AGENDA

General Employee Retirement Committee Quarterly Meeting
City of Port Orange – City Hall
1000 City Center Circle, 2nd Floor Training Room
Monday, December 17, 2018 @ 2:00 p.m.

I. Call to Order:

Vice-Chair Peter Ferreira
Council Member Scott Stiltner
Lynn Hadley
Lori Bockelman
City Manager Michael H. (Jake) Johansson
Kynah Cockcroft
Cynthia Rivera

Election of Chairperson

II. Approval of Minutes:

a. October 22, 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. RFP for POG Legal Services

V. Financials:

a. October & November 2018 – Dave Leonard
b. Highland Capital – Grant McMurray
c. Southeastern Advisory – Jeff Swanson

VI. New Business:

VII. Consent Agenda:

For Approval:

Warrant #140

Benefits USA, Inc. (Admin Fees 11&12/2018; INV #POG110)	$ 5,000.00
The Boston Company (3rd Qtr. 2018 Mgmt. Fees; INV #97416)	$ 9,869.21
James Loper (STMT #45 dated 11/30/18)	$ 125.00
FPPTA (2019 Membership Renewal)	$ 600.00

VIII. Distributions:

Mandatory Plan

Edward Curry (for Ratification)	Total Withdrawal	$8,320.56

IX. Reports:

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

X. Next Meeting Date:

a. January 28, 2019 – Regular Meeting
b. Updated 2019 Meeting Schedules

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.

October 22, 2018 – Regular Meeting

Minutes

CITY OF PORT ORANGE GENERAL EMPLOYEES RETIREMENT PLAN
QUARTERLY MEETING MINUTES
October 22, 2018

ROLL CALL:

The meeting of the City of Port Orange General Employees Retirement Plan was called to order by Vice Chair Peter Ferreira at 2:00 p.m. on October 22, 2018 in the 2nd Floor Training Room, City Hall 1000 City Center Circle, Port Orange, FL.

TRUSTEES PRESENT:

Vice Chairman Peter Ferreira, Kynah Cockcroft, Jake Johansson and Tracy Riehm

ABSENT AND EXCUSED:

Scott Stiltner and Lynn Hadley

OTHERS PRESENT:

Pete Prior of Benefits USA, Inc.; and Heather Carrizales of HR

APPROVAL OF MINUTES

September 24, 2018 – Quarterly Meeting

Vice Chairman Peter Ferreira asked the Members if there were any issues with the minutes of September 24, 2018; any corrections, additions, or deletions. Hearing and seeing none. Member Johansson moved to approve the minutes as presented. Member Riehm seconded the motion and the motion passed.

PARTICIPANT/PUBLIC PARTICIPATION:

Ms. Heather Carrizales of HR wanted to verify with the Board whether the City HR department or Benefits USA is responsible for the New Trustee election. Ms. Carrizales reported that the Election Procedures was a recurring item on the Agenda for several meetings last year. Upon reviewing the section of the ordinance (Sec-54-52, Item B) regarding the election; the Board ultimately made the decision at the 9/27/2017 Pension Board meeting that the City would administer and establish the nominating and election procedures. But the City HR department never did elections for Police and Fire Pension Fund. After further discussion, Member Johansson said that City HR department would administer and establish the nominating and election procedures now until the ordinance is changed. Mr. Prior said that Benefits USA is more than willing to assist in the upcoming election if needed

UNFINISHED BUSINESS:

Matrix for the Vendors' Performance Review

Service Provider Evaluation for First State Trust Company

Mr. Prior reported that Benefits USA received a total of four completed Evaluation forms with two forms still outstanding. Mr. Prior reported that he contacted First State for their New Contract and their answer is: there are no changes to their contract therefore there is no new contract. This item is tabled until all evaluations are completed. Mr. Prior said he will contact First State Trust Company again and remind them the Board is looking for a new clean contract.

RFP for POG Legal Services

Vice Chair Peter Ferreira asked the Board Members did they contact their assigned contactors for Legal Firms? Vice Chairman Ferreira state he contacted a client of Rice Pugatch Robinson Storfer & Cohen Firm. Member Riehm commented that she contacted City of Orlando and they had praise for the firm of Klausner, Kaufman. Vice Chair Peter Ferreira read the email from Member Scott Stiltner and Lynn Hadley about their reports. After further discussion, Vice Chair Peter Ferreira suggested to table this item to the December meeting since we didn't have all Board Members today.

FINANCIALS:

September 2018 – Dave Leonard

Vice Chair Ferreira noted that this is only for information purposes. Vice Chairman Peter Ferreira reviewed the financials with the Board. It was noted that the market value of the Fund is $35,365,313.95, a decrease of $67,596.07. Receipts for the month totaled $1,431,231.04 versus total disbursements of $1,722,904.36. Payments to retirees and other participants totaled $204,794.42. The balance as of September 30, 2018, was $507,325.44 in the Cash account. Mr. Leonard reported that the yield for the month is 0.15%.

CONSENT AGENDA:

For Approval:

Warrant #139

Benefits USA, Inc. (Admin Fees 10/2018; INV #POG109)	$ 2,500.00
First State Trust (3rd Qtr. 2018 Custodial Services)	$ 4,375.00
David G. Leonard A.S.A. (Actuarial Services: INV #18-061)	$ 2,500.00
Southeastern Advisory (Investment Consulting Services: INV #1803)	$ 4,988.00
Integrity Fix Income Management (3rd Qtr. 2018; INV #2303)	$ 4,377.12
Highland Capital Management (4th Qtr'18 Mgmt. Fees; INV #19302)	$ 8,715.59
Lynn Hadley (Reimb. For FPPTA Trustee School Travel Expense)	$ 463.32

Hearing and seeing no changes, Member Johansson moved to approve Warrant #139. Member Ferreira seconded the motion and the motion passed.

REPORTS:

Comments from Committee Member:

Member Johansson asked Mr. Prior to contact James Robinson of First State Trust Company to provide an updated contract. Mr. Prior said that he did, but Mr. Robinson said there are no changes to Contract but he will try again. Member Johansson also asked the status for COLA study, Mr. Prior answered it will be done with 2018 Actuarial Valuation.

Member Cockcroft asked about the outstanding check for Margaret Kelly's over payment? Mr. Prior said that First State received the check and sent it to Northern Trust for deposit on 10-2-2018.

NEXT MEETING DATE:

December 17, 2018@2:00 p.m. – Quarterly Meeting

ADJOURNMENT:

The meeting adjourned at 2:38 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: **10-22-2018**

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					

Vendor: First State Trust Co.

Service Provided: Custodian Bank

Date of Evaluation: September 2018

Annual X 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			X		
Quality of work product			X		
Level of Assistance provided to Board Members			X		
Level of Assistance provided to Employees					
Level of Assistance provided to Retirees			X		
Overall Expertise of Provider's Staff			X		
Fees: Market Comparison/Value					
Meeting Contract Goals			X		
COMMENTS:					
Column Totals					
			TOTAL RATING SCORE		18/35

COMMENTS:

(1) Tax issue - 2 Retirees (resolved)

(2) Retiree overpayment due to deposit not made in timely manner (not resolved) 832.60
Has claim been filed?

(3) 7 Quarters not invoiced in timely manner

Vendor: First State Trust

Service Provided: Custodial Services

Date of Evaluation: 9/24/18

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	N	A			
Level of Assistance provided to Retirees			✓		
Overall Expertise of Provider's Staff					✓
Fees: Market Comparison/Value					✓
Meeting Contract Goals				✓	
COMMENTS: Several major errors when paying and deducting taxes for retirees, but seemed to address appropriately.					
Column Totals					
TOTAL RATING SCORE					31/35

Vendor: **First State Trust Company**

Service Provided: **Custodial Services**

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

Annual ___X_______ 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				X	
Level of Assistance provided to Board Members			X		
Level of Assistance provided to Employees				X	
Level of Assistance provided to Retirees				X	
Overall Expertise of Provider's Staff			X		
Fees: Market Comparison/Value			X		
Meeting Contract Goals				X	
COMMENTS: First State has been doing an Adequate job for the members of the Pension. Errors are few and when caught, are corrected quickly. Response to Board members has been responsive but not forward leaning comparatively speaking. I recommend retaining Vendor to be part of the team.					
Column Totals					25/40
TOTAL RATING SCORE					3.57

Vendor: **First State Trust Company**

Service Provided: **Custodial Services**

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

Annual __X__ 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				X	
Quality of work product				X	
Level of Assistance provided to Board Members					X
Level of Assistance provided to Employees					X
Level of Assistance provided to Retirees		N/A			
Overall Expertise of Provider's Staff				X	
Fees: Market Comparison/Value					X
Meeting Contract Goals				X	
COMMENTS:					
Column Totals				16	15
				TOTAL RATING SCORE	31/35

Vendor: **First State Trust Company**

Service Provided: **Custodial Services**

Date of Evaluation: ~~9-24-2018~~ 10/22/18

Annual X 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			X		
Quality of work product			X		
Level of Assistance provided to Board Members			X		
Level of Assistance provided to Employees			X		
Level of Assistance provided to Retirees R. Towey, T Troutman 1099 issues		X			
Overall Expertise of Provider's Staff			X		
Fees: Market Comparison/Value				X	
Meeting Contract Goals			X		
COMMENTS: Need to bill in a timely fashion, Improve communication w/ city + administrator. Overall satisfactory					
Column Totals					
TOTAL RATING SCORE					24/40

Mei Fang

From: Robinson, James <JRobinson@fs-trust.com>
Sent: Tuesday, December 11, 2018 4:05 PM
To: Mei Fang
Cc: Pete Prior
Subject: Port Orange General Plan - Fee Schedule

Mei,

You can give the Board a copy of the Flat Rate Fee Schedule for the new Chairperson to sign, this schedule is currently in effect.

