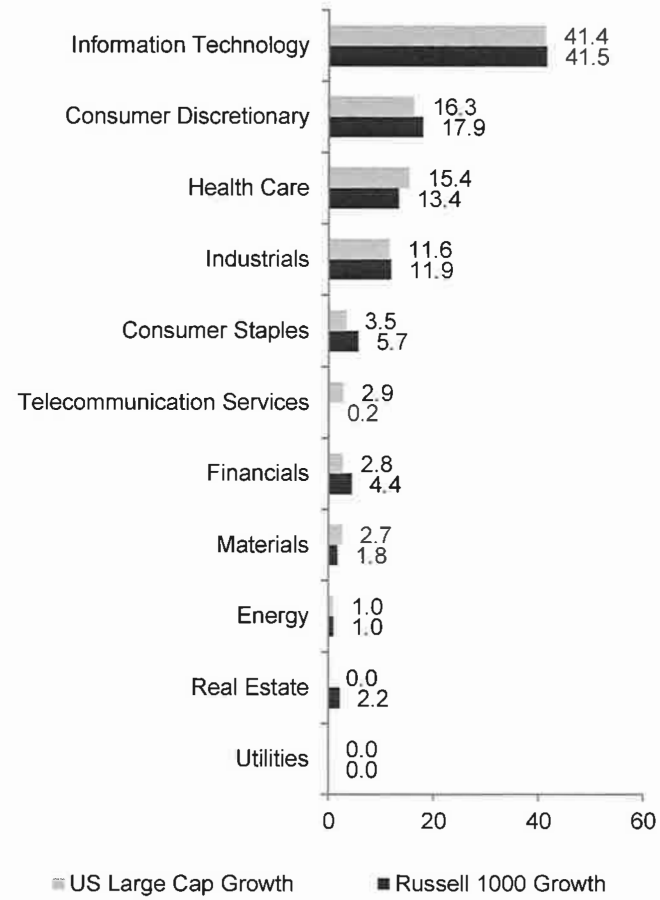
Five Largest Active Over/Underweights(%)

Company	Sector	US LCG	R1000G
Alphabet Inc.	Information Technology	3.2	5.3
Verizon Communications Inc.	Telecommunication Services	1.8	0.0
Broadcom Inc.	Information Technology	2.2	0.5
Becton, Dickinson and Company	Health Care	1.7	0.0
Boeing Company	Industrials	0.0	1.4

Characteristics

	US LCG	R1000G
Price/Earnings Ratio	22.9x	21.2x
Prices/Sales Ratio	3.1x	3.3x
LT Debt/Capital	38.2%	41.7%
IBES Long Term Growth Rate	19.9%	17.9%
Weighted Average Market Cap ($)	262.3B	275.6B

Sector Weights (%)



Largest Five Active Over/Under Weights represent the largest over/under weights shown relative to the Benchmark. Representative Institutional Account – Where applicable, excludes ETFs and futures. Cash not shown. There may be material differences between the representative account and other accounts managed with the same strategy. Because of these differences, the information based on the representative account should not necessarily be relied upon. It should not be assumed that securities identified were or will be profitable or that decisions we make in the future will be profitable. Certain securities may not remain in the portfolio at the time that you receive this report. No investment strategy or risk management technique can guarantee returns or eliminate risk in any market environment. The information shown above is supplemental to the GIPS presentation that can be found at the end of this book along with other important disclosures. Variation in totals due to rounding.

Why US Large Cap Growth Equity?

- Team of seasoned investment professionals with an average of over 15 years industry experience
- Disciplined investment process that we believe delivers consistent results
- Decisions are made by those closest to the information
- Stock selection drives portfolio returns – performance-focused
- Broad research platform provides a diversified stream of investments
- Portfolio construction rules allow us to manage unintended risk

No investment strategy or risk management technique can guarantee returns or eliminate risk in any market environment.

