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RETIREMENT SYSTEMS OF ALABAMA
TEACHERS' RETIREMENT SYSTEM
BOARD OF CONTROL
201 South Union Street
Montgomery, Alabama 36104
877.517.0020

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ORIGINAL

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VIDEOCONFERENCE TEACHERS' RETIREMENT

SYSTEM BOARD OF CONTROL MEETING reported by Jeana S. Boggs, Certified Court Reporter and Notary Public, in the conference room of the Retirement Systems of Alabama, 201 South Union Street, Montgomery, Alabama, that was held at approximately 10:30 a.m., Tuesday, September 13th, 2021.

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APPEARANCES

BOARD MEMBERS:

MR. LUKE HALLMARK, CHAIRMAN
MR. RICKY WHALEY, VICE-CHAIRMAN
DR. ERIC MACKEY
MR. BILL POOLE
DR. JOSEPH G. VAN MATRE
DR. KELLI SHOMAKER
DR. SUSAN BROWN
MRS. SUSAN LOCKRIDGE
MS. PEGGY MOBLEY
MS. ANITA GIBSON
MR. THOMAS JONES
MS. AMY CREW
MS. AMY FOWLER
MS. MARY BETH TATE

BOARD MEMBERS ABSENT:

MR. JOHN MCMILLAN
MR. JOSEPH VAN MATRE

1 ALSO PRESENT:

2 DR. DAVID BRONNER, RSA SECRETARY/TREASURER

3 MR. DON YANCEY, DEPUTY DIRECTOR

4 MS. JO MOORE, DEPUTY DIRECTOR/ADMINISTRATION

5 MS. DIANE SCOTT, CFO

6 MS. EMILY EATON, RSA ASSISTANT

7 MR. MARC GREEN, RSA CIO

8 MR. LARRY LANGER, CAVANAUGH MACDONALD

9 MR. ED KOEBEL, CAVANAUGH MACDONALD

10 MR. MATT STROM, SEGAL

11 MR. NICHOLAS COLLIER, MILLIMAN

12 MR. SCOTT PORTER, MILLIMAN

13 MR. DAN PATINO, 55 WATER ST, NY

14 MR. TIM SALVEMINI, 55 WATER ST, NY

15 MR. SCOTT BROOKRIDGE, 55 WATER ST, NY

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CALL TO ORDER/ROLL CALL

CHAIRMAN HALLMARK: All right.
If everybody would go ahead and get their
TRS Board of Control packet out, we will
go ahead and get started. We are just
about right on time.

I do have to make a couple of
changes after we have roll call before
we get started with our meeting.

Emily, would you call roll,
please.

MS. EATON: Sure. Luke Hallmark?

CHAIRMAN HALLMARK: Here.

MS. EATON: Ricky Whaley?

MR. WHALEY: Here.

MS. EATON: Bill Poole?

MR. POOLE: Here.

MS. EATON: John McMillan?

(No response).

MS. EATON: Eric Mackey?

DR. MACKEY: Here.

MS. EATON: Joseph Van Matre?

(No response).

1 MS. EATON: Kelli Shomaker?

2 MS. SHOMAKER: Here.

3 MS. EATON: Susan Brown?

4 DR. SUSAN BROWN: Present.

5 MS. EATON: Amy Crew?

6 MS. CREW: Here.

7 MS. EATON: Peggy Mobley?

8 MS. MOBLEY: Here.

9 MS. EATON: Susan Lockridge?

10 MRS. LOCKRIDGE: Here.

11 MS. EATON: Thomas Jones?

12 MR. JONES: Here.

13 MS. EATON: Amy Fowler?

14 MS. FOWLER: Here.

15 MS. EATON: Anita Gibson?

16 MS. GIBSON: Here.

17 MS. EATON: Mary Beth Tate?

18 MS. TATE: Here.

19 CHAIRMAN HALLMARK: Okay. We do
20 have a quorum.

21 Okay. In our agenda, because I
22 think we have a member that's going to
23 have to leave a little early, we have

1 Item VII, which is our 55 Water
2 Presentation, we are going to take Item
3 VII and we are going to move it over to
4 Item XII. And that will be right after
5 the Appointment of Board Investment
6 Advisor from Ms. Scott.

7 So, our Item XII for approvals
8 will still say -- let's see. What will
9 happen is the 55 Water Presentation --
10 everything will bump up one.

11 So, the approvals will stay as
12 XII, and then the 55 Water Presentation
13 will move to XI, and then everything
14 will just bump up one because V, the
15 Experience Study, will then go from VIII
16 to VII. And we will move up from there.

17 So, that's only thing I see that
18 we to -- as far as the amending the
19 agenda that needs to be made at this
20 time.

21 So, with the amendment to the
22 agenda, I do need approval of today's
23 agenda.

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APPROVAL OF AGENDA

MS. GIBSON: So moved.

CHAIRMAN HALLMARK: So moved, Ms. Gibson. Second?

MRS. LOCKRIDGE: Second.

CHAIRMAN HALLMARK: Second. Mrs. Lockridge. Any more discussion?

(No response).

CHAIRMAN HALLMARK: All in favor say "aye"?

(Board members saying "aye").

CHAIRMAN HALLMARK: All opposed, like sign?

(No response.)

APPROVAL OF 6/1/2021 MINUTES

CHAIRMAN HALLMARK: Now, approval of the June 1st, 2021, meeting minutes, on page eight, if you will look on page eight, we have the name Ed Macdonald in the minutes, and it should be Ed Koebel, and that was just a little mistake there. So, we do need to get that corrected at this time.

1 Did anybody see any other
2 minutes, anything in the minutes that
3 needed to be amended?

4 (No response).

5 CHAIRMAN HALLMARK: Okay. So, at
6 this time, I will need a motion to approve
7 June 1, 2021, meeting minutes.

8 MS. MOBLEY: Motion.

9 CHAIRMAN HALLMARK: Ms. Mobley.
10 Second?

11 MR. WHALEY: Second.

12 CHAIRMAN HALLMARK: Mr. Whaley.
13 Any more discussion?

14 (No response).

15 CHAIRMAN HALLMARK: All in favor
16 say "aye."

17 (Board members saying "aye").

18 CHAIRMAN HALLMARK: All opposed,
19 like sign?

20 (No response.)

21 CHAIRMAN HALLMARK: Ayes carry.

22 Our next item will be Item IV,
23 and that's going to be Adoption of the

1 Formal Resolutions of Signatures. Ms.
2 Scott?

3 **ADOPTION OF FORMAL RESOLUTIONS OF SIGNATURES**

4 MS. DIANE SCOTT: Good morning,
5 again.

6 If you all will turn to page 28
7 in your agenda, we have had some
8 changeover in staff, and part of the law
9 says that the Board is to designate,
10 appoint and authorize individuals to
11 sign or cosign vouchers for investments,
12 for payroll, any kind of payment that
13 goes out from RSA. So, we have the
14 signatures here on two pages of managers
15 and deputies and Dr. Bronner.

16 So, we would ask that the Board
17 approve these.

18 CHAIRMAN HALLMARK: Okay. We
19 have heard Ms. Scott's recommendation for
20 the adoption of the Formal Resolution of
21 Signatures. At this time, I will need a
22 motion to approve.

23 DR. MACKEY: So moved.

1 CHAIRMAN HALLMARK: Dr. Mackey.

2 Second?

3 MR. JONES: Second.

4 CHAIRMAN HALLMARK: Mr. Jones.

5 Any discussion on this?

6 (No response).

7 CHAIRMAN HALLMARK: All in favor
8 say "aye."

9 (Board members saying "aye").

10 CHAIRMAN HALLMARK: All opposed,
11 like sign?

12 (No response.)

13 CHAIRMAN HALLMARK: Ayes carry.

14 Next will be Item V, Dr.

15 Bronner, the Adoption of Resolution to
16 Transfer Titles and Securities.

17 **ADOPTION OF RESOLUTION TO TRANSFER**

18 **TITLES AND SECURITIES**

19 DR. BRONNER: We have Mr. Poole
20 joining us from the Legislature to the
21 Bureau of Credit side. Welcome.

22 And so, this is the form that we
23 use consistently, have used it for 40

1 years. I just need it on Wall Street to
2 function.

3 CHAIRMAN HALLMARK: Okay. You
4 have heard Dr. Bronner's recommendation to
5 adopt the resolution to transfer titles
6 and securities that will include Mr. Bill
7 Poole, who is our Ex-officio, Director of
8 Finance. I need a motion to approve this.

9 MRS. LOCKRIDGE: So moved.

10 CHAIRMAN HALLMARK: Mrs.
11 Lockridge.

12 MS. MOBLEY: Second.

13 CHAIRMAN HALLMARK: Second, Ms.
14 Mobley. Any discussion?

15 (No response).

16 CHAIRMAN HALLMARK: All in favor
17 say "aye"?

18 (Board members saying "aye").

19 CHAIRMAN HALLMARK: All opposed,
20 like sign?

21 (No response.)

22 CHAIRMAN HALLMARK: Ayes carry.

23 Mr. Green, Investment

1 Performance Report. I know you are
2 happy.

3 **INVESTMENT PERFORMANCE REPORT**

4 MR. MARC GREEN: Certainly. So,
5 the Investment Performance Report is on
6 page 31 in the Board book. I will
7 concentrate on the fiscal year-to-date
8 column in the middle of the page. So,
9 this will cover the first ten months of
10 2021.

11 Per usual, the first section,
12 U.S. Equities, if you drop down to the
13 two bold lines, you can see our return
14 was 35.95%, benchmark of 36.82%. So, 87
15 basis points below benchmark.

16 A couple of reasons there, we
17 have continued to roll out small hedges
18 in the S&P 500. So, we have marks on
19 that that are going against us. That's
20 the vast preponderance of the relative
21 underperformance.

22 Under International Equities,
23 you can see the return was 25.31% versus

1 25.70%. So, 39 basis points below
2 there.

3 If you will flip the page, total
4 global equity return is 33.53% versus
5 benchmark 34.31.

6 The next section, Fixed Income
7 return is 1.02%. Two lines below that,
8 you can see the Barclays Aggregate bond
9 return was 16 basis points. So, we are
10 doing better in fixed income, but pretty
11 nominal returns in fixed.

12 Under alternatives, private
13 placement is up 5.46%. Preferred and
14 private equity up 12.41%, and blending
15 those two up 10.37%.

16 The next section, Real Estate,
17 we get real estate appraised once a
18 year. So, the return is de minimis
19 until we get through the end of our
20 fiscal year. So, you see two basis
21 points there. And we also started a
22 public refund in the December. And you
23 can look under that calendar

1 year-to-date column, and you can see the
2 return was 29%. So, a big return in the
3 RIT world.

4 So, total real estate was up
5 3.31%. Blending fixed income and
6 alternatives, the return was 3.97%.

7 The next section, cash, if you
8 drop down to the bottom, you can see it
9 was 15 basis point. So, very little
10 yield in the short end of the curve.

11 And, lastly, on page 33, the
12 total fund return was 22.94% versus
13 24.61%. But just keep in mind that we
14 have about 9% of the fund that has a
15 zero return until we get through our
16 year that gets marked against
17 the increase for return every month.
18 So, there is always a drag.

19 And that's a quick run-through
20 for performance. Any questions, I will
21 try to address.

22 CHAIRMAN HALLMARK: Any questions
23 at this time?

1 DR. BRONNER: Just like to make a
2 point, Mr. Chairman -- he told and you
3 might have missed it -- it's just for ten
4 months. Okay? We don't have September
5 and October on there. We know what
6 September did, but the whole month of
7 October -- September, pardon me, August
8 and September. September would decide
9 what we do -- what we made for the
10 previous 12 months. We won't know until
11 the 30th day of September. And September
12 is known as a rocky, rocky month. It
13 always has been, as well as October.