I need to review the account with my Supervisor to discuss the Payment Fees that are included in this fee schedule, 100 repetitive monthly pension payments and 25 Lump Sum or Payment of Plan Expenses.

Through November we have processed 36 Payment of Plan Expenses and the monthly pension payments are now at 105 per month.

We bill in arrears, so there would be no change for the 4th Qtr.

Jim Robinson
Vice President/Trust Officer

Delaware Corporate Center I / 1 Righter Parkway, Suite 120 / Wilmington, DE 19803

□: 302-573-5972 / □ : 302-573-5986 / I: jrobinson@fs-trust.com

Please visit our new website! https://www.fs-trust.com

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 17th of December, 2018, effective December 17, 2018, by and between the Plan of the City of Port Orange General Employees' Defined Benefit Plan (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

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:______________________________

Chair

Print Name: ______________________

WITNESSES:

____

Trustee

FIRST STATE TRUST COMPANY

____

____

____

Telephone: ____________________

By:______________________________

Print Name:_______________________

Title:_____________________________

Exhibit A

Authorized Agents

CITY OF PORT ORANGE GENERAL EMPLOYEES' DEFINED BENEFIT PLAN

Account Number: All

AUTHORIZATION: The following are the names and specimen signatures of the individuals authorized to execute and direct First State Trust Company.

First State Trust Company will rely on the following individuals for all direction until notified otherwise:

PRINTED NAME	SIGNATURE
Lynn Hadley	______________________
Kynah Cockcroft	______________________
Lori Bockelman	______________________
Peter Ferreira	______________________
Cynthia Rivera	______________________
Scott Stiltner	______________________
Michael H. (Jake) Johansson	______________________

Number of Signatures Required: two

As Chair of the Board of Trustees of the City of Port Orange General Employees' Defined Benefit Retirement Plan, I certify that the above individuals are authorized to direct First State Trust Company under the terms of the current agreement.

Dated this ________ day of _________________, 20________

____
Chair

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-l, 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 250
WILMINGTON DE 19803
Telephone:
By:
Print Name: DAVID DRAPER
Title: SVP

Exhibit A

Authorized Agents

CITY OF PORT ORANGE GENERAL EMPLOYEES' DEFINED BENEFIT PLAN

Account Number: ALL

AUTHORIZATION: The following are the names and specimen signatures of the individuals authorized to execute and direct First State Trust Company.

First State Trust Company will rely on the following individuals for all direction until notified otherwise:

PRINTED NAME	SIGNATURE
Kent Donahue	Kent Donahue
Sonya Laney	
Tracey S. Riehm	Tracey S. Riehm
Peter Ferreira	
Linda Johnson	
Scott Stiltner	
Donnie Franklin	

Number of Signatures Required: 2

As Chair of the Board of Trustees of the City of Port Orange General Employees' Defined Benefit Retirement Plan, I certify that the above individuals are authorized to direct First State Trust Company under the terms of the current agreement.

Dated this 28 day of Sept., 2015

Kent Donahue

Chair

Exhibit B

Fee Schedule

CITY OF PORT ORANGE GENERAL EMPLOYEES' DEFINED BENEFIT RETIREMENT PLAN

Domestic Custodial Services Annualized Fee	*Rate*[1]
First $35,000,000	0.05%
Next $40,000,000	0.04%
Assets over $75,000,000	0.03%
Minimum Annual Fee per Relationship	$2,800

***Benefit Payment & Activity Fees* (if applicable)**	***Per Item Charge*[1]**
Lump Sum Payment or Plan Expense with 1099-R	$10
Check/ACH Payment Request (no 1099-R)	$8
Per Outgoing US Wire (in addition to payment fee)	$15
Stop Payment Request	$20
Check Photo Copy	$15
Pension Related Services	
Initial Pensioner Set Up	$5 per pensioner
Repetitive Pension Payment (ACH[2] or check)	$2.50 (includes postage and 1099-R)
Annual Death Search	Included
Plan Sponsor Web Access	Included
Pensioner Web Access (as directed)	Included
Duplicate Tax Form	No charge if accessed online
Pensioner Call Center	$1 per pensioner quarterly[3]

[1] Fee schedule will be guaranteed for three years. Global Custody fee schedule will be provided upon request and review of portfolios

[2] ACH Advices are mailed for January and December payments only but information available online for 12 months

[3] Minimum annual fee of $500

Other Services & Fees

- Online services are available at no additional charge
- **Foreign securities with non-U.S. settlement will be charged under a separate global custody schedule. FSTC requires 60-90 days advance lead time to set up global trading accounts in foreign countries.**
- Other extraordinary services, including tax preparation and filing, will be quoted separately based on the scope of the activity
- Accounts will be subject to a Termination Fee of $500 per account, which will be waived for accounts with FSTC for more than 24 months.
- Out-of-Pocket expenses will pass through to the accounts, including, but not limited to, overnight mail, replacement tax forms, external legal or professional costs, and other extraordinary services for which compensation is not expressly stated.

Notes - Mutual funds are sold by prospectus only. You may obtain a prospectus from your Investment Consultant or the fund company. Please read the prospectus and all other fund materials carefully before investing. Be advised that fund revenue may be collected by FSTC and retained to offset other costs. Daily sweep for cash received at FSTC assumes use of Northern Trust Diversified Assets Portfolio unless instructed otherwise.

This fee schedule may not reflect actual transactions or asset levels and all estimates are provided as a guide. Changes in the relationship such as custodial arrangements, investment types, number of accounts and market value, as well as legislative or regulatory changes, may require a review and adjustment to the fee schedule. FSTC will debit fees from accounts on a quarterly basis. Any invoiced fees are due within 30 days of invoice date. Fees not paid within 60 days of the date of the invoice will incur a late charge of 1.5% per month.

Fee Schedule: City of Port Orange General Employees' Defined Benefit Retirement Plan

Corporate Trustee Services Annualized Fee	**Flat Rate[1]**
All Domestic Securities	$17,500

[1] This fee quote is based upon the current status of the relationship as was outlined to FSTC including maintaining a minimum asset value of $20,000,000. Quoted rate includes up to 100 Repetitive monthly Pension Payments (ACH or check) including 1099-R and up to 25 annual Lump Sum Payments or Payment of Plan Expenses (including 1099-R if applicable). ACH Advices are mailed for January and December payments only but information available online for 12 months. Should these circumstances change in the future then a revised fee schedule may apply. Fees are charged quarterly.

Other Services & Fees

- Online services are available at no additional charge.
- Foreign securities with non-U.S. settlement will be charged under a separate global custody fee schedule and requires 30-60 days lead time to set up in the foreign countries.
- Other extraordinary services, including tax preparation and filing, will be quoted separately based on the scope of the activity.
- Accounts will be subject to a Termination Fee of $500 per account, which will be waived for accounts with FSTC for more than 24 months.
- Out-of-Pocket expenses will pass through to the accounts, including, but not limited to, overnight mail, replacement tax forms, external legal or professional costs, mailing of Morgan Stanley disclosure documents and other extraordinary services for which compensation is not expressly stated.

Notes - Mutual funds are sold by prospectus only. You may obtain a prospectus from your Investment Consultant or the fund company. Please read the prospectus and all other fund materials carefully before investing. Be advised that fund revenue may be collected by FSTC and retained to offset other costs. Daily sweep for cash received at FSTC assumes use of Northern Trust Diversified Assets Portfolio unless instructed otherwise.

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Final acceptance by FSTC is contingent upon the review and approval of the relationship facts, assets and underlying documents.

Authorized Signature: Kent Donahue Date: 9/28/15

Print Name / Title: KENT DONAHUE Chairperson

Client Name: City of Port Orange General Employees' Defined Benefit Retirement Plan

PENSION PAYROLL
NEW PLAN TRANSMITTAL FORM

Plan Name: City of Port Orange General Employees' Defined Benefit Plan
Plan Address: c/o Benefits USA, Inc. 3810 Inverrary Blvd., Suite 303, Lauderhill, FL 33319
Plan Phone Number: 954-730-2068 x201
Trust Account # ______ (internal use only)
If payments are to be made from multiple accounts, please attach a copy of the client authorization. Ensure that the account numbers and percentage amounts are clear.

Circle Type of Plan: X DB Deferred Compensation Defined Contribution
Qualified or Non-Qualified: Qualified
Tax Form Type (1099R, W-2) 1099R
Approx. # of pensioners: ___ Conversion Date: ______
Payment frequency (monthly, quarterly, semi-annual, annually): monthly
Pay Date: 1st 15th last day of month
List Pay Sources (taxable, non-taxable, EE etc) Taxable
List Deductions (Fed, State, Insurance etc.) Follow the Instruction
Plan has multiple locations: yes ☐ no ☐
If yes, please attach list of locations and account numbers.

Send pension register to: ______

Special deductions (insurance/medical) should be sent to: ______

(Attach additional addresses if required.)

I verify that all information noted above is correct. I also understand that the Conversion Date may not be possible if complete and correction information is not provided to FSTC as required. Our prior paying agent will be notified when to cease payments once FSTC has confirmed a start date.

Print Name/Title: Chairperson Kent Donahue

Signature: Kent Donahue

First State Trust Company
Institutional Relationship
Account Application

Please Note: In addition to the Account Application, other documentation, including but not limited to a First State Trust Company Trust, Custody or Service Agreement and Fee Schedule, is required depending on relationship and services being contracted.

Delaware Corporate Center II,
2 Righter Parkway, Suite 250
Wilmington, Delaware 19803
(302) 573-5816

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Current Custodian	**2**
Investment Options	**3**
Interested Party Information	**4**
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Instructions

Please type or print all information within this Application.
Illegible or incomplete information will delay the new account process.

Documentation:
Submit all documentation promptly to expedite the account set-up. Documentetion requires **original** signatures.