Portfolio Holdings (%)

As of June 30, 2018

Consumer Discretionary	**16.3**
Amazon.com, Inc.	6.6
Home Depot, Inc.	2.3
O'Reilly Automotive, Inc.	1.4
Las Vegas Sands Corp.	1.4
Wayfair, Inc. Class A	1.1
Tesla Inc	1.1
Aptiv PLC	0.9
PVH Corp.	0.8
Chipotle Mexican Grill, Inc.	0.7
Consumer Staples	**3.5**
PepsiCo, Inc.	1.3
Costco Wholesale Corporation	1.1
Kraft Heinz Company	0.6
Monster Beverage Corporation	0.5
Energy	**1.0**
Andeavor	1.0
Financials	**2.8**
Progressive Corporation	1.6
Ameriprise Financial, Inc.	1.2
Health Care	**15.4**
UnitedHealth Group Incorporated	2.9
Becton, Dickinson and Company	1.7
Boston Scientific Corporation	1.6
WellCare Health Plans, Inc.	1.3
Zoetis, Inc. Class A	1.3
IDEXX Laboratories, Inc.	1.2
ABIOMED, Inc.	1.1
Vertex Pharmaceuticals Inc.	1.0
Edwards Lifesciences Corporation	1.0
Neurocrine Biosciences, Inc.	0.9
Biogen Inc.	0.7
BioMarin Pharmaceutical Inc.	0.6
Industrials	**11.6**
Union Pacific Corporation	1.9
Honeywell International Inc.	1.8
Fortive Corp.	1.5
Raytheon Company	1.4
United Technologies Corporation	1.2
CoStar Group, Inc.	1.1
Cintas Corporation	1.0
PACCAR Inc	1.0
Quanta Services, Inc.	0.7
Information Technology	**41.4**
Apple Inc.	6.1
Facebook, Inc. Class A	5.0
Microsoft Corporation	4.7
Alphabet Inc. Class C	3.2
Visa Inc. Class A	2.4
Broadcom Inc.	2.2
NVIDIA Corporation	2.0
International Business Machines	1.9
salesforce.com, inc.	1.7
PayPal Holdings Inc	1.7
Activision Blizzard, Inc.	1.5
Texas Instruments Incorporated	1.4
Palo Alto Networks, Inc.	1.1
ServiceNow, Inc.	1.1
FleetCor Technologies, Inc.	1.0
Square, Inc. Class A	0.9
Fortinet, Inc.	0.8
Teradata Corporation	0.8
Splunk Inc.	0.7
Twilio, Inc. Class A	0.7
HubSpot, Inc.	0.6
Materials	**2.7**
Praxair, Inc.	1.7
Freeport-McMoRan, Inc.	1.0
Telecommunication Services	**2.9**
Verizon Communications Inc.	1.8
T-Mobile US, Inc.	1.1

Representative Institutional Account – Where applicable, excludes ETFs and futures. Cash not shown. There may be material differences between the representative account and other accounts managed with the same strategy. Because of these differences, the information based on the representative account should not necessarily be relied upon. It should not be assumed that securities identified were or will be profitable or that decisions we make in the future will be profitable. Certain securities may not remain in the portfolio at the time that you receive this report. No investment strategy or risk management technique can guarantee returns or eliminate risk in any market environment. The information shown above is supplemental to the GIPS presentation that can be found at the end of this book along with other important disclosures. Variation in totals due to rounding.

US Large Cap Growth Equity: Disclosure

Period	Gross-of-Fees Return	Net-of-Fees Return	Benchmark Return	3 Yr. Annualized Standard Deviation Composite	3 Yr. Annualized Standard Deviation Benchmark	Number of Portfolios	Internal Dispersion	Total Composite Assets (USD Million)	Total Firm Assets (USD Million)
2008	-37.63%	-38.08%	-38.44%	16.00%	16.40%	1	N/M	$127	$26,213
2009	38.51%	37.57%	37.21%	18.85%	19.73%	6	N/M	$954	$34,783
2010	24.13%	23.35%	16.71%	21.60%	22.11%	6	0.22%	$1,115	$39,438
2011	-2.19%	-2.82%	2.64%	18.39%	17.76%	11	N/M	$2,916	$37,484
2012	19.16%	18.40%	15.26%	17.03%	15.66%	14	0.25%	$3,909	$41,344
2013	37.15%	36.28%	33.48%	13.83%	12.18%	22	0.29%	$6,431	$47,589
2014	9.40%	8.70%	13.05%	10.51%	9.59%	28	0.13%	$7,121	$48,461
2015	6.74%	6.06%	5.67%	11.33%	10.70%	28	0.46%	$5,868	$36,610
2016	2.91%	2.24%	7.08%	11.36%	11.15%	29	0.21%	$5,825	$38,096
2017	24.72%	24.04%	30.21%	10.64%	10.54%	26	0.13%	$5,754	$43,644