14 So, we know we are in this area.
15 But, again, I have watched the market
16 crash in two or three days before.

17 So, not anything -- nothing is
18 definite until I get until the 30th.
19 That's what I am trying to tell you. I
20 don't want you to be misled here because
21 20-something percent returns are mighty
22 good, much less not even counting in the
23 real estate.

1 I don't want you thinking that
2 we got any return like that even at
3 least for the next two weeks. We will
4 have the numbers, but we have to check
5 them about three times. But we will
6 have the numbers in October.

7 But do not think about or feel
8 that we have got, you know, a 20%, 25%
9 performance. Yeah, we have got it, but
10 it could all go away literally in two
11 weeks. And if last week was any
12 indication, it's costing me billions of
13 dollars again on literally a week.
14 Okay?

15 So, I just want to over-
16 emphasize that just like I over-
17 emphasize when we have six-month report
18 usually in June or thereabouts. I
19 always tell you it's meaningless,
20 because we are going to get graded on
21 what is the yearend thing. It's
22 meaningless. I've seen it be terrible.
23 It would be great by the end of the

1 year. I've seen it be great in the
2 middle of the year, and I've seen a
3 terrible report.

4 Since 1973, there's four years
5 that we lost money on: 2000, 2001 and
6 2008 and 2009. And those numbers are
7 scary, because one year we lost \$4
8 billion in one year.

9 We are not in control. So, you
10 have got to sort of sit there and think
11 that you're on literally a
12 rollercoaster, but you are not in charge
13 of the controls here. We can modify
14 some things. And he told you that some
15 of the negative numbers that he showed
16 you there are miniscule, but they are
17 negative numbers because he is
18 hedging -- he is trying to make sure
19 that the market went up this far, and
20 then it starts to fall like a rock, but
21 there is someplace in there that we have
22 a little better average than everybody
23 else.

1 But you won't really be able to
2 grade us until the end of -- until
3 October sometime when they get to it.
4 And you have to understand we are so
5 paranoid on this one-day stuff, because
6 one-day stuff can make all the
7 difference in the world.

8 You know, he remembered the
9 terrible tragedy in New York, the three
10 people that will get to talk after the
11 actuaries talk are from New York. They
12 were with me on 9/11. But one day can
13 change the world.

14 So, that's why I hesitate to let
15 you walk out of here thinking that, you
16 know, these numbers look good. Well,
17 they did look good in August, but it
18 doesn't mean anything.

19 So, September 30th is our key
20 date every year once a year, and you
21 will see that he spoke to you also about
22 real estate. Real estate -- We spend a
23 ton of money valuing because we have to

1 once a year. We don't value it every
2 month. That's why it's usually zero or
3 nothing on there during the 12-month
4 period other than somebody, you know,
5 pays us a fee, or something, and
6 nickel/dime stuff.

7 So, but they have given us the
8 valuation on the properties, including
9 55 Water. You will see that today. So,
10 that will be in there.

11 So, everything will be a
12 complete report, but it is not given to
13 you until the 30th -- until our meeting
14 after we get through literally call the
15 numbers about three or four times to
16 make sure we are right, because
17 everybody will look at it around the
18 world. All right.

19 CHAIRMAN HALLMARK: Dr. Mackey?

20 DR. MACKEY: It's intimidating to
21 ask questions after Dr. Bronner speaks.

22 DR. BRONNER: I'm sorry. I
23 didn't hear you.

1 DR. MACKEY: I said it's
2 intimidating to ask a question after you
3 speak.

4 But I just want to -- just
5 looking at that ten-year average, Marc,
6 it's a little over 9%, almost 10%. Am I
7 right our actuary target is like 77.5 or
8 something now?

9 MR. MARC GREEN: Right.

10 DR. MACKEY: So, we are on the
11 long-term above that --

12 MR. MARC GREEN: Yeah.

13 DR. MACKEY: -- assuming. And I
14 realize what you are saying, things
15 could -- but over ten years, that looks
16 really good.

17 MR. MARC GREEN: Yeah. But,
18 again, this is July. So, it's all that
19 September 30th snapshot. You would be
20 surprised what a two-month difference
21 could be.

22 DR. MACKEY: What that could do
23 the rolling average?

1 MR. MARC GREEN: It's not to say
2 that it's not the same exact number, but
3 chances are it is not going to be the same
4 number.

5 DR. BRONNER: Directly to his
6 point was that Canadian article that I
7 sent in the last couple of weeks about
8 Canada pension funds which instead of
9 using like a 7.50% or 7.75% or 8% that we
10 use forever, they use -- what are they
11 down to -- 3%, 2.5%, 4%? And that makes a
12 huge difference on you because then that
13 takes down your ability -- your State
14 costs go up like that.

15 But, anyway, that's what we want
16 to make sure everybody understood.

17 MR. MARC GREEN: Absolutely.

18 CHAIRMAN HALLMARK: What was it
19 like a year ago when we were looking at
20 closing, like, on September 30th? Were
21 we -- and I can't remember that far back.
22 But I mean, were we thinking the same
23 thing, hey, listen, let's don't get too

1 hypped up because things can happen?

2 MR. MARC GREEN: I think that's
3 always the case that you are nervous
4 about.

5 CHAIRMAN HALLMARK: So, this
6 isn't something knew?

7 MR. MARC GREEN: No, sir. I
8 think we go through this drill this time
9 every year.

10 CHAIRMAN HALLMARK: Okay. Any
11 other comments, questions?

12 (No response).

13 CHAIRMAN HALLMARK: Okay.

14 MR. MARC GREEN: Okay. So, page
15 34 gives you a pie chart diagram of the
16 asset allocation breakdown. You see about
17 69% of the funds invested in public
18 equities, 53.6% domestic; 15.3%,
19 international. Core fixed income about
20 10.3%. Again, private placements, private
21 equities almost 6%. Real estate is at 9%,
22 and cash is at 6%.

23 Page 35 gives you the compliance

1 run from 8/31/21, and you can see there
2 is a target allocation, a strategic
3 range. And we are -- if you go out to
4 the right-hand column within the
5 compliance range, that's set forth by
6 the IPS that the Board adopted.

7 And, lastly, on page 36, this is
8 the Universe Report. You can see there
9 is a one quarter through ten years. So,
10 for our fiscal year would be the
11 three-quarter column and the return of
12 the median plan or 50th percentile was
13 21.12%. TRS plan was at 22.11%, so it
14 ranked in the 31st percentile. And we
15 can talk about any of these other
16 numbers.

17 So, if you go over to the first
18 quarter, you can see we are sort of at
19 the bottom of the barrel, but you have
20 got to remember in June about 80% to 85%
21 of other plans shut their books in June.
22 So, they true up everything in that
23 period. So, that's the biggest Delta

1 there is that they are marking up stuff
2 that we have a bunch of stale valuations
3 on. So, that number is always pretty
4 much off the mark unless you actually
5 have a down quarter that month, and we
6 look good. But when you have a big
7 quarter, up 6.28% on average, we are
8 going to lag.

9 So, that concludes my report,
10 and I will be glad to address any
11 questions.

12 CHAIRMAN HALLMARK: Any other
13 comments or questions at this time?

14 (No response).

15 CHAIRMAN HALLMARK: Okay. Thank
16 you.

17 MR. MARC GREEN: Thank you.

18 CHAIRMAN HALLMARK: The next item
19 will be Item VII, and that's going to be
20 the five-year experience study.

21 Ms. Scott.

22 **FIVE-YEAR EXPERIENCE STUDY**

23 MS. DIANE SCOTT: Good morning

1 again.

2 So, if you will go to page 79, I
3 am going to, first of all, give you an
4 overview of what we have done, an
5 overview of what you are about to
6 experience and an overview of the things
7 that I want you to be listening for as
8 the presentations through this section
9 happen.

10 The law says that we shall have
11 an experience study performed on our
12 data at least every five years. So,
13 this was the year for 2016 through 2020.
14 So, we had an experience study performed
15 after the fiscal 2020 valuation was
16 completed.

17 The law further says that the
18 Board shall adopt the recommendations of
19 the actuary. But we want you to
20 understand that, and we want to make
21 sure that those recommendations are
22 sound, sound under actuarial principles
23 as well as sound under financial

1 reporting because, since GASB 68 and 67
2 have come in in the last ten years, the
3 unfunded liability of our plan is
4 divvied up and booked on each of our
5 participating employers' financial
6 statements. Those are significant
7 numbers. And those numbers are greater
8 than the materiality limit for their
9 auditors.

10 So, we want to make sure that
11 what we are producing related to our
12 valuations and our GASB reports that are
13 given to our employers are things that
14 are defensible and reasonable and within
15 accounting guidelines for those
16 employers to book on their financial
17 statements.

18 So, we take a lot of care in
19 making sure that we come to you with
20 good changes. Okay?

21 So, first of all, on this page
22 79, I purposely put the recommendation
23 first so you can hopefully have already

1 glanced through the changes that the
2 actuary is going to recommend and the
3 recommendation because, at the end of
4 these presentations, I will come back
5 and present it's time to vote.

6 Now, how we are going to do
7 this? Cavanaugh Macdonald is here, Ed
8 Koebel and Larry Langer. They are going
9 to present their recommendations. We
10 also feel important that it is good to
11 have someone else look over their
12 shoulder. So, what we did was to have
13 an RFP, and we contracted with two
14 actuarial firms who have a lot of public
15 sector work to peer review the results
16 of the experience study and to complete
17 a limited scope audit of the
18 September 30, 2020, valuation.

19 So, once Cavanaugh Macdonald has
20 presented to you the recommendations and
21 the reasoning for those, we will then
22 have Segal, who is represented here by
23 Matthew Strom, to come and go through

1 their presentation, which you have their
2 presentation next in your book and on
3 Directorpoint of what their findings
4 are. Once they have completed that,
5 Cavanaugh Macdonald will come back and
6 respond to you on their findings.

7 Then we will have Milliman who
8 is represented here by Nick Collier and
9 Scott Porter. They will present their
10 findings on the peer review and the
11 limited scope audit. Cavanaugh
12 Macdonald will come back and respond to
13 that.

14 So, I suspect that if you have
15 questions along the way, they are
16 probably going to be answered through
17 all of this. I have asked them to limit
18 their comments to 10 minutes each so
19 that we can get through this, and I
20 think we are ready to begin.

21 CHAIRMAN HALLMARK: Okay.

22 MS. DIANE SCOTT: So, the first
23 will be Ed Macdonald -- no, it will not be

1 Ed Macdonald. It will be Ed Koebel, and I
2 think Larry is coming. So, it would be
3 Larry.

4 DR. BRONNER: I like Ed.

5 MR. LANGER: That's beautiful.

6 Thank you, Diane.

7 **CAVANAUGH MACDONALD**

8 **TRS EXPERIENCE STUDY RECOMMENDATIONS**

9 MR. LANGER: Mr. Chair, members
10 of the Board, Larry Langer from Cavanaugh
11 Macdonald. And it's Ed Koebel. I
12 misstated that at the last meeting. It is
13 not Ed Macdonald.

14 If you go back to -- I am using
15 technology, so this should go pretty
16 well. Go back to page 79 of the
17 presentation, if you would, or of your
18 Directorpoint.

19 And in summary of changes that
20 are sitting here, this is a quick
21 snapshot of all the changes. We
22 reviewed every assumption and method
23 that goes into the valuation before

1 recommending our changes. And these are
2 the things that changed. This means
3 everything else is staying the same.
4 But most of these things are reasonably
5 big deals as we go through it.

6 Despite the list of changes that
7 are here, there are really only a couple
8 that people ask about pretty routinely;
9 but if I skip one of your favorite
10 assumptions or methods, I will certainly
11 be more than happy to go back and
12 discuss it.