- Institutional Relationship Account Application
- Fee Schedule customized by First State Trust Company ("FSTC") for the relationship
- Copy of Board Resolution supporting Authorized Signers
- For retirement plans, include a copy of Plan Document (with all Plan Amendments) and the plan's IRS Determination Letter
- For non-retirement plans, an IRS Letter or Articles of Incorporation for each applicable party
- A copy of the Trust Document, if applicable

One of the following:

- Trust Agreement when appointing FSTC as Trustee
- Custodial Agreement when appointing FSTC as Custodian only
- Service Agreement when appointing FSTC as Reporting Agent only (Client has retained services of custodian)

Other documents which may be required:

- Current custodian statements and detail asset listing in Excel format with tax lot information, acquisition dates and cost basis
- For retirement plans with periodic benefit payments, an electronic file containing current data
- For relationships requiring Unitization or Sub-Accounting written instructions are required
- If FSTC Collective Trust Funds are to be included in the investment menu, then additional documentation will be required

Relationship Information

1 **Relationship Name:** City of Port Orange General Employpyees' Defined Benefit Plan
(If employee benefit plan, print plan name exactly as it appears in plan document)

2 **Year-End:** September 30 Example: June 30

3a **Type of Relationship:** 3b **Plan Number:** If applicable (ex: 001, 002)

- [x] Defined Benefit
- [ ] Defined Contribution
- [ ] Taft Hartley
- [x] Public Fund
- [ ] Escrow
- [ ] Other:
- [ ] Endowment
- [ ] Foundation
- [ ] Insurance Trust
- [ ] NQDC / Rabbi Trust

4 **Relationship Contact Name/Title:** Mei Fang of Benefits USA, Inc. / Administrator

Phone: 954-730-2068 x201 **Fax:** 954-730-0738

Email Address: mei@benefits-usa.org

Address: 3810 Inverrary Blvd., Suite 303

Address:

City: Lauderhill **State:** Florida **Zip Code:** 33319

5 **Tax Identification Number:** 59-6000412

6 **Plan Tax ID (if applicable):**

7 **If a pension plan, is FSTC to process repetitive pension distributions?**

- [x] Yes Number of monthly payments around 73

Requested payment start date ______________ ***FSTC will advise if this date can be accommodated.***

- [ ] No

8 **FSTC is being appointed as: (choose only one)**

- [ ] Sole Trustee
- [ ] Additional Trustee (provide documentation appointing other trustees)
- [x] Custodian Only
- [ ] Reporting Agent Only

9 Will FSTC be retained to provide Unitization / Sub-Accounting? [ ] Yes [x] No

If yes, then additional documentation is required.

10 Accounting Method: [ ] Consolidate Principal and Income OR [ ] Split Principal and Income

[ ] FIFO [ ] LIFO [ ] Average [ ] Other:______________________________

Current Custodian Information

11 **Assets to be transferred:**

Cash Only $ ______________ Securities (see instructions below)

12 **Current Custodian:** Salem Trust Company

Contact Name: Debbie Kocsis

Email: Deborah.Kocsis@salemtrust.com

Address: 1715 N. Westshore Blvd., #750

Address:

City: Tampa State: FL Zip Code: 33607

Phone: 813-301-1603 Fax: 813-301-1295

Securities In-Kind Transfer Instructions

FSTC requires our client to obtain from the current custodian a recent list in Excel format for all of the investments to be transferred to FSTC in-kind. Alternatively, our client may instruct the current custodian to work directly with FSTC. ***Changes in the asset information will cause a delay in the posting of the starting balances.***

The information required for the initial asset posting is:

- Security Name
- CUSIP
- Number of Shares
- Book Value / Cost Basis
- Tax Lot Detail (with acquisition dates)
- Original & Current Face value (for Government Bonds)

The information above must be provided to FSTC in good form by the required deadline in order for FSTC reporting to be accurate.

Investment Options

- Provide all information below for each investment manager or investment option (i.e., mutual fund, alternative investment)
- If the investment manager ***will not vote proxies***, please provide contact information for responsible party. **FSTC does not vote proxies.**
- Include copies of executed investment manager agreements indicating that the manager is a registered investment advisor and for retirement plans is a ***fiduciary of the plan***.
- Each investment manager will be set up to obtain applicable account information / statements via the FSTC website.
- **FSTC must be informed *in writing in advance* when a new account is opened or an investment manager is changed on an account. Newly signed investment management agreement must be provided to FSTC; otherwise reporting may be delayed.**

Please make a copy of this page if there are more then 5 investment accounts.

Account #1: TBC - Large Cap Growth

Investment (Manager) Name: The Boston Company

Style / Discipline: Domestic Large Cap Growth Institutional ID #:

Contact Name: Carl O'Connell

E-Mail Address: oconnell.ct@tbcam.com

Phone Number: 617) 722-7265 Fax:

Internal Use Only:

Account #2: Highland Capital - Large Cap Value

Investment (Manager) Name: Highland Capital

Style / Discipline: Institutional ID #:

Contact Name:

E-Mail Address: grantm625@aol.com

Phone Number: (800) 480-6445 Fax:

Internal Use Only:

Account #3: Integrity - Core Fixed Income

Investment (Manager) Name: Integrity Asset Management

Style / Discipline: Core Fixed Income Institutional ID #:

Contact Name: Earl Denney

E-Mail Address: edenney@integrityfi.com

Phone Number: (407) 481-2420 Fax:

Internal Use Only:

Account #4: Mutual Fund Account

Investment (Manager) Name: Holding EuroPacific Growth / Vanguard Global Equity

Style / Discipline: Institutional ID #:

Contact Name:

E-Mail Address:

Phone Number: Fax:

Internal Use Only:

Account #5:

Investment (Manager) Name:

Style / Discipline: Institutional ID #:

Contact Name:

E-Mail Address:

Phone Number: Fax:

Internal Use Only:

Interested Party Information

Trust Statements will be availabla via the FSTC website on an interim (monthly/quarterly) and annual basis depending on the relationship. **Include all interested parties for on-line account and statement access.**

Interested Party #1 Financial Advisor

Company Name: Southeastern Advisory Services, Inc

Contact Name: Jeffrey Swanson Phone: 9042337600

Email Address: jeff@seadvisory.com

Interested Party #2 (Check One) ☐ Auditor ☑ Actuary ☐ Accountant ☐ Other

Company Name: David Leonard ASA

Contact Name: Dave Leonard Phone: 386-206-8932

Email Address: davelfla@aol.com

List Accounts:

Interested Party #3 (Check One) ☐ Auditor ☐ Actuary ☐ Accountant ☑ Other

Company Name: Loper Law

Contact Name: James Loper Phone: (813) 964-0577 ext. 3

Email Address: michelle@loperlaw.com

List Accounts:

Interested Party #4 (Check One) ☑ Auditor ☐ Actuary ☐ Accountant ☐ Other

Company Name: James Moore

Contact Name: Zach Chalifour Phone: (386) 257-4100 ext. 4468

Email Address: 121 Executive Circle, Daytona Beach, FL 32114-1180

List Accounts:

Interested Party #5 (Check One) ☐ Auditor ☐ Actuary ☐ Accountant ☐ Other

Company Name:

Contact Name: Phone:

Email Address:

List Accounts:

Interested Party #6 (Check One) ☐ Auditor ☐ Actuary ☐ Accountant ☐ Other

Company Name:

Contact Name: Phone:

Email Address:

List Accounts:

Please make photocopies of this page if there are additional Interested Parties.

Authorized Signatures

Date:

This Signature page will be utilized by FSTC until an Authorized Party provides a replacement.

Client Name: CITY OF PORT ORANGE GENERAL EMPLOYEES DEFINED BENEFIT PLAN

If an employee benefit plan, entire plan name required

Required Number of Signatures:

- [x] All of the Authorized Signers, signing jointly
- [ ] A Majority of the Authorized Signers, signing jointly
- [ ] Any one of the Authorized Signers, signing alone

More than one Authorized Signer is recommended to avoid delays.

Print Name(s)	Signature(s)	
Kent Donahue	Kent Donahue	[x] Admin / Trust Investment [ ] Only Administration [ ] Only Trust Investment
Sonya Laney		[x] Admin / Trust Investment [ ] Only Administration [ ] Only Trust Investment
Tracey S. Riehm	Tracey S. Riehm	[x] Admin / Trust Investment [ ] Only Administration [ ] Only Trust Investment
Peter Ferreira	Peter	[x] Admin / Trust Investment [ ] Only Administration [ ] Only Trust Investment
Linda Johnson	Linda Johnson	[x] Admin / Trust Investment [ ] Only Administration [ ] Only Trust Investment
SCOTT STILTNER	Scott Stiltner	
DONNIE FRANKLIN		

Disclosure Regarding Retention of Float

The Department of Labor's Field Bulletin 2002-3 requires that service providers to plan clients, such as banks, broker-dealers, and recordkeepers, provide their clients with adequate information regarding float. When acting as trustee or custodian, First State Trust Company (FSTC) may retain, as part of its reasonable compensation, the float earned on certain uninvested cash contributions. Our policy of requiring the use of a sweep vehicle effectively minimizes or eliminates the amount of float earned on uninvested cash contributed to the plan.

Where FSTC provides you with distribution services, FSTC or its agent earns float on money set aside for payment of outstanding but uncashed checks, generally from the date on the face of the checks until the date that either the recipient cashes the check or the check is cancelled and the underlying funds are returned to the trust. FSTC or its agent generally mails checks in advance of the date on the face of the checks, with the intention that the payees receive the checks by such date.

The float rate of return is currently based upon and generally approximates the then applicable Federal Funds rate (a publicly available average rate of all Federal Funds transactions entered into by traders in the Federal Funds market on a given date). The Federal Funds rate is published in the business press. If, in the future, a different rate is more appropriate, FSTC will notify you of any changes. Additional information is available to you upon request. If you have any questions about the float, please contact FSTC.