Compliance Statement

BNY Mellon Asset Management North America Corporation (BNY Mellon AMNA) claims compliance with the Global Investment Performance Standards (GIPS®) and has prepared and presented this report in compliance with the GIPS standards. BNY Mellon AMNA has been independently verified for the years 2007 - 2016.

Verification assesses whether (1) the firm has complied with all the composite construction requirements of the GIPS standards on a firm-wide basis and (2) the firm's policies and procedures are designed to calculate and present performance in compliance with the GIPS standards. Verification does not ensure the accuracy of any specific composite presentation. The US Large Cap Growth Equity composite has been examined for the years 2008 - 2016. The verification and performance examination reports are available upon request. The 3-year annualized standard deviation calculations may include prior period returns not covered by a performance examination.

Definition of the Firm

BNY Mellon Asset Management North America Corporation ("BNY Mellon AMNA") is a registered investment advisor and subsidiary of The Bank of New York Mellon Corporation ("BNY Mellon"). The Firm also includes assets managed by BNY Mellon AMNA personnel acting as dual officers of affiliated companies. Prior to February 1, 2018, the firm was defined as Mellon Capital Management Corporation ("Mellon Capital") a subsidiary of The Bank of New York Mellon Corporation ("BNY Mellon"). The Firm was redefined on February 1, 2018 following a merger with affiliated firms The Boston Company Asset Management, LLC ("TBCAM") and Standish Mellon Asset Management Company LLC ("Standish") which were also registered investment advisors and subsidiaries of BNY Mellon.

Firm Assets

Firm Assets presented through December 31, 2017 represent the Firm Assets of the BNY Mellon AMNA prior affiliated firm TBCAM which merged with Standish and MCM to form BNY Mellon AMNA on February 1, 2018.

Composite Description

The US Large Cap Growth Equity Composite creation date is July 1, 2005. The Composite is composed of all fee-paying, discretionary accounts managed by BNY Mellon AMNA in this investment style. The US Large Cap Growth Equity Composite represents an equity strategy that primarily invests in U.S.-based companies with long-term growth prospects consistent

N/M = not meaningful

US Large Cap Growth Equity: Disclosure

continued

with preservation of capital. The strategy may invest up to 25% of its total assets in non-U.S. companies. The use of derivatives is permitted.

Portfolios join the Composite the first full calendar month under management. Prior to November 1, 2015, portfolios that came under management on the twenty-first day of the month or earlier joined the Composite the following month; portfolios that came under management after the twenty-first day of the month joined the Composite after one full calendar month under management. Terminated portfolios remain in the historical record through the last full calendar month under management.

Returns include realized and unrealized gains and losses plus accrued income. The performance of the Composite is based in U.S. dollars. Policies for valuing portfolios, calculating performance, and preparing compliant presentations are available upon request.

The Composite does not include the performance of accounts with investment restrictions that significantly hinder BNY Mellon AMNA from fully implementing its intended strategy. A complete list of composite descriptions is available upon request.

Benchmark

The Composite's benchmark is the Russell 1000 Growth Index. The benchmark is used for comparative purposes only and is not covered by the Report of Independent Accountants. The Russell 1000 Growth Index measures the performance of the large-cap growth segment of the U.S. equity market.

Performance Portability

Performance is presented to show the performance of all fee-paying portfolios with substantially similar investment objectives, policies and strategies, which were managed at a prior firm affiliated with BNY Mellon AMNA until February 1, 2018. Performance results from the prior affiliated firm were linked on February 1, 2018 to the results achieved at BNY Mellon AMNA in compliance with the GIPS Guidance Statement on Performance Record Portability.

Risk Measures

The internal dispersion of annual returns is measured by the standard deviation of asset-weighted returns of portfolios that participated in the Composite for the full year. A standard deviation is not presented for periods with fewer than six portfolios participating for the full year. The 3-year annualized standard deviation is calculated using 36 one-month composite and benchmark returns.