13 So, with that, I am going to
14 move on -- oh, this actually is working.
15 This is so wonderful. Sorry.

16 On slide 81, you know, the
17 actuarial valuations -- and this is in
18 the Directorpoint. This is our formal
19 presentation. We do have a report on
20 this, as well. But the actuarial
21 valuation, one of the key components of
22 the actuarial valuation is making use of
23 assumptions to estimate things like when

1 benefits occur, how much will those
2 benefits be, how long will they be paid
3 for. And these assumptions we
4 periodically review them. And they need
5 to be a best estimate of what we
6 anticipate will happen in the future.

7 So, we always want to get hung
8 up on what happens in the past, but we
9 are looking tot the future. We look to
10 the past for purposes of recommendation,
11 but we are thinking about the future.

12 On slide three, we have a
13 schematic of the actuarial valuations
14 where assumptions and methods hang out
15 there, and you can see the valuation
16 process. We discussed this last time,
17 that the valuation process is a grand
18 budgeting exercise. So, we make use of
19 information now, but we have to estimate
20 what goes on in the future, and that's
21 where assumptions come in.

22 So, on slide four, or 83 of your
23 Directorpoint, a couple of big picture

1 items with regard to these assumptions
2 and the selections of assumptions there
3 are no correct assumptions. No one
4 knows with certainty what will happen in
5 the future. Actuaries -- you know, our
6 career is based upon trying to make
7 estimates of what we think will happen
8 in the future and we think we are pretty
9 good at at trying to determine those and
10 work those into our models. But there
11 is no correct set of assumptions. We
12 could present these assumptions to a few
13 different boards and end up with very
14 different assumptions for different
15 boards. Just there is no one perfect
16 answer as it were.

17 In the end, the Board of Control
18 will adopt assumptions or methods based
19 on Cavanaugh Macdonald's recommendations
20 contained in the experience study. And
21 we make the recommendations. As a Board
22 member, you kick the tire on it and then
23 eventually adopt it.

1 So, moving ahead, we are going
2 to talk about the three main things that
3 we are looking at. So, on page 85 of
4 the Directorpoint, we talk about
5 economic assumptions.

6 Now, I am going to talk a little
7 bit about actuarial standards of
8 practice. Our profession is ruled by
9 actuarial standards of practice. And I
10 look at them as a guideline of sorts.
11 It is not rules by any sense. It's not
12 thou shalt use a 7.75% investment return
13 assumption. It gives you all the
14 considerations an actuary should look at
15 in terms of setting those assumptions.

16 There are 56 of these actuarial
17 standards of practice. I believe it was
18 nine or ten of them will apply to public
19 sector pension plans actuaries make use
20 of routinely.

21 Actuarial standard of practice,
22 number 27, there is a big one with
23 regard to economic assumptions.

1 Economic assumptions are people -- not
2 people, money assumptions. Economic are
3 money assumptions, so the big one there
4 is the investment return assumption.
5 And the things that actuarial standard
6 of practice number 27 asks us to take a
7 look at is, you know, it should reflect
8 our professional judgment taking into
9 consideration historical information but
10 also current economic information. So,
11 we do make use of what the investment --
12 you know, what Marc and his staff will
13 think will go on in the future, things
14 of that nature.

15 Moving on to slide 86,
16 demographic assumptions, people
17 assumptions, things that happen to
18 people. Here the big story is with
19 regard to mortality. We talked the last
20 time about new mortality assumptions
21 coming into play anticipating that
22 future generations of participants in
23 the plan will live longer than current

1 generations. This is all governed by
2 actuarial standard of practice, number
3 35.

4 And then, finally, in terms
5 of -- once you determine the benefits to
6 be paid from the fund and the overall
7 cost to the benefits, actuarial methods
8 are the funding policy are governed
9 within a couple of different areas,
10 actuarial standard of practice number
11 four and 44. We made use of those in
12 providing our recommendations, as well.

13 So, moving ahead, I am going to
14 get into an odd one because folks tend
15 not to think about this a ton, but we
16 should. It's inflation. Inflation
17 assumption, Diane had that earlier. It
18 was 2.75% where we are recommending it
19 to be reduced to 2.5%. And slide 11, we
20 looked at a couple of forecasts that
21 actuaries make use of. When we think of
22 inflation, we don't get hung up on what
23 happened over the past couple of years,

1 but what are the long-term impacts of
2 inflation. We think about participants
3 currently in the plan. They could be
4 receiving benefits 80, 90 years from
5 now.

6 So, we look at a five-year
7 projection for this type of thing. We
8 want a longer one. So, we always like
9 the Social Security Administration, that
10 second bullet point there, 75-year
11 forecast at the median. Their best cost
12 estimate is 2.4%.

13 On slide -- or on page 91 of
14 your Directorpoint, we see a comparison
15 of all your peers in terms of inflation
16 assumption. You can see 2.5%. It seems
17 to be the sweet spot. You know, surveys
18 are nice. It sort of tells you that you
19 are like other people, but, you know,
20 sometimes we don't want to be like other
21 people.

22 But these can be reassuring, but
23 our recommendation is to go to a 2.5%

1 inflation assumption. And that actually
2 drives, if we move ahead, to -- if we
3 move ahead to slide 15, when we talk
4 about the investment return assumption,
5 we don't look at the investment return
6 assumption by itself. We look at
7 inflation plus real return equals your
8 investment return.

9 So, here on slide 15, we provide
10 information by RSA investment staff in
11 terms of what the real returns would be
12 based upon their portfolio, and this is
13 looking forward. So, yes, it's nice to
14 know we got 9% return over the past
15 decade. But looking forward, what type
16 of real returns do we think we can get
17 from our portfolio.

18 In that middle column under
19 50th, that's 50th percentile, you can
20 see that the -- you know, we are
21 anticipating a 5.83% real return. Now,
22 the current real return being used as
23 4.95%. And this is nice to get this

1 from staff.

2 We also looked at Horizon
3 Actuarial Services. Their study on
4 slide -- or on PowerPoint -- or
5 Directorpoint 95, page 95, and using
6 your investment policy of the 50th
7 percentile return was 5.11%. Both of
8 those were above the 4.95% currently in
9 play. So, the real return we kept at
10 4.95%, but that means that the
11 investment return assumption we're
12 recommending to reduce that to 7.45%
13 from 7.75%.

14 I am going to move ahead now to
15 slide 18. One last thing, what peers
16 are doing with regard to the investment
17 return assumption. It's page 97 of your
18 Directorpoint. And you can see over the
19 last decade returns have been falling
20 significantly as they have been used in
21 these actuarial valuations. And it's
22 driven by what investment professionals
23 think can be achieved in the future, you

1 know. We think that less can be earned
2 in the portfolios. We need to change
3 our models and reduce those returns.
4 And so, it's been pretty consistent
5 across all plans that investment return
6 assumptions have been reducing.

7 Moving on, there's lots of
8 terrific slides in here that talk about
9 the process we went about and things of
10 that nature. And if you want me to go
11 back to any of these, I certainly will.
12 A lot of our recommendations with regard
13 to retirement, disability, mortality,
14 what we do is we go back and we take a
15 look at how many people we thought would
16 retire or become disabled or terminate
17 or die compared to what actually
18 happened and then adjust our rates to
19 reflect what actually happened to some.

20 And so, our recommendations are
21 contained in the report in the appendix
22 here. I was going to hop along to slide
23 28, the impact on the valuation results.

1 Now, we took the latest
2 valuation results that we presented back
3 in June. And here on page 107 of
4 Directorpoint, we show what we presented
5 back in June, the September 30th, 2020,
6 results. You can see the unfunded
7 liability at the top. And then in bold,
8 the contributions rates for Tier I and
9 Tier II.

10 And if we just take the
11 demographic changes, and that's
12 retirement, withdrawal and disability --
13 we will set aside mortality for a
14 minute -- those elements actually cause
15 reductions in costs and reductions in
16 the unfunded actuarial accrued
17 liability. And the big ones were
18 retirements were pushed back a little
19 bit later. I think we saw fewer
20 disabilities. But those types of
21 changes resulted in lower liabilities of
22 the fund and, as a result, lower
23 contributions.

1 Mortality is a different story.
2 The third column there we have all the
3 demographic changes plus mortality, and
4 you can see the impact of primarily
5 anticipating that future generations
6 will live longer than current
7 generations. You can see that the
8 funded ratio decreased from 71.3% to
9 70.3%. It's a rather large change.
10 That's all due to mortality. And you
11 can see the contribution rates
12 increased, as well, from 12.18% to
13 12.85% for Tier I., and a similar
14 increase for Tier II.

15 Finally, the biggest change is
16 the reduction in inflation which drove
17 the reduction in the investment return
18 assumption to 7.45%. That's in the
19 final column. And you can see that the
20 funded ratio went from the 70.3% down to
21 68.5%. Unfunded liability is now at
22 \$12.2 billion. And you can see the
23 contributions grew from last valuation

1 to here, 12.95% to 14.24% for Tier I;
2 11.44% to 13.04% to Tier II.

3 One little thing that's in there
4 that makes some difference over -- it
5 makes a lot of difference over the long
6 haul is that, in the past, the
7 amortization method or how we pay off
8 the unfunded liability, it was a
9 methodology that we would end up paying
10 off the unfunded liability sometime
11 around 2056 which would be around my
12 91st birthday, so pretty far off. We
13 have squeezed that down and now it will
14 be paid off by 2048.

15 So, maybe I will be around to
16 enjoy that. And that's contained within
17 our recommendations here, as well.

18 That summarizes the highlights
19 of prepared comments. A lot of other
20 terrific actuaries coming up to talk, as
21 well. Usually there's balloons and
22 streamers, but there's fine actuaries in
23 the room, and we will work on getting

1 those together soon.

2 Any questions or comments?

3 CHAIRMAN HALLMARK: Okay.

4 Questions or comments at this time?

5 (No response).

6 CHAIRMAN HALLMARK: Okay. Thank
7 you.

8 MR. LANGER: All right. Thank
9 you very much.

10 **EXPERIENCE STUDY AND LIMITED SCOPE AUDIT OF**
11 **9/30/2020 TRS VALUATIONS**

12 MR. STROM: Let me move this down
13 to the Matt level instead of the Larry
14 level.

15 Hi, I'm Matt Strom from Segal.
16 And as Diane mentioned, we prepared a
17 limited scope actuarial audit for the
18 valuations in 2020 but also we
19 prepared -- part of that review was
20 looking at the experience study which
21 Larry just talked about.

22 So, I think our first -- looking
23 at page 132, the scope was -- starting

1 with the valuations, it was really four
2 tasks that we did before looking at the
3 valuations, and it involved looking at
4 the data to make sure it was
5 comprehensive to be able to be used in
6 the valuation. We looked at test
7 slides. So, as a limited scope, we
8 didn't replicate the entire valuation,
9 but we took a subset of members and
10 attempted to replicate their liabilities
11 to make sure that the math was done
12 right.

13 We looked at the valuation
14 report to make sure that, once you have
15 those liabilities, is the other math
16 done right as far as calculating
17 actuarial assets and recommended
18 contribution rates.

19 And we also looked at the whole
20 report and the information that's being
21 provided to you-all to see if there is
22 any way to -- any recommendations for
23 improving clarity or quality or

1 transparency, and things like that.

2 And then, as far as the
3 experience study, that really consisted
4 of two things: One was looking at the
5 report and the procedure, and do we
6 agree with how things were done, and do
7 we agree with the recommendations? And
8 then also just looking for if there was
9 something we maybe done differently or
10 had a recommendation to do for the
11 future, did that, as well.

12 133, looking at the census data,
13 we did collect data from both the system
14 and the actuaries' data that they used
15 in the valuation, and we compared those
16 two files. We are looking for things
17 like, are there groups of people that
18 were in the systems data that don't
19 appear in the actuaries' data. If we
20 calculate average ages or total salary
21 or are we missing pockets of
22 information, we didn't find anything
23 like that. For the most part,

1 everything matched to about 1%, which is
2 pretty close. Most things matched
3 exactly.