Certifications of Signatures and Account Information

The individual(s) signing below:

- Understand(s) the above FSTC Disclosure Regarding Retention of Float.
- Agree(s) to take the necessary steps to assist FSTC to comply with applicable laws, including the U.S. Patriot Act and Bank Secrecy Act.
- Understand(s) that the accuracy of the FSTC reports and statements are dependent upon data received from other parties.
- Certify(ies) the Authorized Signatures, FSTC capacity and all other data set forth in this Application.
- Agree(s) to provide copies, if applicable, of all plan-related documents and the most recent Determination Letter received from the Internal Revenue Service, and to promptly notify FSTC of any change in, or facts which could result in loss of the qualified status of the Plan.
- Agree(s) to provide all necessary documentation as required by FSTC for the purpose of closing an account. Required documentation to close an account will vary depending upon the relationship.
- Agree(s) and directs that if applicable, all uncashed checks will be stopped and returned to the account(s) 180 days after the issue date.
- Agree(s) to provide at least five (5) business days advance written notice of any new investment accounts. A delay may result in FSTC's inability to produce accurate reporting.
- Agrees(s) that FSTC may use the Relationship name on a FSTC Representative Client List.

I/we have read the above and accept the terms and conditions.

Client Authorized Signature

x Kent Donahue	Kent Donahue	Chair	Aug. 24, 2015
Signature	Print Name	Title	Date

2nd Client Authorized Signature ***(if required)***

x	Sonya Laney	Vice-Chair	08/24/15
Signature	Print Name	Title	Date

Form Non MS INSTREL 03/2015

Fee Schedule: City of Port Orange General Employees' Defined Benefit Retirement Plan

Corporate Trustee Services Annualized Fee	**Flat Rate[1]**
All Domestic Securities	$17,500

[1] This fee quote is based upon the current status of the relationship as was outlined to FSTC including maintaining a minimum asset value of $20,000,000. Quoted rate includes up to 100 Repetitive monthly Pension Payments (ACH or check) including 1099-R and up to 25 annual Lump Sum Payments or Payment of Plan Expenses (including 1099-R if applicable). ACH Advices are mailed for January and December payments only but information available online for 12 months. Should these circumstances change in the future then a revised fee schedule may apply. Fees are charged quarterly.

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Final acceptance by FSTC is contingent upon the review and approval of the relationship facts, assets and underlying documents.

Authorized Signature: Kent Donahue Date: 9/29/15

Print Name / Title: KENT DONAHUE Chairperson

Client Name: City of Port Orange General Employees' Defined Benefit Retirement Plan

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 Extra service \$300.00 per hour \$100per hour for

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. <u>General Information Regarding the Proposer</u>

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. **<u>Audit</u>**.

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 1060 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- 1-800-774-2765	Countersigned (as required)	Countersign Date
			Issue Date November 15,2017

PL 1002 0910

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
   jeffcarric904@yahoo.com

2. **City of South Miami Pension Plan**
   6970 S.W. 76th 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

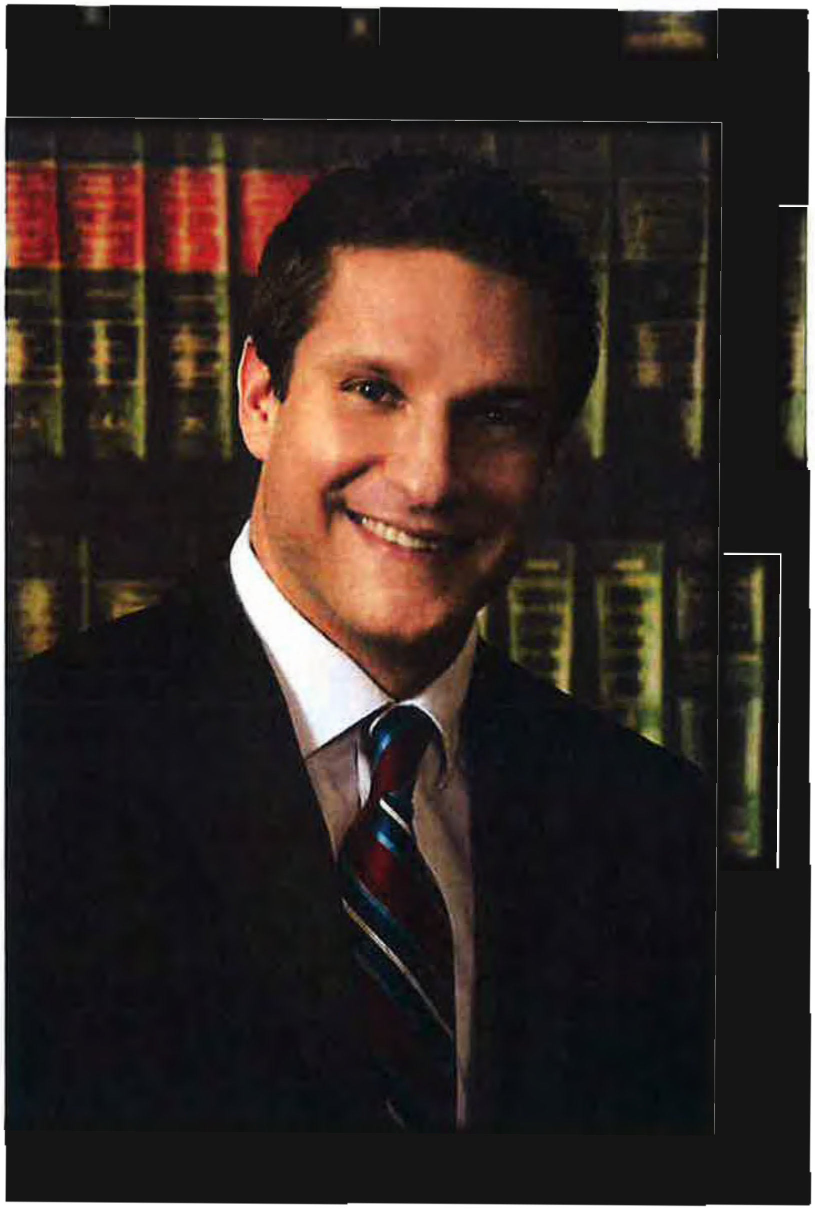
5. **City of Coral Gables Police Officers' Retirement Trust Fund**
2801 Salzedo Street
Coral Gables, Florida 33134
Richard Naue, Trustee
Telephone: (305) 972-4016
rjgrump@aol.com

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.



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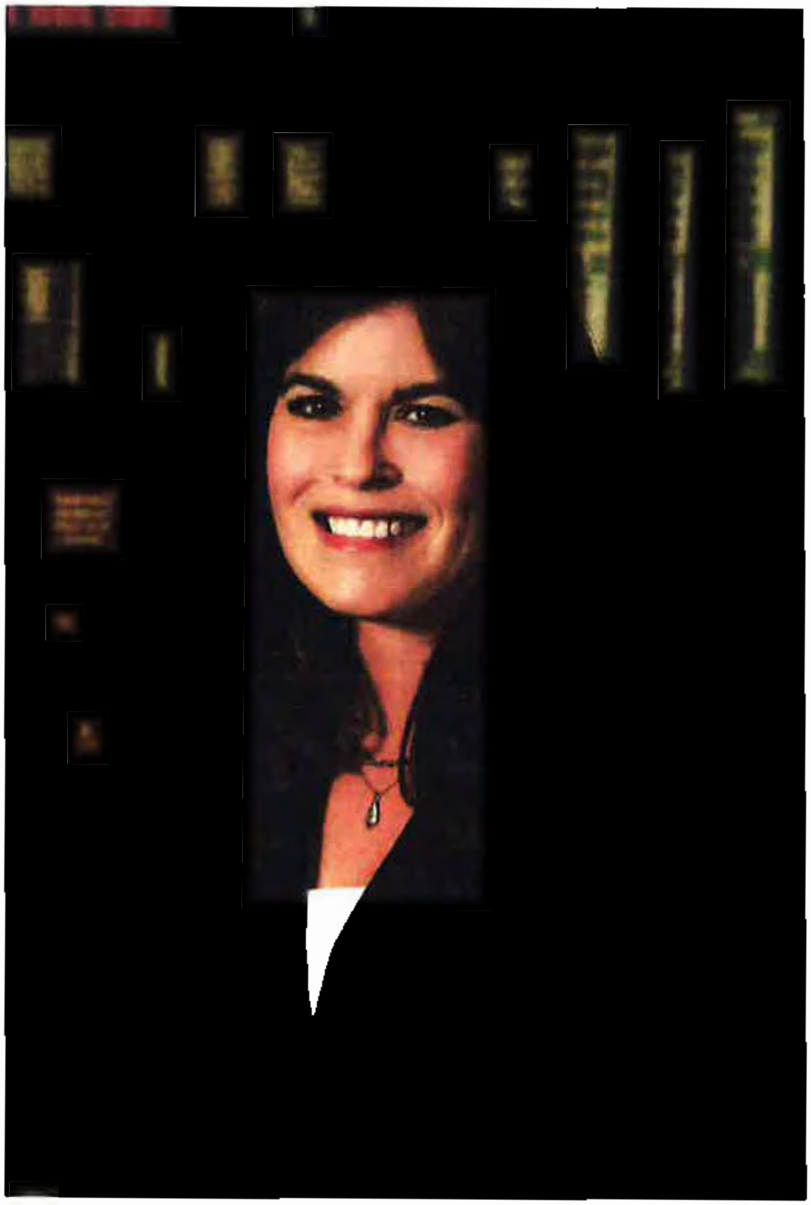