Minimum Account Size To Be Included In Composite

To be included in the Composite, portfolios must meet the minimum account size requirement of $1 million.

Cash Flow Policy

Effective November 1, 2015, any portfolio that experiences a client-initiated cash flow (on a net daily basis) that is 30% or more of the portfolio's prior day ending market value is removed temporarily from the Composite for that month and the portfolio is readmitted the next month. From May 1, 2009 through October 31, 2015, any portfolio that experienced a client-initiated cash flow (on a net daily basis) that was 30% or more of the portfolio's beginning-of-month market value was removed temporarily from the Composite.

Fee Schedule

Except where noted, performance is stated gross of management fees. Effective January 1, 2010, net performance is calculated by subtracting the highest current management fee for the strategy from the gross performance, on a monthly basis. The current standard fee schedule for the US Large Cap Growth Equity strategy is as follows:

55 Basis Points on the first $25 million
45 Basis Points on the next $25 million
35 Basis Points on the next $50 million
25 Basis Points thereafter

Other Information

(*The following information is not covered by the Report of Independent Accountants.*)

BNY Mellon Investment Management is one of the world's leading investment management organizations and one of the top U.S. wealth managers, encompassing BNY Mellon's affiliated investment management firms, wealth management organization and global distribution companies. BNY Mellon is the corporate brand of The Bank of New York Mellon Corporation and may also be used as a generic term to reference the Corporation as a whole or its various subsidiaries generally. To derive Ten Largest Holdings, Characteristics, Economic Sector Weightings, Country Weightings and Portfolio Holdings for presentation purposes, the portfolio manager has identified a representative institutional account to be

US Large Cap Growth Equity: Disclosure

continued

used as a proxy for the strategy. This portfolio data should not be relied upon as a complete listing of the Account's holdings (or of an Account's top holdings) as information on particular holdings may be withheld if it is in the Account's best interest to do so. Portfolio holdings and allocations are subject to change without notice and may not represent current or future portfolio composition. The Account data is "as of" the date indicated. The information provided in this document should not be considered a recommendation to purchase or sell any particular security. There is no assurance that any securities discussed herein will remain in an account's portfolio at the time you receive this report or that securities sold have not been repurchased. The securities discussed do not represent an account's entire portfolio and in the aggregate may represent only a small percentage of an account's portfolio holdings. It should not be assumed that any of the securities transactions or holdings discussed were or will prove to be profitable, or that the investment recommendations or decisions we make in the future will be profitable or will equal the investment performance of the securities discussed herein.

Investments made by BNY Mellon AMNA for the portfolios it manages may differ significantly in terms of security holdings, industry weightings and asset allocation from those of the benchmark. Accordingly, investment results and volatility of the portfolios may differ from those of the benchmark. Also, unlike the portfolios, the indices noted in this presentation are unmanaged, are not available for direct investment, and are not subject to management fees, transaction costs or other types of expenses that the portfolios may incur. Because of these differences, investors should carefully consider these limitations when evaluating the performance in comparison to benchmark data as provided herein. The impact of fees on performance can be significant.

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New Business

Resignation from Chairperson Linda Johnson

From: Linda Johnson <ldill.johnson@gmail.com>
Date: 9/16/18 7:18 AM (GMT-05:00)
To: pete@benefits-usa.org
Subject: Port Orange General Employees Defined Benefit Pension Plan

To Benefits USA, Administrator and Trustees of the Port Orange General Employees Defined Benefit Pension Plan:

By this Email, I submit my resignation from the Board of Trustees.

Thank you for the opportunity to work with all of you and to represent the employee-participants in the Plan.