4 So, we feel pretty comfortable
5 on the data. As you know, if you don't
6 start with good data, you can't really
7 rely on what's coming out. So, we feel
8 the data part is good.

9 For replication of test slides,
10 so looking at members' present value of
11 benefits I mentioned, so what we do is
12 we start with looking at the code and
13 what's reported as the benefits in
14 looking at member communications, like
15 the handbooks and stuff that you can
16 find online. We actually program our
17 system to -- what we think is what the
18 benefit provisions are. We use the
19 assumptions that are in the report and
20 given to us by the actuary, and we
21 collected information for 59 test
22 slides, so actives, cross-section of
23 actives, inactives, retired members,

1 across all different plans. And our
2 goal is to try to match with the PVB
3 within 5%. In 52 of our 59 people, we
4 matched within 1%, which is really
5 close. And, again, this is not just
6 looking at their information and
7 replicating that. We came in
8 independently.

9 So, the vast majority we matched
10 within 1%. We had six calculations that
11 were within plus or minus 3%, and there
12 was just one that was outside of our 5%
13 threshold. But as a dollar amount, it
14 was very small.

15 We were able to identify what
16 was causing that more than 5%
17 difference. It was just a methodology
18 difference between the two valuation
19 systems that actually, once you look at
20 more people across the entire system,
21 that people that you are higher offset
22 the people that you are lower just based
23 on that.

1 So, it nets out to a zero-sum
2 game there. So, we feel comfortable
3 with the liabilities and those
4 calculations.

5 On page 135, we did have a few
6 other comments that a provider in our
7 full report, but these are all very
8 small ticket items. The information
9 that we received from Cavanaugh
10 Macdonald was very detailed. And so, we
11 were able to go into that detailed
12 information and look at it, and we just
13 found some things that should be
14 adjusted a little bit.

15 But had we just looked at our
16 liability numbers, they were all so
17 close we probably never would have found
18 anything like this. So, these are all
19 fairly immaterial, and I did mention
20 that we did look at those calculations
21 of the contribution rates and the actual
22 math in the reports and agree with that,
23 as well.

1 On 136, we first -- as far as
2 clarity and transparency of the reports,
3 we noted some things that we thought
4 might improve the transparency and
5 clarity of the reports. But, you know,
6 we don't need to go through what these
7 are. Actually the last bullet had some
8 things that we typically see in other
9 reports that we thought might be good to
10 include in the valuation report, like a
11 history of AVA and market returns,
12 history of funded ratios, looking at
13 cash flow. So, a history of cash flow
14 so you can kind of see where your
15 benefits and expenses are going out but
16 your contributions are coming in and how
17 that's maybe in that negative to the
18 system.

19 And Mr. Langer did say in
20 corresponding that a lot of this stuff,
21 it's just in other places. It's not
22 actually in the valuation report. But
23 that was -- that's pretty much it for

1 the report.

2 And that's actually all the
3 comments from that part of the study.

4 So, the next was part of it was
5 looking at the experience study on page
6 137. So, when we look at the economic
7 assumptions, again, looking at
8 inflation, we believe that the 2.5%
9 assumption is reasonable. You look at
10 the public plans data, the peer systems,
11 and it's kind of right there. The one
12 caution about looking at the peer data
13 is that it's all -- it's collected and
14 then applied and then reported, and that
15 there is a little bit of a lag there and
16 a lot of systems are going through this
17 cycle.

18 So, for systems that went
19 lower -- that were sitting at 2.5 and
20 maybe went lower than that, you won't
21 see that come out in the database until
22 a little bit later, but that's just kind
23 of the nature of that database. It is

1 not collected in real time.

2 For the investment return, we
3 did match pretty closely using the same
4 kind of arithmetic, their 50th
5 percentile real rate of return based on
6 that Horizon survey information. So, we
7 feel comfortable with the arithmetic
8 there and adding that to the inflation.
9 We can see where they came with that,
10 just a couple of items to consider for
11 future is that we are talking about
12 pensions, their long-term -- long-term
13 entities, but there is -- if you look at
14 your liability, you do have a lot of
15 liability to be settled over the next --
16 the short-term over the next ten years.
17 Sometimes that's 50%. Sometimes it's
18 40% or somewhere in that range. But a
19 large portion of liability is expected
20 to be settled in a shorter period of
21 time, like ten years.

22 So, they used the 20-year
23 assumptions from the Horizon survey, but

1 that survey also does publish ten-year
2 assumptions. So, one thing that you can
3 do is say, well, let's look at the real
4 return from the 20-year and the 10-year
5 assumptions; and then based on how much
6 liability we're going to pay out over a
7 ten-year, you can kind of take away a
8 weighted average of those two. That's
9 one approach that you can do.

10 And then another one is with the
11 negative cash flow of a system. So, you
12 have a large system. It's okay to pay
13 out more in benefits and expenses than
14 you're receiving in contributions, but
15 what that means is that the amount of
16 money that you have at the beginning of
17 the year you are not able to invest that
18 for the entire year.

19 So, you have a little bit of a
20 cash flow drag. And so, maybe making an
21 adjustment for that negative cash flow
22 from the assumption.

23 Payroll growth we agreed with.

1 You know, obviously the 25-basis-point
2 decrease in the inflation goes right
3 down to the payroll growth. We did
4 notice that for TRS that recent
5 experience has been lower than the two
6 and three quarters. So, to the extent
7 that you feel -- well, actually what we
8 had four or five years is pretty
9 indicative of what we expect over the
10 long-term. That might be a reason to
11 think more about that assumption, but on
12 the surface, we didn't have a problem
13 with two and three quarters.

14 And the salary scale, all the
15 math that was shown there we agreed
16 with. We think that assumption was
17 reasonable.

18 Lastly, on economic on page 139
19 was for the administrative expenses.
20 This is a portion of costs that gets
21 added on -- added onto the contribution
22 to reflect the administrative expenses
23 of the system. And there was a

1 recommended decrease from 33 basis
2 points to 25 basis points. And it's
3 fine. For TRS, in particular, it
4 appears a little bit aggressive just
5 from looking at the history in that the
6 last five years the average was about 29
7 basis points in the most two recent
8 years we're still over 30 basis points,
9 32 and 36, but we are talking about, you
10 know, even if you had settled on 30
11 basis points, you are talking about just
12 a five-basis-point difference. So, it's
13 a pretty minor deal, but we thought we
14 would mention it.

15 Now, on 140, we are on to the
16 demographic side, the people assumption
17 side. Mortality was the big one, and we
18 definitely agree with the generational
19 approach. That's where a lot of the
20 systems are going to reflect that. Used
21 to have every time you would do an
22 experience study you would always have
23 that bump for your mortality.

1 So, going to a generational
2 approach, you just really take it at one
3 time. The one comment that we have
4 there is for the projection scale that
5 determines how long your -- what the
6 adjustment is for this generational
7 approach. It might say that someone who
8 is 30 now, they retire at 65 that a
9 30-year-old now would have a three-year
10 life span longer than someone who is
11 already 65. And the approach is to take
12 two-thirds of the scale, which would
13 mean you are really going to say, well,
14 we think it's actually going to be a
15 two-year addition rather than a
16 three-year addition for that person.

17 And I've seen adjustments to the
18 base table -- to the projection scale
19 like before because the actuaries just
20 have a different feel for how reliable
21 or that projection scale or maybe for
22 your demographics. Two-thirds of the
23 scale is appropriate. You won't really

1 know this until hindsight obviously.
2 But it's just not as you common to make
3 that adjustment to the projection scale.
4 So, we just pointed that out.

5 Retirement, turnover and
6 disability we all thought that was
7 reasonable. Just a couple of comments
8 there, but overall those were
9 reasonable.

10 Other comments on 141 had to do
11 with the illustrated possibility of a
12 smoothing of the impact of the
13 assumption changes. And the way that it
14 was illustrated in the communication
15 that we looked at, what showed it as
16 being like a five-year phase-in as
17 direct, you know, if it caused a
18 five-year increase in contribution rate,
19 it would be, like, 1% the first year, 2%
20 the second year, and so forth.

21 In actuality -- and we did
22 confirm this in talking with the
23 actuaries -- that you would actually

1 need to reflect some time value of money
2 there. So, we understood that that was
3 really just for illustrative purposes in
4 that, that if it was to be phased in,
5 that would be done with taking into
6 consideration the time value of money.

7 The last comment there has to do
8 with the changes to the funding policy
9 contribution, and we definitely sorted
10 through that. We really like the new
11 approach. It's a lot more
12 straightforward than the current
13 approach, the changing the amortization
14 basis and kind of targeting this new
15 thing. We think that it's more
16 straightforward, and it will still
17 achieve the system's goals but just in a
18 more clear and straightforward manner.

19 So, basically, in summary on
20 page 142, as far as the valuations, we
21 think the audit validated the findings
22 of the 2020 valuations. And we
23 generally agree with, as I was talking

1 through the assumptions, we generally
2 agree with that. Just one comment is
3 that, you know, each one of the
4 assumptions appears to be reasonable.
5 And we believe it's reasonable. But
6 some of them were, you know, like a
7 little bit to the left of reasonable.

8 So, you know, where this one
9 might be a little bit more aggressive
10 and this one might be aggressive, I
11 mean, you look at each one of them, they
12 appear reasonable. But as you step back
13 and you look at the entire package, you
14 pretty much have a few of them that are
15 aggressive. And so, maybe the entire
16 package as a whole might be more
17 aggressive than you anticipate.

18 But really as far as this whole
19 experience study, we didn't really find
20 anything that would require to go back
21 and redo anything.

22 So, that's pretty much the
23 conclusion of our comments. We do have

1 a lot of our calculations beyond that,
2 but we don't want to go through that
3 today.

4 CHAIRMAN HALLMARK: Okay. You
5 have heard Mr. Strom's report. At this
6 time, any comments or questions?

7 (No response).

8 CHAIRMAN HALLMARK: Thank you.

9 MR. STROM: Thank you, very much.

10 **CAVANAUGH MACDONALD RESPONSE**

11 **TO SEGAL REPORT**

12 MR. LANGER: Thank you. Larry
13 Langer. I want to thank Matt Strom and
14 Segal for their review. I want to thank
15 iPads for putting really small buttons on
16 things.

17 Overall, first, we appreciate
18 the review. We appreciate the comments.
19 I think I described this as some sort of
20 actuarial kumbaya in the past. And it
21 was true. There were a couple of really
22 terrific conversations, Zooms. We
23 actually wanted to see each other's

1 faces going through pieces of, you know,
2 the recommendations and, hey, how did
3 you calculate this, did you think about
4 this? It's an awfully collaborative
5 conversation that went on with both
6 Segal and with Milliman.

7 And so, our responses are in our
8 letter dated August 26, 2021, and
9 generally it's -- we agree with what
10 Segal has said. We're going to -- There
11 were a lot of things they told us to
12 take into consideration. This begins on
13 page 147 of your Directorpoint. And
14 you'll see it reads, like, we agree;
15 yes, we will look into that things; and
16 things of that nature; and we will look
17 into this before the next presentation.

18 We are obviously pleased overall
19 with the results, that this is a clean
20 opinion of the work we have done. They
21 have given us food for thought, and we
22 are happy about this.

23 Anything that -- Was there

1 anything that was said that caused you
2 to want to ask us any questions? As
3 Matt was resigning, or now you've had a
4 chance to listen to two actuaries in a
5 row, are you about to cry uncle or aunt?
6 Dr. Brown?

7 DR. SUSAN BROWN: Thank you,
8 Mr. Chairman. So, I guess, after hearing
9 the report by the other actuary, can you
10 elaborate on that statement that they made
11 that the package of assumptions could be
12 more aggressive than RSA intends?