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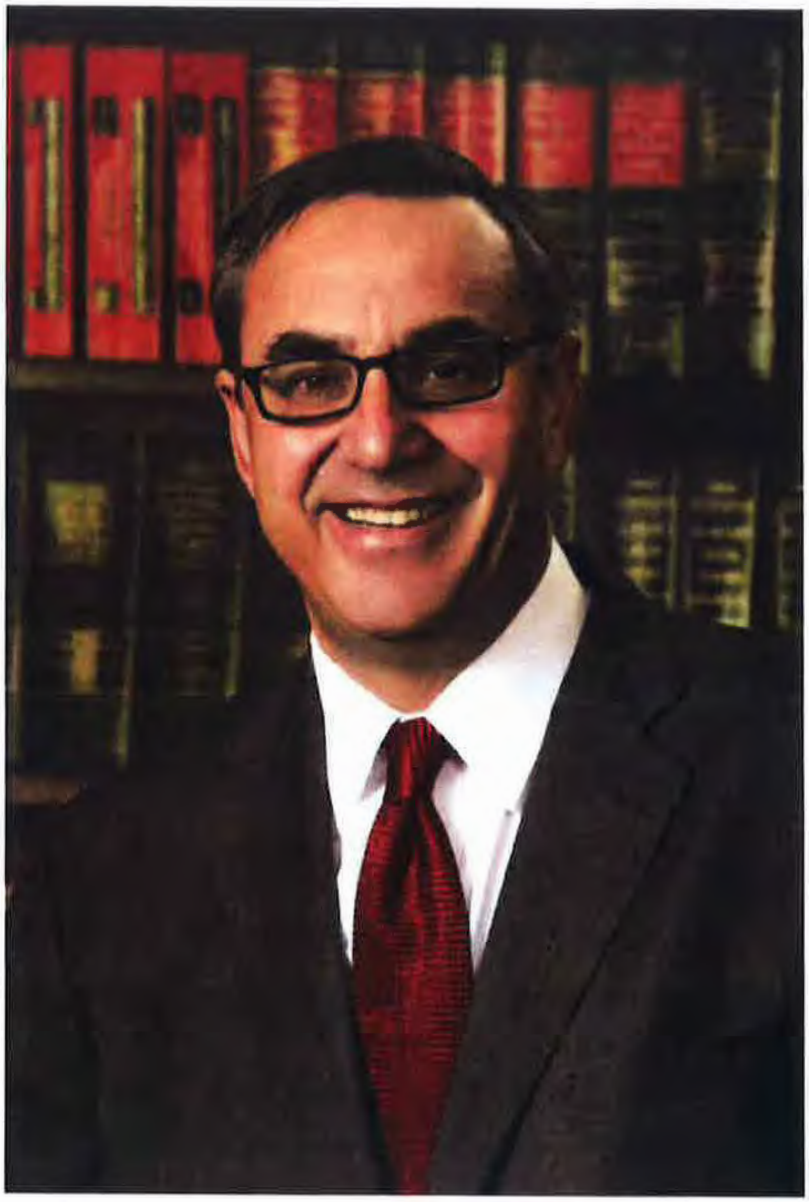

RONALD J. COHEN

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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

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

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LEGAL SERVICES PROPOSAL

TO THE

BOARD OF TRUSTEES

OF THE

CITY OF PORT ORANGE GENERAL EMPLOYEES' RETIREMENT SYSTEM

BY

SUGARMAN & SUSSKIND P.A.

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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.

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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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The Florida Bar
LABOR & EMPLOYMENT LAW

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 Harmon	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

REFERENCES

(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

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

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;

[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.

<u>Excluded</u> 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. plen 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

<u>Expenses</u>:

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: ____________________________

Financials

November 2018 - Dave Leonard

City of Port Orange
General Employees Defined Benefit Retirement Plan

2018/2019 Cost and Market Summary - as of NOVEMBER 30, 2018

Date	Cost Value Including Cash*	Market Value Including Cash*	Market value over Cost value
10/01/2018	$27,102,075.46	$35,365,313.95	$8,263,238.49
10/31/2018	27,160,961.09	33,409,674.79	6,248,713.70
11/30/2018	27,259,061.39	33,784,779.45	6,525,718.06
12/31/2018			
01/31/2019			
02/28/2019			
03/31/2019			
04/30/2019			
05/31/2019			
06/30/2019			
07/31/2019			
08/31/2019			
09/30/2019			

Change in Market Value of Plan Assets (as of November 30, 2018):

Increase from 10/01/2018	($1,580,534.50)	- annual
Increase from 11/01/2018	$375,104.66	- monthly

* Includes all accrued interest and dividends.

City of Port Orange
General Employees Defined Benefit Retirement Plan

Cash Accounts - Per First State Trust

Balance as of November 1, 2018			**$542,810.25**
Receipts:			
City Contribution		$103,514.07	
Mandatory EE Contributions		36,448.59	
Voluntary EE Contributions		3,278.90	
Sale-Securities (Cost Value)		1,073,699.67	
Gain (Loss) Sale of Securities		107,219.64	
Dividends		15,562.41	
Interest & Mutual Fund Reinv.		22,957.05	
Other - Transfer to Principal & Class actions		0.00	
Total Receipts			$1,362,680.33
Disbursements:			
Securities Purchased - Equity (incl. Unit Trusts)		($353,401.55)	
Securities Purchased - US Govt. Oblig.		0.00	
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		(242,336.50)	
Advance Payment of Retirement Benefits (for December) *- Page 3 lists monthly payment applicable to current month*		($203,646.55)	
Payments to other Participants		($8,320.56)	
Curry, Edward	8,320.56		
Expenses		$0.00	
Admin/Actuarial Fees	$0.00		
Investment/Monitor Fees	0.00		
Custodian Fees/ Commissions	0.00		
Legal Fees	0.00		
Misc - Insurance Premium	0.00		
Total Disbursements			(807,705.16)
Balance as of November 30, 2018			**$1,097,785.42**

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 - November, 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 ** No new retirees this month.*

Total Refunds, retro pays: $8,320.56
- includes redeposit as negative

Total Benefit Payments for November: $211,967.11

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

Cash Account Reconciliation - continued

Securities Sold - November 2018

	Gain and Loss Summary	Cost Value	Proceeds	Gain(Loss)
HCC	American Fin Grp 350 sh	16,555.28	36,191.56	19,636.28
	CMS Energy 900 sh	24,768.90	45,391.00	20,622.10
	Duke Energy 200 sh	15,111.08	17,321.77	2,210.69
	Exelon 800 sh	27,987.48	35,851.69	7,864.21
	Premier 150 sh	4,783.08	5,774.92	991.84
	Prologis 350 sh	18,829.33	23,315.65	4,486.32
BOST	ABOIMED 98 sh	26,796.97	30,660.77	3,863.80
	Activision Blizzard 13 sh	874.67	655.76	(218.91)
	Air Prods 71 sh	11,163.88	11,071.41	(92.47)
	Align Tech 2 sh	467.31	444.43	(22.88)
	Ameriprise 4 sh	510.67	504.27	(6.40)
	Apple 567 sh	88,362.89	109,765.21	21,402.32
	BioMarin 4 sh	377.18	381.79	4.61
	Biogen Idec 5 sh	1,633.78	1,599.67	(34.11)
	Boston Sci 90 sh	2,151.31	3,151.61	1,000.30
	Broadcom 2 sh	363.12	472.05	108.93
	Chipotle 1 sh	372.48	469.78	97.30
	Cintas 13 sh	2,221.94	2,371.15	149.21
	Costco 12 sh	1,909.56	2,655.10	745.54
	CoStar 6 sh	2,406.76	2,132.37	(274.39)
	Edwards Lifesci. 2 sh	270.00	307.41	37.41
	Facebook 1101 sh	118,466.86	148,220.75	29,753.89
	Fleetcor 10 sh	2,064.75	1,864.92	(199.83)
	Fortive 11 sh	594.19	804.30	210.11
	Grubhub 4 sh	502.22	305.30	(196.92)
	Honeywell 7 sh	533.40	997.22	463.82
	Hubspot 12 sh	932.80	1,450.90	518.10
	Illumina 2 sh	602.32	634.95	32.63
	International Business Machines 34 sh	5,311.98	4,055.46	(1,256.52)
	Kraft Heinz 710 sh	60,767.93	36,070.17	(24,697.76)
	Las Vegas Sands 4 sh	260.93	214.19	(46.74)
	Lilly Eli 4 sh	747.18	794.04	46.86
	Linde 775 sh	117,284.48	128,120.32	10,835.84
	Marathon Petroleum 29 sh	2,155.84	1,853.09	(302.75)
	McDonald's 4 sh	680.15	734.08	53.93
	Microsoft 112 sh	6,659.87	11,888.40	5,228.53
	Neurocrine Bio Sci 3 sh	150.46	261.35	110.89
	Nvidia 15 sh	2,158.59	2,314.68	156.09
	PVH 12 sh	1,603.83	1,303.98	(299.85)
	Paypal 46 sh	2,726.61	3,731.58	1,004.97
	Pepsico 8 sh	908.74	927.25	18.51
	Procter Gamble 3 sh	268.40	277.11	8.71
	Progressive 64 sh	2,908.79	3,997.49	1,088.70
	Quanta 51 sh	1,779.04	1,751.01	(28.03)
	Raytheon 4 sh	501.12	677.51	176.39
	Resideo 153.83333 sh	1,960.20	3,765.99	1,805.79
	Roku 4 sh	272.50	159.67	(112.83)
	SS&C Tech 44 sh	2,440.43	1,998.91	(441.52)
	Saleforce 29 sh	2,044.33	3,652.36	1,608.03
	Servicenow 15 sh	1,309.00	2,459.58	1,150.58
	Splunk 16 sh	990.55	1,489.42	498.87
	T-mobile 11 sh	670.62	740.56	69.94