Respectfully,

Linda D. Johnson

Consent Agenda

WARRANT NO. 138-18

For payment from the CITY OF PORT ORANGE GENERAL EMPLOYEES' DEFINED BENEFIT PLAN

TO: FIRST STATE TRUST COMPANY
A/C # 70002129

You are hereby authorized by the Board of Trustees of the City of Port Orange General Employees' Defined Benefit Plan to pay the amounts listed below for services rendered to the said Board of Trustees, and to pay the persons named below, hereby certified by the Board of Trustees:

NAME & ADDRESS	AMOUNT
Benefits USA, Inc. (Admin Fees 8&9/2018; INV #POG108a)	$ 5,000.00
The Boston Company (4th, 17 and 1&2Qtr. 2018 Mgmt. Fees; INV #95618)	$29,049.68
James Loper (STMT #44 dated 08/31/18)	$ 825.00
FPPTA (Regis. Fee for Lynn Hadley)	$ 600.00

Approved by the following members of the Board of Trustees this 24th day of September, 2018

Trustee

Trustee

BENEFITS USA, INC.
3810 Inverrary Blvd., Ste. 303
Lauderhill, FL 33319
(800)452-2454 / (954)730-2068

INVOICE

INVOICE NO.: POG108a

Bill To:

CITY OF PORT ORANGE
GENERAL EMPLOYEES'
DEFINED BENEFIT PLAN

Date	Hours	Description	Unit Pr	Total
August 2018		Monthly Flat Fee		$ 2,500.00
September 2018		Monthly Flat Fee		$ 2,500.00

Fees	$ 5,000.00
Reimb.	$
Bal Due	**$ 5,000.00**

THE BOSTON COMPANY

ASSET MANAGEMENT, LLC

A BNY Mellon Company℠

01/23/2018
Invoice 90061

Mei Fang
Benefits USA, Inc.
3810 Inverrary Blvd., Suite 303
Lauderhill, FL 33319

CITY OF PORT ORANGE GENERAL EMPLOYEES RETIREMENT PLAN

This fee is calculated in accordance with terms set forth in the contract between The Boston Company Asset Management, LLC and Client.

Billing Period	**10/01/2017 - 12/31/2017**
Account Name	**Amount due**
CITY OF PORT ORANGE GENERAL EMPLOYEES RETIREMENT PLAN	$ 10,245.16
Total:	**$ 10,245.16**
Total Due for Current Period:	**$ 10,245.16**

The following is a statement of transactions pertaining to your account(s).

For any questions pertaining to this bill, please contact the Billing Department at (617) 382-8210 or email us at Billing@bnymellon.com. Thank you.

Remittance Slip

Invoice Number:	90061	**Billing Period:**	10/01/2017 - 12/31/2017
Invoice Date:	01/23/2018	**Account Number:**	BOS1543

Amount Due: **$ 10,245.16**

Please Wire Transfer To:

BNY Mellon, N.A.
ABA # 011-00-1234
SWIFT IRVTUS3N
Further Credit to:
The Boston Company Asset Management, LLC
A/C #: 000010-4388

Please reference invoice number in wire transmission

Make Check Payable To:

The Boston Company Asset Management LLC
Box 81249
Woburn, MA 01813-1249

Invoice 90061

CITY OF PORT ORANGE GENERAL
EMPLOYEES RETIREMENT PLAN

Billing Detail

Billing period:
10/01/2017 - 12/31/2017

Invoice date:
01/23/2018

CITY OF PORT ORANGE GENERAL EMPLOYEES RETIREMENT PLAN - BOS1543

US Large Cap Growth Equity SM

Management fee

Activity	**Date**	**Basis in USD**
Market value	12/31/2017	8,196,129.17
Total Basis:		**$ 8,196,129.17**

Annual Fee Calculation in USD (adjusted by: 90 / 360)

	Fee Schedule Tiers	Annual (%)	Applied Assets	Annual Fee	Periodic Fee
	0.00 and above	0.500000	8,196,129.17	40,980.65	10,245.16
Totals:			**$ 8,196,129.17**	**$ 40,980.65**	**$ 10,245.16**

Billing Summary	
Management fee	$ 10,245.16
Total Current Charges:	**$ 10,245.16**

THE BOSTON COMPANY
ASSET MANAGEMENT
BNY MELLON AMNA

04/27/2018
Invoice 92856

Mei Fang
Benefits USA, Inc.
3810 Inverrary Blvd., Suite 303
Lauderhill, FL 33319

CITY OF PORT ORANGE GENERAL EMPLOYEES RETIREMENT PLAN

This fee is calculated in accordance with terms set forth in the agreement between the Manager and Client.