13 MR. LANGER: Sure. And Matt will
14 yell if I get -- if I'm out of bounds on
15 these things.

16 But when we look at our
17 assumptions we are looking to make sure
18 that our assumptions, each of them on
19 their own, are reasonable and as a
20 package they are reasonable -- right? --
21 in the statement here. And I think
22 there is a little bit -- I can agree
23 with pieces of it when I walk through

1 it, in particular when we look at
2 mortality in investment return
3 assumption.

4 On mortality, you know, the
5 folks in actuaries that work for RSA,
6 when we look at mortality and the
7 projection of mortality improvements,
8 the side of actuary has created these
9 scales, which project mortality
10 improvement. They have been doing it
11 for several years. In each and every
12 one of the last eight years, they have
13 ramped it back, each one.

14 And so, you know, that's part of
15 the reason that we went in and we didn't
16 adopt the full scale. We shaved a
17 little bit of the scale off.

18 I think the other element of
19 this is, when you look at mortality
20 across the country, it might be
21 reasonable to shave a little off, you
22 know, for participants in this
23 retirement system.

1 So, those two items led us to
2 maybe put forth mortality that doesn't
3 anticipate quite as long a life
4 expectancy as you might see with other
5 systems. So, mortality is one.

6 Investment return assumption, I
7 think this one you can relate maybe to
8 the two comments that I heard. And we
9 have thought about this internally, as
10 well. One, if you look at the peers,
11 you know, the peer median is somewhere
12 around seven. Okay. That's nice. You
13 know, I do believe that's something to
14 look at. I think the trend is more
15 important, and we are following the
16 trend of decreasing the rates of return.
17 But, you know, those surveys -- surveys,
18 to me, people sometimes step back and
19 think of a phrase "one size fits all,"
20 which is the biggest lie that's ever
21 been told to me. One size does not fit
22 all. But you look at the surveys for
23 the general trend, you know.

1 So, is this a little -- you
2 know, will this result in liabilities
3 that might be a little lower than other
4 actuaries might prepare? Yes. So, you
5 compare -- combine mortality and
6 investment return. Those two things
7 might, even though they are both
8 individually reasonable, they might
9 both -- you know, in combination maybe
10 the liabilities could be considered
11 maybe a little less than anticipated.
12 Did that cover the highlights Matt?

13 Yeah.

14 DR. SUSAN BROWN: Thank you.

15 MR. LANGER: Let the record show
16 that Matt nodded with me. Thank you.

17 CHAIRMAN HALLMARK: Dr. Mackey?

18 DR. MACKEY: Yes. Thank you.
19 Just a quick question.

20 On page 139 of theirs, so on the
21 administrative expenses -- and I am
22 not -- obviously TRS keeps really low
23 administrative expenses. But I am just

1 wondering why we would go from a .33 to
2 .25 assumption if the last two years
3 have been .32 and .36. I mean, it
4 appears to me they are going in the
5 opposite direction. Is there a -- I
6 don't know -- I have got a question
7 about that.

8 MR. LANGER: So, a couple of
9 things with regard to that. It's nice to
10 look at the past data with regard to
11 looking forward. There are a couple of
12 big projects that were contained within
13 the administra -- in the expenses over the
14 past couple of years. And so, we
15 discussed with staff and tried to get a
16 sense, like, what do we think it's going
17 to be going forward, again, that
18 forward-looking piece of it.

19 DR. MACKEY: That answers it.
20 That's what I wanted to know. Thank you.

21 MR. LANGER: All right.
22 Beautiful.

23 CHAIRMAN HALLMARK: Are there any

1 other questions?

2 (No response).

3 MR. LANGER: All right. Thank
4 you.

5 **MILLIMAN ON PEER REVIEW OF EXPERIENCE STUDY**
6 **AND LIMITED SCOPE AUDIT OF 9/30/2020**
7 **EXPERIENCE STUDY FOR FY 2021-2025**

8 MR. COLLIER: All right. Good
9 morning. We are on page 154.

10 I'm Nick Collier, this is Scott
11 Porter. We are with Milliman, and we
12 are here to present the results of the
13 actual audit, which you are getting
14 double déjà vu here. So, I'm going to
15 move one page. Yes. Perfectly.

16 So, now we are on page 155. So,
17 the purpose of an actual audit is, in
18 this case, is to assess the accuracy of
19 the 2020 actuarial valuation and also
20 review the recommendations in the 2021
21 experience study for reasonableness.

22 So, basically, the reason we are
23 here is to tell you whether or not what

1 you retained actuarially makes sense as
2 much as any actuarial stuff really makes
3 sense.

4 So, as you -- As Matt from Segal
5 talked about, this is a limited scope
6 audit, so we didn't reproduce all the
7 valuation numbers. But we did do a
8 detailed review of all the key valuation
9 components. And I think Matt did a real
10 good job of hitting on that. So, we are
11 not going to bore you with that one more
12 time because we are basically in
13 agreement with his comments.

14 I will just mention that a
15 couple of things that we did a little
16 extra is that we did a review of the
17 individual benefit calculations done by
18 RSA staff, and then we further made sure
19 that the valuation data that was used by
20 CavMac was consistent with the data used
21 in those individual calculations.

22 And as Matt did, we did -- We
23 looked at real, the inner workings of

1 the valuation and the calculation
2 liabilities by looking at sample lives
3 and reproducing those numbers. So, you
4 know, that provides a real detailed
5 review. And that's a reason a lot of
6 our comments are just some real picky
7 comments about some of the ancillary
8 benefits that really don't have a
9 material impact.

10 So, I would be remiss if -- an
11 actual audit is a very extensive
12 process, and I would be remiss if I
13 didn't express our appreciate to both
14 RSA staff and to Cavanaugh Macdonald.
15 They were so responsive to our requests
16 and questions, and it made our job a lot
17 easier.

18 So, moving to the next one: So,
19 our findings are that the off-assets of
20 the valuation results appear to be
21 reasonable and calculated accurately on
22 a material basis. And also, our review
23 of the individual member calculations

1 show that they were accurate. In
2 regards to the experience stay
3 recommendations, we felt they were all
4 reasonable and moving in the right
5 direction. As Matt talked about, yeah,
6 maybe you could go a little further, but
7 we still felt that they were reasonable.
8 You could move them a little further and
9 they would still be reasonable.

10 So, bottom line, it's a
11 favorable audit review. We felt that
12 all the actuarial work was consistent
13 with relevant actuarial standards of
14 practice that you heard about from
15 Cavanaugh Macdonald.

16 So, what we have included some
17 recommended changes, and I talked about
18 none of the recommended changes have a
19 material impact. We have suggested some
20 other changes for consideration which
21 Scott is going to talk about. These are
22 more subjective in nature. Some of them
23 could have the potential for having a

1 material impact if these suggestions
2 were implemented.

3 I'm going to turn it over to
4 Scott now.

5 MR. PORTER: Good morning,
6 everybody.

7 Yeah. So, we are going to spend
8 the rest of our time talking about some
9 of the items that we think could be
10 considered, I'll say, between now and
11 the next experience study. Some of
12 those items, I guess we are on page 157.
13 So, we list some of those items.

14 One is reducing the investment
15 return assumption further, so lower than
16 the recommended 7.45%, as Matt mentioned
17 and Larry just talked about in terms of
18 the mortality improvement scale using
19 100% of the Society of Actuaries' scale.

20 On terms of the funding policy,
21 Nick will come back and he will talk
22 about that, and we agree with the
23 recommendation to new liabilities would

1 be amortized over a 20-year period of
2 time, but considering whether all
3 liabilities should be amortized over a
4 shorter period of time.

5 And then the last thing would be
6 on the payroll growth assumption is
7 continually monitoring that and what's
8 the impact that would have on the
9 amortization.

10 So, moving to the next slide --
11 actually two slides, we are going to go
12 to 159.

13 So, regarding the investment
14 return assumption, we have a table up at
15 the top that shows the information --
16 the first two columns are the
17 information that was presented in the
18 experience study. So, based on the
19 capital market assumptions that was
20 provided by RSA, as well as the Horizon
21 2020 survey that led to the
22 recommendation of going to the 7.45%,
23 and most notably the real rate of return

1 of 4.95% being less than what those two
2 capital market assumptions sets would
3 indicate. And we believe that they were
4 reasonable at the time that they
5 completed their experience study.

6 At the time we completed our
7 audit, the Horizon 2021 survey came out,
8 as well as Milliman produces our own set
9 of capital market assumptions, and we
10 applied them to your asset allocation.
11 And so, we show the results of those in
12 the next two columns, along with the
13 specific inflation assumption from each
14 of the capital market assumption set.
15 So, you can see that that produces a
16 lower expected return in total.

17 The chart on the right we show
18 is the NASRA study. So, this is from an
19 August 2021. NASRA compiles data from
20 stateside retirement systems, and about
21 80% of the systems have selected returns
22 that are less than the 7.45%
23 recommendation, as Larry indicated in

1 his comments that 7% is probably the
2 average -- or the most common assumption
3 selected at this point in time.

4 So, you know, I think one thing
5 that we wanted to bring out is there is
6 a significant amount of lead time from
7 the time you make a decision to the time
8 that the assumptions are put into the
9 actual valuation, and then to what the
10 contribution rate, what fiscal year that
11 impacts.

12 So, our recommendation is really
13 between now and probably within the
14 next -- before the next experience study
15 is continually reviewing the investment
16 return assumptions. If capital market
17 assumptions keep coming down, you may
18 want to be making a recommendation or
19 modification to the assumption prior to
20 the next experience study.

21 So, moving to slide 160, I am
22 just going to start actually at the
23 bottom of the slide regarding the

1 demographic assumptions. We concurred
2 that -- we felt that the retirement
3 assumptions, disability assumptions,
4 turnover assumptions were all
5 reasonable. Again, regarding the
6 mortality improvement scale that, you
7 know, we would indicate that
8 consideration should be given to
9 reflecting 100% of that scale really at
10 the next improvement study. But we
11 certainly concur with the adoption of a
12 generational scale, which basically
13 means that a 60-year-old in 2040 is
14 expected to live longer than a
15 60-year-old today, and then live less
16 than, let's say, a 60-year-old in 2060.

17 So, that's the point of the
18 generational scales that you're going to
19 be reflecting improvements in life
20 expectancy throughout time in the
21 determination of the liabilities. So,
22 they are reflecting two-thirds of that
23 in the next experience study if they

1 could move to 100% of the improvement
2 scale at that time.

3 The last thing regarding the
4 assumptions that we wanted to note was
5 the payroll growth assumption. So, the
6 recommendation was to reduce it to
7 2.75%. Again, we agree with the
8 reduction to it. One thing we did was,
9 we looked at what the actual payroll
10 growth was over the last ten years. And
11 so, it's been less than that assumption,
12 and we think that should just
13 continually be monitored. If actual
14 payroll growth -- and this is total
15 payroll growth for the entire
16 population -- is less than what's being
17 projected, then the contribution rates
18 might, what I'll say, is creep up,
19 because what they are doing is
20 determining what's the overall unfunded
21 liability of the plan, and then they are
22 going to amortize that over a period of
23 time, similar to a mortgage. And then

1 they are going to divide that by, well,
2 what's the amount of payroll? What if
3 we divide that by payroll of what the
4 actual contribution rate should be so
5 that the dollars that the system receive
6 is consistent with the dollars that they
7 calculated.

8 So, if the actual payroll is a
9 little bit less, then the dollars you
10 receive might be a little bit less than
11 what they calculated. That produces
12 higher unfunded liabilities, and then
13 that contribution rate can creep up from
14 year over year.

15 MR. COLLIER: So, just moving to
16 page 161, you have already heard a little
17 bit about funding. Definitely we, like
18 Segal, we agree with the simplified method
19 that's being projected in the shorter
20 amortization period.

21 I would just like to talk
22 briefly about this graph down in the
23 lower southeast corner there. So, this

1 is the projected TRS unfunded liability
2 if all assumptions are met. As you can
3 see and as was alluded to earlier,
4 the -- under the proposed method with
5 the orange line, the projected payoff is
6 much earlier at about 2048 compared to
7 the old method. So, that's an
8 improvement.