	Teadata 43 sh	1,336.99	1,581.51	244.52
	Texas Instrument 5 sh	305.90	481.79	175.89
	Twilio 208 sh	6,834.40	19,592.71	12,758.31
	Union Pac 31 sh	2,785.14	4,474.48	1,689.34
	United Tech 7 sh	799.92	842.96	43.04
	United Health 6 sh	806.51	1,613.37	806.86
	Verizon 82 sh	4,116.83	4,955.19	838.36
	Vertex 1 sh	169.03	175.70	6.67
	Visa 40 sh	4,141.44	5,407.20	1,265.76
	Walmart 5 sh	483.19	475.20	(7.99)
	Wayfair 4 sh	312.15	373.69	61.54
	Wellcare 1 sh	206.06	238.20	32.14
	Xlinx 8 sh	613.69	707.85	94.16
	Zoetis 1201 sh	7,506.08	10,744.86	3,238.78
Integrity	FHLMC Gold 6.5%, 11/36	7,260.11	6,396.57	(863.54)
	FHLMC Pool 7%, 10/38	2,054.37	1,701.34	(353.03)
	FHLMC PC 5%, 2/40	2,458.39	2,311.06	(147.33)
	FG 3.5%, 8/26	883.03	838.49	(44.54)
	FNMA 4.0%, 11/44	4,414.78	4,087.17	(327.61)
	FNMA 5%, 12/39	4,106.25	3,828.67	(277.58)
	FNMA 4.5%, 8/30	481.99	442.70	(39.29)
	FNMA 3.5%, 8/25	2,766.94	2,615.33	(151.61)
	G2 3.0%, 11/26	777.66	746.07	(31.59)
	GNMA 5.0%, 7/39	5,423.56	4,843.14	(580.42)
	GNMA 4.5%, 10/24	878.26	810.39	(67.87)
	GNMA 6%, 06/41	1,268.04	1,143.34	(124.70)
	SBAP 1.1% 05/23	3,432.16	3,511.16	79.00
	US Treasury 5.5%, 08/28	111,270.29	108,453.51	(2,816.78)
	US Treasury 2.875%, 08/28	98,306.28	98,293.75	(12.53)
	Gen Ele 6.75% 3/32 55,000 sh	72,870.05	56,226.00	(16,644.05)
	Stanley B & D 2.451% 11/18 0,000 sh	136,454.40	135,000.00	(1,454.40)
Mut FD.				
		0.00	0.00	0.00
	Total Sales for Month	$1,073,699.67	$1,180,919.31	$107,219.64
		MM sold for cash:	$837,736.53	
		Total Assets Disposed of: (per FS-Trust)	$2,018,655.84	

Cash Account Reconciliation - continued

Securities Purchased

See attached pages from the various First State Trust Reports.

Cash Account Recap

	beg. of month Nov. 1, 2018	end of month Nov. 30, 2018
Cash - Receipt/Disbursement Acct.	$73,790.45	$505,340.80
Cash - HCC Equity Acct.	118,024.59	27,527.36
- Cash due from/(to) Broker (HCC)	(64,152.98)	0.00
Cash - Boston Company Acct.	251,626.62	299,650.59
- Cash due from/(to) Broker (Bos.)	9,959.70	0.00
Cash - Mutual Fund Acct.	0.00	0.00
Cash - Integrity Fixed Acct.	212,162.65	205,119.95
- Cash due from/(to) Broker (Integ).	(58,600.78)	60,146.72
Total Cash	$542,810.25	$1,097,785.42

Asset Recap as of November 30, 2018

		Cost Value	Market Value
CASH	All accounts combined	$1,097,785.42	$1,097,785.42
BONDS	US Treasury Obligations	$582,709.94	$572,843.70
	US Government Obligations	1,733,537.37	1,680,616.75
	Corp. & Foreign Bonds	4,267,270.36	4,121,303.69
	Municipal Obligations	135,000.00	134,209.20
	Total Fixed Income (Integrity)	$6,718,517.67	$6,508,973.34
EQUITIES (Includes Exchange Traded Funds)		$10,719,594.68	$13,229,418.13
INT'L EQUITY MUTUAL FUNDS		$2,474,978.63	$3,434,781.43
REAL ESTATE TRUST ACCOUNT (Prin.)		$3,950,000.00	$5,590,893.38
FLORIDA MUNI. INVEST. TRUST		$2,000,000.00	$3,624,742.76
PREPAID RETIREMENT BENEFITS		$203,646.55	$203,646.55
TOTALS BEFORE ACCRUALS		$27,164,522.95	$33,690,241.01
	Accrued Dividends	29,053.20	29,053.20
	Accrued Interest	65,485.24	65,485.24
	Other Rec./Payable - Refunds	0.00	0.00
TOTAL Acct. VALUE as of Nov. 30, 2018		**$27,259,061.39**	**$33,784,779.45**
	Receipt/Disb Acct.	*$505,340.80*	*$505,340.80*
	HCC Account	*5,632,004.99*	*6,617,013.53*
	Boston Company	*5,444,327.83*	*6,969,142.74*
	Mutual Fund Account - Int.	*2,474,978.63*	*3,434,781.43*
	Principal Real Estate Acct.	*3,950,000.00*	*5,590,893.38*
	Prepaid benefits - First St.	*203,646.55*	*203,646.55*
	Florida Municipal Invst. Trust	*2,000,000.00*	*3,624,742.76*
	Other Rec./Payable - Refunds	*0.00*	*0.00*
	Integrity Financial Acct.	*7,048,762.59*	*6,839,218.26*
	Total Account Check	*$27,259,061.39*	*$33,784,779.45*

Cost and Market Value Reconciliation as of November 30, 2018

	Cost Value	*Market Value*
Values as of November 1, 2018	$27,160,961.09	$33,409,674.79
Contributions	143,241.56	143,241.56
Income Receipts	145,739.10	145,739.10
Change in Accruals	21,086.75	21,086.75
Benefit Payments	(211,967.11)	(211,967.11)
Admin. and Invest. Expenses	0.00	0.00
Unrealized Gain / (Loss)	0.00	277,004.36
Adjust to Balance	0.00	0.00
Values as of Nov. 30, 2018	**$27,259,061.39**	**$33,784,779.45**
Yield for the month (net of admin and invest. expenses)	0.61%	1.33%

City of Port Orange
General Employees Defined Benefit Retirement Plan

Monthly, Quarterly and Year-to-date Review of Investment Performance - 11/30/2018

	Fiscal Year	1st Quarter	Current Month
Start	10/01/2018	10/01/2018	
End	09/30/2019	12/31/2018	November-18
Market Value - Start	$35,365,313.95	35,365,313.95	$33,409,674.79
Contributions			
- City	171,107.46	171,107.46	103,514.07
- Mandatory 7.5%	60,249.07	60,249.07	36,448.59
- Voluntary EE	5,459.46	5,459.46	3,278.90
Other Income	0.00	0.00	0.00
Interest	48,121.72	48,121.72	22,957.05
Dividends	37,668.74	37,668.74	15,562.41
Realized Gains/(Losses)	255,910.46	255,910.46	107,219.64
Increase/(Decrease) in Unrealized Appreciation	(1,737,520.43)	(1,737,520.43)	277,004.36
Prior Accrued Interest	(72,536.73)	(72,536.73)	(73,451.69)
Current Accrued Interest	94,538.44	94,538.44	94,538.44
Payments to Participants	(415,613.66)	(415,613.66)	(211,967.11)
Administrative Expenses	(5,463.32)	(5,463.32)	0.00
Investment Expenses	(22,455.71)	(22,455.71)	0.00
Market Value - End	$33,784,779.45	$33,784,779.45	$33,784,779.45
Yield per 2i/(a+b-i)	-3.9736%	-3.9736%	1.3298%
i	*(1,401,736.83)*	*(1,401,736.83)*	*443,830.21*
2i	*(2,803,473.66)*	*(2,803,473.66)*	*887,660.42*
a+b-i	*70,551,830.23*	*70,551,830.23*	*66,750,624.03*
Contributions for period:	236,815.99	236,815.99	143,241.56
Bens/Exp. for period:	(443,532.69)	(443,532.69)	(211,967.11)
Net Cash Flow before income: (Vol. cons/ benefits included)	(206,716.70)	(206,716.70)	(68,725.55)

Financials

October 2018 - Dave Leonard

City of Port Orange
General Employees Defined Benefit Retirement Plan

2018/2019 Cost and Market Summary - as of OCTOBER 31, 2018

Date	Cost Value Including Cash*	Market Value Including Cash*	Market value over Cost value
10/01/2018	$27,102,075.46	$35,365,313.95	$8,263,238.49
10/31/2018	27,160,961.09	33,409,674.79	6,248,713.70
11/30/2018			
12/31/2018			
01/31/2019			
02/28/2019			
03/31/2019			
04/30/2019			
05/31/2019			
06/30/2019			
07/31/2019			
08/31/2019			
09/30/2019			

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

Increase from 10/01/2018	($1,955,639.16)	- annual
Increase from 10/01/2018	($1,955,639.16)	- monthly

* Includes all accrued interest and dividends.