Billing Period	**01/01/2018 - 03/31/2018**
Account Name	**Amount due**
CITY OF PORT ORANGE GENERAL EMPLOYEES RETIREMENT PLAN	$ 9,470.25
Total:	**$ 9,470.25**
Total Due for Current Period:	**$ 9,470.25**

The following is a statement of transactions pertaining to your account(s).

For any questions pertaining to this bill, please contact the Billing Department at (617) 382-8210 or email us at Billing@bnymellon.com. Thank you.

Detail Regarding Past Due Charges/(Credit)	
CITY OF PORT ORANGE GENERAL EMPLOYEES RETIREMENT PLAN, Invoice 90061 for 10/01/2017 - 12/31/2017:	$ 10,245.16
Total Past Due Charges/(Credit):	**$ 10,245.16**
Grand Total Due:	**$ 19,715.41**

Remittance Slip

Invoice Number:	92856	**Billing Period:**	01/01/2018 - 03/31/2018
Invoice Date:	04/27/2018	**Account Number:**	BOS1543

Amount Due: **$ 19,715.41**

Please Wire Transfer To:

BNY Mellon, N.A.
ABA # 011-00-1234
SWIFT IRVTUS3N
Further Credit to:
The Boston Company Asset Management, LLC
A/C #: 000010-4388

Please reference invoice number in wire transmission

Make Check Payable To:

The Boston Company Asset Management LLC
Box 81249
Woburn, MA 01813-1249

Invoice 92856

CITY OF PORT ORANGE GENERAL
EMPLOYEES RETIREMENT PLAN

Billing Detail

Billing period:
01/01/2018 - 03/31/2018

Invoice date:
04/27/2018

CITY OF PORT ORANGE GENERAL EMPLOYEES RETIREMENT PLAN - BOS1543

US Large Cap Growth Equity SM

Management fee

Activity	Date	Basis in USD
Market value	03/31/2018	7,492,859.62
Total Basis:		**$ 7,492,859.62**

Annual Fee Calculation in USD (adjusted by: 90 / 360)

	Fee Schedule Tiers		Annual (%)	Applied Assets	Annual Fee	Periodic Fee
	0.00	and above	0.500000	7,492,859.62	37,464.30	9,366.08
Totals:				**$ 7,492,859.62**	**$ 37,464.30**	**$ 9,366.08**

Quarterly Net Fee Calculation in USD

	Quarterly Net Fee
Contractual fee:	9,366.08
Withdrawal adj (01/10/2018) $ 750,000.00 prorated by 10 / 360:	104.17
Net Fee:	**$ 9,470.25**

Transaction Fee Calculation

Activity			Date	Amount	Fee
Withdrawal			01/10/2018	$ 750,000.00	
	0.00	and above	0.500000	750,000.00	3,750.00
				$ 750,000.00	$ 3,750.00
				Prorated by 10 / 360:	**$ 104.17**

Net Transaction Fee: **$ 104.17**

Billing Summary	
Management fee	$ 9,470.25
Total Current Charges:	**$ 9,470.25**

THE BOSTON COMPANY

ASSET MANAGEMENT

BNY MELLON AMNA

07/30/2018
Invoice 95618

Mei Fang
Benefits USA, Inc.
3810 Inverrary Blvd., Suite 303
Lauderhill, FL 33319

CITY OF PORT ORANGE GENERAL EMPLOYEES RETIREMENT PLAN

This fee is calculated in accordance with terms set forth in the agreement between the Manager and Client.

Billing Period	**04/01/2018 - 06/30/2018**
Account Name	**Amount due**
CITY OF PORT ORANGE GENERAL EMPLOYEES RETIREMENT PLAN	$ 9,334.27
Total:	**$ 9,334.27**
Total Due for Current Period:	**$ 9,334.27**

The following is a statement of transactions pertaining to your account(s).

For any questions pertaining to this bill, please contact the Billing Department at (617) 382-8210 or email us at Billing@bnymellon.com. Thank you.