9 The other thing we just wanted
10 to highlight here is that you can see
11 that in the short term you actually have
12 what we call negative amortization.
13 That is, the payments are not actually
14 paying down the interest -- paying down
15 the principal. The principal is
16 actually growing. You can see those
17 lines grow above where the current
18 unfunded liability is or are projected
19 to grow if all assumptions are met over
20 the next few years before they start to
21 decrease.

22 Just add two comments there:

23 One is, if this phase-in approach is

1 adopted. That negative amortization
2 would grow, increase. And then the --
3 On the flip side of that, and this is
4 obviously heavy caveat based on the
5 returns today, if you have a strong
6 return, that could definitely mitigate
7 any negative amortization or possibly
8 completely eliminate it. And there is
9 nothing inherently wrong with negative
10 amortization. It's just we, you know,
11 generally stronger funding would not
12 have negative amortization. It does
13 have somewhat of a bad optic.

14 So, that concludes our report,
15 and we are happy to take any questions.

16 CHAIRMAN HALLMARK: Okay.
17 You-all have heard Mr. Collier's and
18 Mr. Porter's report. Are there any
19 comments or questions at this time?
20 Mrs. Lockridge?

21 MRS. LOCKRIDGE: On page 157,
22 when you are on talking about considering
23 an investment return assumption lower than

1 the recommended 7.45%, perhaps maybe
2 somewhere more between the 7% and 7.24%,
3 what type of impact could that potentially
4 present?

5 MR. COLLIER: Well, I think you
6 have somewhat of an idea based on -- if
7 you are talking about on a contribution
8 rate impact, you have somewhat of an idea
9 based on the numbers that you received
10 from Cavanaugh Macdonald, because that
11 shows the impact of a quarter percent
12 reduction. Now, that -- I think that
13 might also include the impact of the wage
14 growth. So, if -- is that true?

15 MR. LANGER: It is, yeah.

16 MR. COLLIER: Yeah. So, the
17 impact would be -- maybe almost double
18 that then, right?

19 MR. LANGER: Yeah, it would be a
20 bit more on there.

21 MR. COLLIER: Yeah. So, it
22 definitely would be greater than that.
23 Maybe not quite double, but definitely

1 significantly more than what they are
2 showing for the -- in their numbers.

3 CHAIRMAN HALLMARK: Okay.
4 Anybody else?

5 DR. BRONNER: The English answer
6 to that is that any time you are going to
7 lower the interest rate, you are going to
8 probably put a higher cost on the State.
9 Any time you raise the interest rate,
10 which I did from -- I guess it was about
11 6% or something when I came, or lower than
12 that, we raised it as the market went
13 crazy and fixed incomes had got to 20%
14 plus, that's when you lower -- that's how
15 you lower the cost to the State.

16 MR. COLLIER: Yeah. It's all
17 budgeting. You're either ending up --
18 you're trying to kind of hit that sweet
19 spot. If your return assumption is too
20 high, you're going to push costs off in
21 the future. If it's too low, then you are
22 going to put too much costs on the current
23 population, and you try to always balance

1 that out.

2 CHAIRMAN HALLMARK: Okay. Any
3 other questions?

4 MR. COLLIER: Thank you.

5 **CAVANAUGH MACDONALD**

6 **RESPONSE TO MILLIMAN REPORT**

7 MR. KOEBEL: Good after -- good
8 morning, I guess still. My name is Ed
9 Koebel. I know Ed Macdonald was here for
10 many, many years, and I can understand the
11 confusion, but I am a lot taller than him.

12 But I just want to thank the
13 Milliman folks for the clean audit. As
14 Larry said, you know, we are here to
15 help them in an audit. We think it's a
16 great thing that RSA does every few
17 years to make sure, you know, that we
18 are providing you-all with great
19 actuarial standards of practice, great
20 liabilities in reviewing the data.

21 I will kind of open it up to
22 questions for you-all, if anything from
23 Milliman's comments that you, again, had

1 any questions. I know we had one
2 question from them. But anybody else
3 have any questions pertaining to it?

4 You know, from our letter,
5 starting on page 165. You know, most of
6 the comments that we have is that we
7 agree with the observation, or we will
8 work with RSA staff in discussing some
9 of those recommendations that they had,
10 like reducing the discount rate or the
11 mortality projection scale. We'll
12 certainly, as we all do -- as we always
13 do, we always review that separate
14 calculation within our experience study.

15 Is there any specific items?

16 (No response).

17 MR. KOEBEL: That saved about
18 eight minutes.

19 CHAIRMAN HALLMARK: I can't think
20 of anything. If you-all -- if the Board
21 wants to look over the letter that you-all
22 submitted with the comments and
23 recommendations regarding sample lives

1 and -- that's on page 166 through 170. Is
2 there anything you see right there you
3 would like to ask?

4 (No response).

5 MR. KOEBEL: Now, just to give
6 you an idea, the change going back to what
7 Larry had on the illustrative impact --
8 illustrative impact on the val results,
9 just going from 7.7% to 7.45% was about a
10 \$1 billion change; that was with the wage
11 scale coming off. So, if that's double,
12 that's an extra \$2 billion of liability,
13 going down to 7.2% discount rate.

14 CHAIRMAN HALLMARK: Mr. Poole?

15 MR. POOLE: Just to kind of
16 piggyback on that point, that's the
17 unfunded liability that will get a lot of
18 attention, as everybody knows, and the
19 Legislature will pay that a lot of
20 attention, as well. When this investment
21 return assumption is decreased by any
22 amount, the Legislature will pay
23 significant attention. And the more

1 significant, then the more attention.

2 So, I support decreasing those
3 assumptions, but I do think you have to
4 be careful how much you bite off in one
5 chunk.

6 MR. KOEBEL: Yeah, we agree.

7 CHAIRMAN HALLMARK: Anybody else?
8 Ms. Shomaker? Yes, ma'am?

9 MS. SHOMAKER: I have a question.
10 For those of us that were not on the Board
11 back when the last experience study was
12 done, for the recommendations that were
13 adopted and that we changed the policy
14 for, have they been -- have they done what
15 they were anticipated to do, expected to
16 do?

17 MR. KOEBEL: Yeah, that's a great
18 question. I believe in the report there
19 was a full review of the gain/loss
20 analysis that we look at, and each of the
21 valuations has kind of our -- we call it
22 the report card of how those assumptions
23 are fitting into what actually happened

1 during the valuation. So, that should be
2 in each of your valuation reports, as part
3 of that process.

4 So, we take that analysis from
5 each of those last five valuations, and
6 we are looking at that intently when we
7 are recommending new assumptions to the
8 Board. So, if there is, you know,
9 significant mortality gains or losses
10 every year, you know, that shows us that
11 we need to make changes to those
12 assumptions.

13 MS. SHOMAKER: So, let me ask a
14 follow-up question to that. Do you
15 remember what we -- where we thought the
16 unfunded liability would be, then, today
17 based on that policy?

18 MR. KOEBEL: I don't have that
19 information on hand. No. I am sorry.
20 But we can get that for you.

21 CHAIRMAN HALLMARK: Yes,
22 Mr. Poole?

23 MR. POOLE: But we know that the

1 unfunded liability has decreased since
2 that last --

3 MR. KOEBEL: Yes.

4 MR. POOLE: -- experience study,
5 which would indicate that there has been
6 positive trajectory in that regard.

7 MR. KOEBEL: Right. You saw the
8 five-year investment history from
9 Mr. Green, that has beat the benchmark, or
10 the 7.7%. And we've, you know, been able
11 to drop the discount rate from 8% down to
12 7.7% over the last few years using that
13 great investment experience.

14 MR. POOLE: And it would be
15 correct to say, wouldn't it, that if the
16 objective is to have a fully funded
17 program, and we've decreased the unfunded
18 liability, then we have made progress with
19 respect to the ultimate objective since
20 the last experience study?

21 MR. KOEBEL: That would be a
22 correct statement, yes.

23 CHAIRMAN HALLMARK: Anybody else?

1 Thank you.

2 (No response).

3 MR. KOEBEL: All right. Thank
4 you so much.

5 **RECOMMENDATION TO ADOPT TRS FY 2016–2020**

6 **EXPERIENCE STUDY FOR FY 2021–2025**

7 MS. DIANE SCOTT: You have heard
8 our actuary. We've heard our two peer
9 review actuaries. Thank you for going
10 through that. So, I would recommend that
11 you go back to page 79 in your book.

12 Listing here, as we talked about
13 before, are the changes that are being
14 recommended. And the staff is
15 recommending that you approve the
16 Cavanaugh Macdonald recommendations and
17 changes from the TRS 2016–2020
18 experience study. It says employees,
19 but it should say TRS, Teachers'
20 Retirement.

21 CHAIRMAN HALLMARK: Okay. You
22 have heard Ms. Scott's recommendation to
23 approve the Cavanaugh Macdonald

1 recommendations and changes of the
2 2016-2020 Experience Study. Do I have a
3 motion to approve?

4 MRS. LOCKRIDGE: So moved.

5 CHAIRMAN HALLMARK: I have one
6 motion. Do I have a second?

7 DR. MACKEY: Second.

8 CHAIRMAN HALLMARK: Second from
9 Dr. Mackey. All right. Anymore
10 discussion?

11 (No response).

12 CHAIRMAN HALLMARK: I have a
13 motion from Mrs. Lockridge and a second
14 from Dr. Mackey. Any questions or
15 comments?

16 (No response).

17 CHAIRMAN HALLMARK: All in favor
18 say "aye."

19 (Board members saying "aye").

20 CHAIRMAN HALLMARK: All opposed?

21 (No response).

22 CHAIRMAN HALLMARK: Ayes carry.

23 Diane?

1 MS. DIANE SCOTT: Okay. If you
2 will go now to the next -- the agenda item
3 on page 171. Because we just made those
4 recommended changes based upon the
5 experience study, our funding policy has
6 to be amended.

7 Beginning on page 172, I have
8 taken the funding policy as it exists
9 today, and I have red-lined those
10 changes. Basically, it takes out
11 anything related to an open amortization
12 period, and we are closing everything.
13 Taking off of -- getting rid of those
14 1/15th a year for 15 years, putting
15 everything together. It's changing the
16 amortization period for items -- new
17 items to 20 years, and that's the bulk
18 of it.

19 Then on page 175, I have
20 accepted all those changes. So, that's
21 a clean copy of the proposed new funding
22 policy that would be effective 9/30 of
23 2021.

1 So, we have a staff
2 recommendation that you approve the TRS
3 funding policy as amended effective
4 9/30/2021 due to the changes approved
5 through the 2016-2020 experience
6 studies.

7 CHAIRMAN HALLMARK: Okay. We
8 have heard Ms. Scott's recommendation to
9 the Board. At this time, I need a motion
10 to approve.

11 MRS. LOCKRIDGE: So moved.

12 CHAIRMAN HALLMARK: Mrs.
13 Lockridge.

14 MS. GIBSON: Second.

15 CHAIRMAN HALLMARK: I got a
16 second from Ms. Gibson. Any other
17 comments or questions at this time?
18 Mr. Poole?

19 MR. POOLE: A question. You
20 referenced we are applying this to new
21 items. What --

22 MS. DIANE SCOTT: Every year you
23 have a new layer whether it was a gain or

1 a loss. So, that has to be amortized over
2 the -- a period. So, we would do that
3 over 20 years unless it -- unless
4 something occurred because we gave a new
5 benefit. If we were to give a new
6 benefit, then that would be over a period
7 not to exceed 15 years in accordance with
8 GASB. Okay?

9 MR. POOLE: Okay. Thank you.

10 CHAIRMAN HALLMARK: Okay. So,
11 once again, we have had a motion and a
12 second. We have had a comment. All in
13 favor say "aye."