City of Port Orange
General Employees Defined Benefit Retirement Plan

Cash Accounts - Per First State Trust

Balance as of October 1, 2018			**$507,325.44**
Receipts:			
City Contribution		$67,593.39	
Mandatory EE Contributions		23,800.48	
Voluntary EE Contributions		2,180.56	
Sale-Securities (Cost Value)		1,114,830.12	
Gain (Loss) Sale of Securities		148,754.91	
Dividends		22,106.33	
Interest & Mutual Fund Reinv.		25,164.67	
Other - Transfer to Principal & Class actions		768.51	
Total Receipts			$1,405,198.97
Disbursements:			
Securities Purchased - Equity (incl. Unit Trusts)		($699,693.87)	
Securities Purchased - US Govt. Oblig.		(122,316.01)	
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		(316,138.70)	
Advance Payment of Retirement Benefits (for November) *- Page 3 lists monthly payment applicable to current month*		($203,646.55)	
Payments to other Participants		$0.00	
Expenses		($27,919.03)	
Admin/Actuarial Fees	$5,000.00		
Investment/Monitor Fees	18,080.71		
Custodian Fees/ Commissions	4,375.00		
Legal Fees	0.00		
Misc - Insurance Premium	463.32		
Total Disbursements			(1,369,714.16)
Balance as of October 31, 2018			**$542,810.25**

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 - October, 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 ** No new retirees this month.*

Total Refunds, retro pays: $0.00
- includes redeposit as negative

Total Benefit Payments for October: $203,646.55

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

Cash Account Reconciliation - continued

Securities Sold - October 2018

	Gain and Loss Summary	Cost Value	Proceeds	Gain(Loss)
HCC	Merck & CO 1350 sh	79,391.88	94,777.00	15,385.12
	Omega Healthcare 1600 sh	54,011.31	52,760.59	(1,250.72)
BOST	ABOIMED 53 sh	14,492.24	20,298.44	5,806.20
	Bluebird 263 sh	46,801.40	29,081.04	(17,720.36)
	Facebook 694 sh	74,673.93	110,662.13	35,988.20
	Fortinent 690 sh	24,266.39	56,440.19	32,173.80
	Garrett Motion 92.3 sh	723.92	1,426.15	702.23
	Home Depot 918 sh	95,438.70	180,661.90	85,223.20
	Idexx Labs 419 sh	66,990.44	87,952.04	20,961.60
	Marathon Petroleum 0.828 sh	61.55	69.18	7.63
	Paccar 1147 sh	78,854.23	64,748.60	(14,105.63)
	Vertex Pharm 114 sh	19,269.08	20,266.01	996.93
	Wayfair 272 sh	21,226.28	37,081.06	15,854.78
	Welcare Health Plans 74 sh	15,248.73	22,926.82	7,678.09
Integrity	FHLMC Gold 6.5%, 11/36	1,882.39	1,658.49	(223.90)
	FHLMC Pool 7%, 10/38	2,414.50	1,999.59	(414.91)
	FHLMC PC 5%, 2/40	4,265.16	4,009.55	(255.61)
	FG 3.5%, 8/26	838.83	796.52	(42.31)
	FNMA 4.0%, 11/44	6,132.71	5,677.61	(455.10)
	FNMA 5%, 12/39	6,801.32	6,341.56	(459.76)
	FNMA 4.5%, 8/30	715.57	657.24	(58.33)
	FNMA 3.5%, 8/25	2,932.04	2,771.39	(160.65)
	G2 3.0%, 11/26	981.73	941.85	(39.88)
	GNMA 5.0%, 7/39	4,839.79	4,321.84	(517.95)
	GNMA 4.5%, 10/24	941.90	869.11	(72.79)
	GNMA 6%, 06/41	4,245.56	3,828.06	(417.50)
	US Treasury 2.875%, 08/28	24,629.76	24,482.42	(147.34)
	Apple 2.4% 5/23 60,000 sh	60,056.40	57,294.60	(2,761.80)
	Bank NY Mellon 3.5% 4/23 25,000 sh	24,952.00	24,789.75	(162.25)
	Express Scripts 4.5% 2/26 65,000 sh	71,758.70	65,257.40	(6,501.30)
	Georgia-Pacific 8.875% 5/31 40,000 sh	59,084.38	58,084.40	(999.98)
	IBM 3.625% 2/24 15,000 sh	15,749.10	14,970.00	(779.10)
	Torchmark 9.25% 6/19 135,000 sh	155,580.45	139,954.50	(15,625.95)
	Union Pac 7.875% 1/19 65,000 sh	74,577.75	65,728.00	(8,849.75)
Mut FD.				
		0.00	0.00	0.00
	Total Sales for Month	$1,114,830.12	$1,263,585.03	$148,754.91
		MM sold for cash:	$463,105.04	
		Total Assets Disposed of: (per FS-Trust)	$1,726,690.07	

Cash Account Reconciliation - continued

Securities Purchased

See attached pages from the various First State Trust Reports.

Cash Account Recap

	beg. of month Oct. 1, 2018	end of month Oct. 31, 2018
Cash - Receipt/Disbursement Acct.	$210,577.52	$73,790.45
Cash - HCC Equity Acct.	108,071.63	118,024.59
- Cash due from/(to) Broker (HCC)	0.00	(64,152.98)
Cash - Boston Company Acct.	105,902.39	251,626.62
- Cash due from/(to) Broker (Bos.)	0.00	9,959.70
Cash - Mutual Fund Acct.	0.00	0.00
Cash - Integrity Fixed Acct.	3,973.90	212,162.65
- Cash due from/(to) Broker (Integ).	78,800.00	(58,600.78)
Total Cash	$507,325.44	$542,810.25

City of Port Orange
General Employees Defined Benefit Retirement Plan

Asset Recap as of October 31, 2018

		Cost Value	*Market Value*
CASH	All accounts combined	$542,810.25	$542,810.25
BONDS	US Treasury Obligations	$792,286.51	$772,217.76
	US Government Obligations	1,769,742.91	1,709,912.91
	Corp. & Foreign Bonds	4,234,258.31	4,073,331.22
	Municipal Obligations	135,000.00	134,069.85
	Total Fixed Income (Integrity)	$6,931,287.73	$6,689,531.74
EQUITIES (Includes Exchange Traded Funds)		$10,984,786.24	$13,448,776.32
INT'L EQUITY MUTUAL FUNDS		$2,474,978.63	$3,373,302.81
REAL ESTATE TRUST ACCOUNT (Prin.)		$3,950,000.00	$5,572,786.86
FLORIDA MUNI. INVEST. TRUST		$2,000,000.00	$3,505,368.57
PREPAID RETIREMENT BENEFITS		$203,646.55	$203,646.55
TOTALS BEFORE ACCRUALS		$27,087,509.40	$33,336,223.10
	Accrued Dividends	9,741.13	9,741.13
	Accrued Interest	63,710.56	63,710.56
	Other Rec./Payable - Refunds	0.00	0.00
TOTAL Acct. VALUE as of Oct. 31, 2018		**$27,160,961.09**	**$33,409,674.79**
	Receipt/Disb Acct.	*$73,790.45*	*$73,790.45*
	HCC Account	*5,754,636.15*	*6,640,696.96*
	Boston Company	*5,555,829.16*	*7,133,758.43*
	Mutual Fund Account - Int.	*2,474,978.63*	*3,373,302.81*
	Principal Real Estate Acct.	*3,950,000.00*	*5,572,786.86*
	Prepaid benefits - First St.	*203,646.55*	*203,646.55*
	Florida Municipal Invst. Trust	*2,000,000.00*	*3,505,368.57*
	Other Rec./Payable - Refunds	*0.00*	*0.00*
	Integrity Financial Acct.	*7,148,080.15*	*6,906,324.16*
	Total Account Check	*$27,160,961.09*	*$33,409,674.79*

Cost and Market Value Reconciliation as of October 31, 2018

	Cost Value	*Market Value*
Values as of October 1, 2018	$27,102,075.46	$35,365,313.95
Contributions	93,574.43	93,574.43
Income Receipts	196,025.91	196,025.91
Change in Accruals	914.96	914.96
Benefit Payments	(203,646.55)	(203,646.55)
Admin. and Invest. Expenses	(27,919.03)	(27,919.03)
Unrealized Gain / (Loss)	0.00	(2,014,524.79)
Adjust to Balance - wrote off redeposit*	(64.09)	(64.09)
Values as of Oct. 31, 2018	**$27,160,961.09**	**$33,409,674.79**
Yield for the month (net of admin and invest. expenses)	0.62%	-5.23%

* Deceased participant repayment was collected, but amount received was $64.09 short of total redeposit due. Will add back if received in future.

City of Port Orange
General Employees Defined Benefit Retirement Plan

Monthly, Quarterly and Year-to-date Review of Investment Performance - 10/31/2018

	Fiscal Year	1st Quarter	Current Month
Start	10/01/2018	10/01/2018	
End	09/30/2019	12/31/2018	October-18
Market Value - Start	$35,365,313.95	35,365,313.95	$35,365,313.95
Contributions			
- City	67,593.39	67,593.39	67,593.39
- Mandatory 7.5%	23,800.48	23,800.48	23,800.48
- Voluntary EE	2,180.56	2,180.56	2,180.56
Other Income	0.00	0.00	0.00
Interest	25,164.67	25,164.67	25,164.67
Dividends	22,106.33	22,106.33	22,106.33
Realized Gains/(Losses)	148,690.82	148,690.82	148,690.82
Increase/(Decrease) in Unrealized Appreciation	(2,014,524.79)	(2,014,524.79)	(2,014,524.79)
Prior Accrued Interest	(72,536.73)	(72,536.73)	(72,536.73)
Current Accrued Interest	73,451.69	73,451.69	73,451.69
Payments to Participants	(203,646.55)	(203,646.55)	(203,646.55)
Administrative Expenses	(5,463.32)	(5,463.32)	(5,463.32)
Investment Expenses	(22,455.71)	(22,455.71)	(22,455.71)
Market Value - End	$33,409,674.79	$33,409,674.79	$33,409,674.79
Yield per 2i/(a+b-i)	-5.2267%	-5.2267%	-5.2267%
i	*(1,845,567.04)*	*(1,845,567.04)*	*(1,845,567.04)*
2i	*(3,691,134.08)*	*(3,691,134.08)*	*(3,691,134.08)*
a+b-i	*70,620,555.78*	*70,620,555.78*	*70,620,555.78*
Contributions for period:	93,574.43	93,574.43	93,574.43
Bens/Exp. for period:	(231,565.58)	(231,565.58)	(231,565.58)
Net Cash Flow before income: (Vol. cons/ benefits included)	(137,991.15)	(137,991.15)	(137,991.15)

Consent Agenda

WARRANT NO. 140-18

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 11&12/2018; INV #POG110)	$ 5,000.00
The Boston Company (3rd Qtr. 2018 Mgmt. Fees; INV #97416)	$ 9,869.21
James Loper (STMT #45 dated 11/30/18)	$ 125.00
FPPTA (2019 Membership Renewal)	$ 600.00

Approved by the following members of the Board of Trustees this 17th day of December, 2018

____________________ Trustee

____________________ Trustee

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

INVOICE

INVOICE NO.: POG110

Bill To:

CITY OF PORT ORANGE
GENERAL EMPLOYEES'
DEFINED BENEFIT PLAN

Date	Hours	Description	Unit Pr	Total
November 2018		Monthly Flat Fee		$ 2,500.00
December 2018		Monthly Flat Fee		$ 2,500.00

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

THE BOSTON COMPANY

ASSET MANAGEMENT

BNY MELLON AMNA

10/24/2018
Invoice 97416

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	**07/01/2018 - 09/30/2018**
Account Name	**Amount due**
CITY OF PORT ORANGE GENERAL EMPLOYEES RETIREMENT PLAN	$ 9,869.21
Total:	**$ 9,869.21**
Total Due for Current Period:	**$ 9,869.21**

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.