Detail Regarding Past Due Charges/(Credit)	
CITY OF PORT ORANGE GENERAL EMPLOYEES RETIREMENT PLAN, Invoice 92856 for 01/01/2018 - 03/31/2018:	$ 9,470.25
CITY OF PORT ORANGE GENERAL EMPLOYEES RETIREMENT PLAN, Invoice 90061 for 10/01/2017 - 12/31/2017:	$ 10,245.16
Total Past Due Charges/(Credit):	**$ 19,715.41**
Grand Total Due:	**$ 29,049.68**

Remittance Slip

Invoice Number:	**95618**	**Billing Period:**	**04/01/2018 - 06/30/2018**
Invoice Date:	**07/30/2018**	**Account Number:**	**BOS1543**

Amount Due: **$ 29,049.68**

Please Wire Transfer To:

BNY Mellon, N.A.
ABA # 011-00-1234
SWIFT IRVTUS3N
Further Credit to:
The Boston Company Asset Management, LLC
A/C #: 000010-4388

Please reference invoice number in wire transmission

Make Check Payable To:

The Boston Company Asset Management LLC
Box 81249
Woburn, MA 01813-1249

Invoice 95618

CITY OF PORT ORANGE GENERAL
EMPLOYEES RETIREMENT PLAN

Billing Detail

Billing period:
04/01/2018 - 06/30/2018

Invoice date:
07/30/2018

CITY OF PORT ORANGE GENERAL EMPLOYEES RETIREMENT PLAN - BOS1543

US Large Cap Growth Equity SM

Management fee

Activity	Date	Basis in USD
Market value	06/30/2018	7,382,796.42
Total Basis:		**$ 7,382,796.42**

Annual Fee Calculation in USD (adjusted by: 90 / 360)

Fee Schedule Tiers		Annual (%)	Applied Assets	Annual Fee	Periodic Fee
0.00	and above	0.500000	7,382,796.42	36,913.98	9,228.50
Totals:			**$ 7,382,796.42**	**$ 36,913.98**	**$ 9,228.50**

Quarterly Net Fee Calculation in USD

	Quarterly Net Fee
Contractual fee:	9,228.50
Withdrawal adj (04/11/2018) $ 700,000.00 prorated by 11 / 91 * 90 / 360:	105.77
Net Fee:	**$ 9,334.27**

Transaction Fee Calculation

Activity		Date	Amount	Fee
Withdrawal		04/11/2018	$ 700,000.00	
0.00	and above	0.500000	700,000.00	3,500.00
			$ 700,000.00	$ 3,500.00
		Prorated by 11 / 91 * 90 / 360:		**$ 105.77**

Net Transaction Fee: **$ 105.77**

Billing Summary	
Management fee	$ 9,334.27
Total Current Charges:	**$ 9,334.27**

JAMES B. LOPER
ATTORNEY at LAW
14502 N. DALE MABRY HWY., SUITE 200
TAMPA, FLORIDA 33618
jloper@loperlaw.com
Phone: 813-964-0577
Fax: 813-964-8867

City of Port Orange Gen Employees Retirement Plan
1000 City Center Circle
Port Orange FL 32129

08/31/2018
ACCOUNT NO: 836-000M
STATEMENT NO: 44

ATTN: Pete Prior

Pension

		PREVIOUS BALANCE		$325.00
			HOURS	
07/25/2018	JBL	Reviewing e-mail from client re: pension changes agreed to in the cba; reply e-mail.	3.30	
		FOR CURRENT SERVICES RENDERED	3.30	825.00
		TOTAL CURRENT WORK		825.00
08/03/2018		FEE PAYMENT. THANK YOU. Check #63336		-325.00
		BALANCE DUE		$825.00

Registrations

Registrant

Price

Hadley, Lynn
$600.00

Total

600.00

Please print this page for your records. If you have selected Check To Follow please include this confirmation with your payment.
Payments should be made and mailed to:
Florida Public Pension Trustees Association, 2946 Wellington Circle East, Tallahassee, Fl 32309

Order Status: Pending....If you have sent a check it will be logged. If you need to send a check please print page and remit payment to FPPTA.

Stay Connected

2946 Wellington Circle East
Tallahassee, Fl 32309
USA

Toll Free: 800.842.4064
Direct: 850.668.8552
Fax: 850.668.8514

Memberships

Associate
Individual
Pension Board

Our Annual Events

Winter Trustee School
Fall Trustee School
Annual Conference
Wall Street Program