14 (Board members saying "aye").

15 CHAIRMAN HALLMARK: All opposed
16 like sign?

17 (No response).

18 CHAIRMAN HALLMARK: Ayes carry.
19 Thank you, Ms. Scott.

20 Next will be Item IX. It's the
21 appointment of Board actuary.

22 **APPOINTMENT OF BOARD ACTUARY**

23 MS. DIANE SCOTT: With what you

1 have just done, that completes Cavanaugh's
2 five-year contract. So, what we did in --
3 Early in this year, in January, we put out
4 an RFP for actuarial consulting services
5 for a new five-year period. We had four
6 proposers. We reviewed those proposals
7 based upon a review committee that we had.
8 We invited two finalists to our -- for
9 finalists' presentations. Based upon the
10 finalists' presentations, we are
11 recommending that the Board adopt
12 Cavanaugh Macdonald as our new -- not new,
13 but continuing for another five-year
14 period, for the 2021, 2022, 2023, 2024 and
15 2025 valuations and experience studies and
16 anything else that needs to be done during
17 that period for -- related to valuations.
18 Now, that is our recommendation.

19 CHAIRMAN HALLMARK: So, we have
20 heard Ms. Scott's recommendation about
21 adopting Cavanaugh Macdonald. So, that
22 would be for five years, from 2021 through
23 2025?

1 MS. DIANE SCOTT: Right.

2 CHAIRMAN HALLMARK: Okay.

3 Valuation and studies and any corrections
4 that may need to be made at this time.
5 So, I need a motion.

6 MS. MOBLEY: Motion.

7 CHAIRMAN HALLMARK: From
8 Ms. Mobley. I need a second.

9 DR. MACKEY: Second.

10 CHAIRMAN HALLMARK: Dr. Mackey.
11 Any other comments or questions at this
12 time?

13 (No response).

14 CHAIRMAN HALLMARK: All in favor
15 say "aye."

16 (Board members saying "aye").

17 CHAIRMAN HALLMARK: All opposed,
18 like sign?

19 (No response).

20 CHAIRMAN HALLMARK: Ayes carry.

21 Our next item will be Item X.

22 **APPOINTMENT OF BOARD INVESTMENT ADVISOR**

23 MS. DIANE SCOTT: The appointment

1 of a Board investment adviser. The law
2 says that the Board shall appoint an
3 investment adviser. And it gives you
4 three criteria for this investment
5 adviser. It has to be an Alabama bank;
6 they have to have a capitalization of at
7 least \$300 million; and they have to have
8 an organized investment department. There
9 is only one in the state of Alabama that
10 qualifies, and that is Regions Bank.

11 So, therefore, we didn't have to
12 do an RFP, but since the law says that
13 you shall appoint, we need for you to
14 appoint, and we are recommending that
15 you appoint Regions Bank as the
16 investment adviser and consultant for a
17 period not to exceed five years.

18 CHAIRMAN HALLMARK: Okay. We
19 have heard Mr. Scott's recommendation.

20 MR. WHALEY: Motion.

21 CHAIRMAN HALLMARK: Mr. Whaley.
22 I need a second.

23 MS. TATE: Second.

1 CHAIRMAN HALLMARK: Ms. Tate.

2 Any comments or questions at this time?

3 (No response).

4 CHAIRMAN HALLMARK: All favor say
5 "aye."

6 (Board members saying "aye").

7 CHAIRMAN HALLMARK: Any opposed
8 like sign?

9 (No response).

10 CHAIRMAN HALLMARK: Ayes carry.
11 Diane, I think that's it.

12 MS. DIANE SCOTT: That's it for
13 me.

14 CHAIRMAN HALLMARK: Thank you-all
15 for your presentation. All you gentlemen
16 that also presented to us, thank you for
17 the thorough investigation and comments.
18 Yes, ma'am.

19 MS. LOCKRIDGE: Yes. I just had
20 a comment. I think it's this Wednesday we
21 are having that economic update through a
22 web meeting. And for you new Board
23 members, if you haven't done that, it's

1 really very informational. It's great.
2 You -- There is really not a lot of
3 participation on your part. It's just a
4 matter of listening in, but you really get
5 a lot of information from those meetings.

6 CHAIRMAN HALLMARK: Thank you,
7 Mrs. Lockridge.

8 DR. BRONNER: Thank you for that.
9 I usually talk to myself on the screen.

10 MRS. LOCKRIDGE: I love it. It's
11 one of my favorite things.

12 CHAIRMAN HALLMARK: Next will be
13 Item XI, Water Street. Mr. Palino.

14 **55 WATER STREET PRESENTATION**

15 MR. PALINO: Good morning,
16 Mr. Chairman. Good morning, Board
17 members. Thank you for inviting us up
18 here to speak to you about 55 Water
19 Street. I am Dan Palino. I am the Chief
20 Operating Officer of 55 Water Street. To
21 my left is Tim Salvemini. Tim is our CFO.
22 And Scott Bridgwood; he is our
23 Vice-President of Operations.

1 All right. How do we get this
2 up on the screen? Ah, there we go.

3 So, 55 Water Street is located
4 for -- I know I have met a bunch of
5 members here, but for anybody that
6 hasn't been, it's located on the
7 southern tip of Manhattan. It's right
8 across the street from the heliport, and
9 it's across from the South Street Ferry.
10 Okay. Right there in yellow, we have it
11 circled, where it is. There we go.

12 So, it's approximately 4.1
13 million square feet of rentable space.
14 Right now we -- Our occupancy is about
15 14,000, people on a normal day. Since
16 COVID has hit, we haven't gone above
17 2,200. Normally, somewhere around 1,600
18 people in the building.

19 79 elevators in the building.
20 We have a six-level public parking
21 garage, open 24 hours, seven days a
22 week. We are very convenient to much of
23 the mass transit in the city, including

1 the ferries that come from Jersey and
2 other parts of the city. And we are so
3 large we have a dedicated zip code.

4 Okay. Do I have to point this
5 at something? There we go.

6 So, this is the early days.
7 This is before 55 Water Street was
8 there. It's highlighted in yellow.
9 It's called a super block. Where the
10 building was built is a super block.
11 It's a huge area.

12 And what you are looking right
13 here is the beginning of the building of
14 55 Water Street, and the lower left-hand
15 corner of the yellow block is the
16 building being started. And if you look
17 at the upper right-hand corner, that is
18 the World Trade Centers. They were
19 built on the same periods between '68
20 and '72. They both had the same time
21 frames there.

22 55 Water consists of two
23 buildings. Well, two -- it's one

1 building, but it's two different towers.
2 It's the south tower, which is 51
3 stories of tenant space with three
4 stories of mechanical space above. And
5 the north tower, 13 stories of tenant
6 space, with two -- three stories above
7 of mechanical space.

8 On the left-hand side in the
9 bottom, in the water you will see that's
10 the heliport. You'll see in the next
11 pictures, it's a little bit larger than
12 that now. That's where the President
13 lands when he comes into Manhattan. He
14 disrupts the whole operation down there.
15 And if we have people working on the
16 outside of the building, they have to
17 stop all the working. We have a camera
18 up there for our falcon. If anybody has
19 ever gone on our website, we have a
20 falcon that nests on the building. That
21 camera has to be shut down when the
22 president comes in.

23 So, this is -- This is heliport

1 where it's expanded, and you are looking
2 at 55 Water Street again.

3 (Video playing).

4 MR. PALINO: This is a video you
5 will see if you come into our website.
6 Part of the beauty of 55 Water Street is
7 an area we call the elevated acre, which
8 you will see right here on the left. It
9 is what's called a privately owned public
10 space. When the building was built, the
11 City said if you are going to build such a
12 large building, you need to make a park on
13 that site. So, it's a park that we take
14 care of, but it's open to the public. We
15 try to keep it a secret. It's a beautiful
16 area.

17 That's Brooklyn you are looking
18 at right there, which is directly across
19 from the building.

20 Just some of our -- well,
21 actually these are most of our tenants
22 in the building. One thing that's
23 really nice about having 55 Water, even

1 though it's such a large building, we
2 don't have that many tenants, but we
3 have some big name tenants. One of the
4 original -- well, two of the original
5 tenants from the building, S&P Global,
6 and DTCC; they are still in the
7 building. DOT, HHC, two public
8 agencies, which have 25-year leases --
9 huge leases on them. They are great for
10 the building.

11 Justworks in the upper left-hand
12 corner, it is a company that does,
13 basically, HR and benefits for small
14 companies, so you get the advantage of
15 having a large network out there. They
16 just signed onto the building about
17 three years ago. Right before COVID,
18 they finished their space. They still
19 haven't been in there yet, though.

20 The other company is Victoria's
21 Secret. We signed them about two years
22 ago right before the pandemic. They are
23 building out their space now.

1 Occupancy of the building is
2 about 93.1%. You can see from the
3 building diagram there, all the blue
4 spots, that's what we have open in the
5 building. Considering the times that
6 we're in, in lower Manhattan, 93.1%
7 is -- is a really good number.

8 I'm the Chief Operating Officer.
9 I've been there about seven years.

10 Tim is our Chief Financial
11 Officer. He has been here about four
12 years, and he is in charge of our
13 accounting team.

14 Scott has been in the building
15 about ten years. He is in charge of the
16 day-to-day operations of the building,
17 including security, cleaning, and our
18 engineering. Scott has an extensive
19 background in -- with the police
20 department, and we will get into a
21 little bit of that later.

22 These are our four teams of the
23 building: Our management team, office

1 staff, engineering, and our fire life
2 safety. Just a little bit of fire life
3 safety, in order for the building to be
4 open, we have to have fire life safety
5 directors in the building. If for some
6 reason we did not have them there, the
7 building could not be open. So, they
8 are there 24/7, 365 days a year.

9 And I am going to hand it over
10 to Tim.

11 MR. SALVEMINI: Thank you.

12 Hello, everyone. So, I am going to take
13 us through the couple of financial slides
14 we have in place here.

15 So, we do see 55 Water as having
16 strong financials, as we will see in
17 just a moment. I will start with the
18 revenues.

19 So, currently revenues are
20 approximately \$160 million. As you can
21 see, the line share and actually the
22 majority of our rents come from base
23 rents. So, when tenants come in, they

1 will come in at a certain rate. And as
2 the years go by, there are certain rent
3 steps that are built into the leases.
4 So, those rent steps come into place as
5 the leases mature.

6 Along with the leases, there is
7 also a component of operating expense
8 reimbursements where tenants are set at
9 a certain level of operating expense;
10 and as years go by, they then
11 participate in the increases in some of
12 those operating expenses as we reimburse
13 them back to the building.

14 Just also to note, based on
15 these current -- on current leases,
16 which are actually contracts, long-term
17 contracts, we can forecast rent to grow
18 to about \$189 million by the year 2023.

19 Moving on to expenses, as you
20 can see, the current annual operating
21 expenses are roughly \$85 million, with
22 the largest of it being the real estate
23 taxes, which is roughly about

1 \$30 million. Second, would be the
2 repairs and maintenance, which is just
3 over \$11 million. And followed by that
4 is also the cleaning, which would be
5 just under \$11 million, as well.

6 MR. PALINO: If anybody has any
7 questions, just -- you're free to ask
8 them.

9 MR. SALVEMINI: Yeah, feel free
10 to as we go along.

11 As you will see, that there's
12 two actual -- we will call it a blue and
13 there is a red bubble, as well. The
14 blue bubble represents the historical
15 net operating income, which is a key
16 metric for real estate -- for reporting
17 in the real estate industry, net
18 operating income, as well as
19 distributions.

20 So, as you can see historical,
21 the net operating income has been
22 strong. We do forecast it to be very
23 healthy in the future. The

1 distributions, just as you will note in
2 2019, 2020, they are a little bit lower
3 than we would like them to be. And the
4 reason for that is, when new tenants
5 come aboard, there is a cost to bringing
6 those new tenants aboard. So, those
7 costs need to go back into the building
8 to get these tenants up and running to a
9 point where they can start to pay rent.