CC: Elizabeth McManus

Remittance Slip

Invoice Number:	97416	**Billing Period:**	07/01/2018 - 09/30/2018
Invoice Date:	10/24/2018	**Account Number:**	BOS1543

Amount Due: **$ 9,869.21**

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 97416

CITY OF PORT ORANGE GENERAL
EMPLOYEES RETIREMENT PLAN

Billing Detail

Billing period:
07/01/2018 - 09/30/2018

Invoice date:
10/24/2018

CITY OF PORT ORANGE GENERAL EMPLOYEES RETIREMENT PLAN - BOS1543

US Large Cap Growth Equity SM

Management fee

Activity	Date	Basis in USD
Market value	09/30/2018	7,895,367.48
Total Basis:		**$ 7,895,367.48**

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	7,895,367.48	39,476.84	9,869.21
Totals:		**$ 7,895,367.48**	**$ 39,476.84**	**$ 9,869.21**

Billing Summary	
Management fee	$ 9,869.21
Total Current Charges:	**$ 9,869.21**

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

11/30/2018
ACCOUNT NO: 836-000M
STATEMENT NO: 45

ATTN: Pete Prior

Pension

		PREVIOUS BALANCE		$825.00
			HOURS	
10/17/2018	JBL	Reviewing e-mail from Pete Prior re: union agreement to close plan; phone conference with Pete Prior re: same; note to file.	0.50	
		FOR CURRENT SERVICES RENDERED	0.50	125.00
		TOTAL CURRENT WORK		125.00
10/02/2018		FEE PAYMENT. THANK YOU. Check #65084		-825.00
		BALANCE DUE		$125.00

FPPTA

November 5, 2018

Bill To		**Ship To**	
Customer	City of Port Orange GE Pension Fund	**Recipient**	FPPTA
Address	3810 Inverrary Blvd, Ste 303 Lauderhill, FL 33319		2946 Wellington Circle East Tallahassee, FL 32309

Qty.	Description	Unit Price	Line Total
1	2019 Annual FPPTA Membership Renewal	$600	$600
		Total	$600

Thank you for your business!

FPPTA

2946 Wellington Circle East
Tallahassee, FL 32309

Mandatory Plan Distributions

LUMP SUM PAYMENT AUTHORIZATION

First State Trust Company, 2 Righter Parkway Suite 250 Wilmington DE 19803

Email completed form to: cashops@fs-trust.com

City of Port Orange General Employees Defined Benefit Plan 70002129

You are hereby authorized to make payment as outlined below:

Curry, Edward
Participant or Beneficiary Name (Last, First, M) Social Security Number

SEND CHECK TO:

Address Line 1: Home address
Address Line 2:
Street:
City: State: Zip Code:

PARTICIPANT TAX RECORD:

Street:
City: Edgewater State: FL Zip Code: 32141
Country: Birth Date: /
Country:

a. DISTRIBUTION AMOUNT:

Account No.	Investment Option	Amount
70002129	C/D	$ 8,320.56

e. Tax Form Type: 1099
f. 1099-R Category of Distribution:
g. Federal Tax Method: Federal Tax % (if Method P): 20%
h. State Tax Amount: State:

TOTAL AMOUNT $ 6,656.45

b. **DEDUCTIONS**: Federal Tax $ $ 1,664.11

State Tax $

c. Distribution Type: Refund Contribution Benefit Type:

d. Is this distribution exempt from mandatory 20% withholding? Yes ___ No ___

☐ The initials in the box to the left authorize you to act on these instructions. Original will not follow.

Laurel Patterson 954-730 2068 Ext.213

Prepared by Phone Number Date

Special Mailing Instructions:

[signature] 10/30/18
Authorized Signature Date

[signature] 10/30/18
2nd Authorized Signature (if applicable) Date

Mei Fang

From:	Dave Leonard <davelfla@aol.com>
Sent:	Thursday, October 18, 2018 9:10 AM
To:	mei@benefits-usa.org
Cc:	'Carrizales, Heather'
Subject:	E. Curry Refund Calc and forms
Attachments:	Curry Refund Calc- PO.pdf; Curry Refund Paperwork - PO.pdf

Hi Mei -

This email is in reference to Edward Curry, who resigned from his position with the City on October 21, 2018. Although Mr. Curry is not eligible for vested employer benefits, he is entitled to a refund of his contributions in the plan.

Because the amount of his refund is in excess of $200, he must complete a distribution election form and potentially be subject to 20% withholding on the taxable portion of his distribution.

Mr. Curry's refund is comprised of the following:

Employee Contributions:	$7,884.88
Interest Earnings:	435.68
Total Refund:	$8,320.56

We have enclosed the following forms for distribution:

1. Instructions for Completion of Required Forms
2. Safe Harbor Act Notice
3. Participant's Election for Distribution

Please have Mr. Curry complete these forms and then return them to you for processing of his distribution.

WE WOULD RECOMMEND THE PAPERWORK BE SENT TO THE PARTICIPANT VIA CERTIFIED MAIL, RETURN RECEIPT REQUESTED.

Please feel free to give me a call if you have any questions.

Best regards,

Dave

--

David G. Leonard, A.S.A.
533 N. Nova Rd. - Suite 207

Return of Contributions Calculation for City of Port Orange General Employees Defined Benefit Retirement Plan

Edward Curry

Contribution and Interest History

	Contributions	Interest	Total
09/30/2017	$5,272.89	$163.84	$5,436.73
Fiscal 17-18	2,377.60	271.84	2,649.44
09/30/2018	7,650.49	435.68	8,086.17
Fiscal 18-19	234.39	0.00	234.39
10/21/2018	$7,884.88	$435.68	$8,320.56

Dusty L Buck
10/18/18

10/18/18

Edward Curry- #FL113

PARTICIPANT'S ELECTION FOR DISTRIBUTION

I have read the "Safe Harbor Act" notice explaining the distribution and tax withholding options available to me as a participant in the City of Port Orange General Employees Defined Benefit Retirement Plan

I agree to receive the benefits due me in the form of an immediate single cash payment of $8,320.56.

CHECK ONE BOX ONLY

[✓] Take a cash distribution for the total amount and withhold federal income taxes of 20% of the taxable gross amount

[ ] Make a direct rollover of the total distribution to an IRA account already opened in my name. I direct that the check be made payable to:

______________________________, as Trustee of
(Name of Financial Institution)
Individual Retirement Account of ______________________.
(Your Full Name)

[ ] Make a direct rollover of the total distribution to a qualified retirement plan sponsored by another employer. I direct that the check be made payable to:

Trustee of ______________________________
(Full Plan Name)
______________________ FBO ______________________
(Your Full Name)

[ ] Take a partial cash distribution of $_________ payable to me and withhold federal income taxes of 20% of the taxable amount of the cash distribution

AND

Make a direct rollover of the remaining distribution to an IRA account already opened in my name. I direct that the check be made payable to:

______________________________, as Trustee of
(Name of Financial Institution)
Individual Retirement Account of ______________________.
(Your Full Name)

Edward Curry- #FL113

[ ] Take a partial cash distribution of $_________ payable to me and withhold federal income taxes of 20% of the taxable amount of the cash distribution

AND

Make a direct rollover of the remaining distribution to a qualified retirement plan sponsored by another employer. I direct that the check be made payable to:

Trustee of ____

(Full Plan Name)

______________________ FBO ____________________________________

(Your Full Name)

I represent that - if I elected a direct rollover - the above named eligible retirement plan or IRA is an individual retirement account or individual retirement annuity established in my name, or a qualified retirement plan or annuity plan which accepts direct rollovers.

I understand that I have at least 30 days from the date of receipt of this information in which to make this election. I further understand that by signing this form prior to the expiration of the 30 day period, my distribution will be paid as soon as it is administratively feasible, even if it is sooner than the 30 day period I would normally have to complete these forms.

Social Security No. ______________

Ed Curry
Participant Signature

Witness Signature

10-26-2018
Date

ATTENTION ALL:

Please use this schedule as your guide for the 2019 Board Meetings

2019 CITY OF PORT ORANGE GENERAL PENSION BOARD MEETING DATES

Monday January 28th, 2019 - Regular Meeting@2:00pm

Monday February 25th, 2019 – Regular Meeting@2:00pm

Monday March 25th, 2019 - Quarterly Meeting@2:00pm

Monday April 22nd, 2019 - Regular Meeting@2:00pm

Monday May 20th, 2019 – Regular Meeting @2:00pm 5/27 is Memorial Day

Monday June 24th, 2019 – Regular Meeting @2:00pm

Monday July 22nd, 2019 - Quarterly Meeting@2:00pm

Monday July 22nd, 2019 - 2019 Employee Pension Fund Conference@12:30pm Chambers

Monday August 26th, 2019 – Regular Meeting@2:00pm

Monday September 23rd, 2019 - Quarterly Meeting@2:00pm

Monday October 28th, 2019 - Regular Meeting@2:00pm

Monday December 16th, 2019 - Quarterly Meeting@2:00pm