10 So, as you can see, we have
11 forecasted out pretty healthy
12 distribution returns.

13 MR. PALINO: So, in the last
14 couple of years, we had -- the last couple
15 of years we had Justworks and L Brands,
16 and we had substantial -- So, in the last
17 two years we had Justworks and L Brands,
18 which I spoke about. So, we had
19 substantial tenant inducement for them
20 coming in. And we also got Emblem
21 Healthcare, which is in the building,
22 extend their lease for ten years, and part
23 of the deal to extend the lease for ten

1 years was tenant inducements in that,
2 also. So, that's why we took some hits in
3 the last couple of years on the payments.

4 MR. SALVEMINI: Okay.

5 DR. BRONNER: Keep in mind that
6 when we took the building over it was full
7 of asbestos, so I had a problem for a
8 number of years. It's all out of there
9 basically. Our last one was on the
10 elevators. And as they pointed out, when
11 you got 90 elevators or --

12 MR. PALINO: 79.

13 DR. BRONNER: -- 79, 80
14 elevators, all Heist elevators, it's more
15 than all the elevators in the whole State
16 of Alabama, and then have asbestos in
17 there. So, we got -- we got rid of all of
18 that. But what we do is we clearcut a
19 whole floor. So, for example, after 9/11
20 and DTCC was a centralized operation,
21 which was crazy, but that's what we used
22 to do in the '70s and '80s, we brought
23 everything into one spot. That's why the

1 Destroyer was actually not a destroyer, it
2 was actually a frigate of some sort.

3 Anyway, when you saw pictures of
4 55 Water, you saw a military boat, the
5 Navy in front of it with its canons
6 pointed out, because if you would have
7 hit that, you would have taken out Wall
8 Street. We had everything in 55 Water
9 that DTCC has now basically left except
10 for a little office here.

11 And when DTCC has moved out to
12 secret places in the United States,
13 because what you used to do, you were a
14 clearing operation for every stock and
15 every bond and everything possible,
16 including bear bonds, including gold,
17 and it went through that one building.

18 So, that's why, if it had hit
19 that one, I have often said this in New
20 York speeches and other things, if it
21 had hit our building, Wall Street would
22 have not functioned for three to five
23 years. It once had everything. Now

1 it's in 12 locations. Very similar to
2 the Retirement System when I came here,
3 which had one paper -- one paper file on
4 everybody. And not only did we make
5 microfiche of that, but we made
6 duplicate copies, and we have off-site
7 storage, both here in the city, as well
8 as Mobile, so that you have duplicates.
9 But you had nothing -- everything
10 worldwide. Not the United States, now,
11 worldwide from Japan to Bonn to London
12 went through that building on -- every
13 day on a trade.

14 So, that's why it was so
15 important, and that's why the United
16 States, before these guys were here, as
17 a matter of fact Scott's daddy was with
18 me -- that's why they positioned that
19 boat there, because that was the key to
20 Wall Street, if you want to know the
21 truth.

22 All right. I interrupted you,
23 but I am sorry. Go ahead. Interrupt

1 you.

2 MR. SALVEMINI: No problem. No
3 problem. So, moving on to slide 17. So,
4 this is a summary of annual returns from
5 2015 to 2020, which really is a product of
6 both change in valuation, as well as
7 factoring in distributions. Historical
8 as -- the one item to note is, as you can
9 see, COVID did have a negative impact on
10 the valuation of the building, but not --
11 was really driven by the negative impact
12 on the New York real estate market.
13 Right? So, as you can imagine, there was
14 not -- you know, COVID hit. All the
15 leasing had shut down. And now, you know,
16 it had a ripple effect for -- at least on
17 the valuation.

18 For 2021, we do expect there to
19 be some -- we do expect an increase as
20 we are seeing a bounce-back in the New
21 York real estate market.

22 CHAIRMAN HALLMARK: Tim, why was
23 2016 so strong?

1 MR. SALVEMINI: It was really
2 because of the change of the valuation. I
3 believe it was probably lease driven. So,
4 if you think about the way the valuations
5 are built up, they are actually built up
6 based on the leases that are signed.

7 So, the stronger the lease, you
8 know, drives the valuation as the cash
9 flows now start to materialize for later
10 years. Once you get beyond the leases,
11 then the team that does the valuation
12 are forced to come up with certain
13 assumptions to, you know, where maybe a
14 lease would come off; it would be vacant
15 for a couple of years. And then, you
16 know, there would be some releasing back
17 involved, as well.

18 CHAIRMAN HALLMARK: When leases
19 become available, are -- is somebody out
20 there waiting to take their place? Or do
21 you-all really have to go out and recruit
22 businesses to come in and take a lease?

23 DR. BRONNER: Let me answer that

1 one. Basically what happens is that it's
2 totally different than Alabama. Okay?
3 Totally different. Meaning that we
4 basically try to get 20- and 25-year
5 leases. Sometimes we get 15, but very
6 seldom -- we don't do one or two or
7 five-year leases in New York. You know,
8 that's not worth our while. Because what
9 happens is, when you bring -- a tenant is
10 going out -- like, for example, DTCC
11 basically was over half of the building
12 when we took over, more than half of the
13 building.

14 So, that -- and then
15 subsequently we got S&P in the building
16 because I went to see the owner of S&P
17 that also owned Business Week, and we
18 cut a deal for S&P to move over there,
19 because I had a lot of space, and I had
20 to, you know, all of a sudden DTCC I
21 knew was going.

22 But how it works is, let's say
23 you have been in here for 20 years.

1 Well, the new tenant doesn't really like
2 your space. The carpet is wore out, the
3 bathrooms look old, blah, blah, blah.

4 So, what we have often done is
5 we have come in and think of a forest in
6 Alabama where they clear cut it. There
7 is not a tree left, right? Well, there
8 is not a thing in this room left except
9 concrete. The carpet is pulled up, the
10 wall covering is taken off, the ceiling
11 is taken off, probably put in some kind
12 of new air handling unit. You pull in,
13 like we do today, like the building
14 where -- next door we are working on.
15 Every room will have light sensors.

16 So, they come on when you walk
17 in the room. There is no activity for a
18 half hour. The lights automatically
19 shut off. It's what they call "green."
20 And that's what they will come to, too,
21 in the building, and that's a green
22 building.

23 And that's what Dan was so

1 critically important on this, because
2 when you think of electricity in
3 Montgomery, Alabama, or
4 air-conditioning, well, it's done with
5 electricity -- right? -- through the
6 generators, et cetera. In New York, we
7 created with Trane and Dan Palino here,
8 an ice factory. We make ice at night,
9 we blow air over it in the daytime, and
10 that's our air-conditioning.

11 But you go into a basement and
12 you think you are in a third world
13 country, because there is all kinds of
14 stuff. I mean, it's, you know, what is
15 all this stuff? It's ice being made all
16 over the place.

17 So, each one -- and those
18 numbers, like on the top of 16 are
19 important, because what happens is when
20 you clearcut a floor -- or as I call it,
21 clearcut, like, back to an analogy you
22 guys relate to forestry -- your clearcut
23 it's all gone. Now, I have got a pick

1 up the stumps in the field, right? You
2 gotta dig all them things out. I can't
3 plant new trees next to stumps and
4 expect them to grow. So, I got to do
5 that, and then I got to put in the
6 seeds -- the baby little pine trees and
7 all that stuff, and then I can clearcut
8 again in 15 -- you know, typically in
9 Alabama 13 to 15 to 17 years so you can
10 clearcut a field.

11 Well, up here it takes us --
12 once we get somebody out, it takes us a
13 year or more, sometimes two years, to
14 clearcut a floor, to clean it all up, so
15 now it's barren. And our people worked
16 out a people neat thing where they did a
17 little work on one floor. Each floor,
18 to give you an idea, is the same size as
19 our old building across street. All six
20 stories of that building can fit on one
21 floor. That gives you a feeling of how
22 big the floor plate is.

23 And so, all that whole building

1 on one floor. Basically, the floor plan
2 is roughly 50,000 square feet just for
3 one floor. Is that about right?

4 MR. PALINO: 65.

5 DR. BRONNER: 65, I'm wrong. So,
6 it's 65,000 square feet. So, it's bigger
7 than our old building across the street,
8 which was six stories.

9 So, when you clearcut that,
10 well, now you got to do -- now you got
11 to go to the architect, just like when
12 you guys build a house. When you build
13 your house, you've got to go to the
14 architect. The builder is not going to
15 start building without a plan, right?
16 So, now you have got to do all that
17 year, so it takes a half year to a year,
18 and that's why they start planning it --
19 or we try to get from you, the tenant --
20 are you saying staying or going, because
21 if you are staying and we do a fix up
22 for you, that means just carpet and
23 paint, and stuff like that, that's okay.

1 But if you are leaving, then we have got
2 to try to sell the spot to another
3 person or a bigger company. They will
4 start planning the usage of it, but then
5 you clean it all up, and then you start
6 that whole process over.

7 But what happens is, during that
8 process, you are not collecting any
9 rent, obviously. As a matter of fact,
10 we are putting in tens of millions of
11 dollars, depending on how much -- how
12 much space you operate. Obviously, if
13 you are like S&P -- and how many floors
14 do they have?

15 MR. PALINO: Nine.

16 DR. BRONNER: S&P?

17 MR. PALINO: Eleven. Yeah, they
18 originally had, like, 15, but they have
19 given back when --

20 DR. BRONNER: All right. So,
21 they have 11 floors at roughly 50,000 to
22 60,000 square feet of floor. So, that can
23 tell you the size of that tenant, right?

1 So, he is not going to move in until you
2 are ready.

3 So, that's why you have your
4 dips. It's not because you're empty or
5 don't have anybody, but it takes so long
6 to get rid of the other guy to clean out
7 the space to them prepare the other
8 space for the other people.

9 So, then, if somebody, for
10 example, in state government wanted a
11 new building -- let's say three years
12 from now -- well, you really say three
13 years from now, you want it, you can get
14 it in six. Okay? So, that's why you
15 have to start all the stuff, much less
16 new construction -- and this wasn't new
17 construction, this was just fixing up
18 what you have got. With a new
19 construction, it will take you at least
20 three years just to get up to shell, as
21 they call it.

22 All right. I interrupted you
23 enough. Go ahead.

1 MR. SALVEMINI: Oh, not a problem
2 at all. Just to kind of add to that, so
3 S&P, which is obviously the largest tenant
4 in the building, did their and renewal in
5 2016, and didn't require to demo the whole
6 space and rebuild it back up again. It
7 was more of a refresh.

8 So, those -- you know, that
9 renewed contract really gave some life
10 into the valuation, which, you know,
11 counted for such a large increase, as
12 well.

13 Okay. Moving on to slide 18.
14 So, this is -- this internal rate of
15 return, this is -- when I say five-year,
16 it's not five-year in period, it's more
17 of, I am just showing five years.

18 So, the way I kind of look at
19 this is, if you take the investment cost
20 basis of \$411 million, you factor in the
21 distribution since acquisition of
22 \$727 million, and take into account the
23 current value at the time of 2020. You

1 can see that this remains a very
2 strong -- a very strong, you know,
3 asset, is how you would look at this
4 over time.

5 So, it's really over time. So,
6 you know, if you are going back to the
7 '90s or almost a 20 -- close to a 20 --
8 a 30-year track record of just, not
9 consistent returns, but, you know, kind
10 of going back to the acquisition
11 standpoint.

12 DR. BRONNER: I mean, that's
13 what's incredibly important. You have a
14 cost bases of \$400-plus billion. You
15 already pulled out over \$700 million, and
16 you still got the thing sitting there at
17 \$1.8 billion.

18 MR. SALVEMINI: Yeah. So,
19 that's -- these are impressive numbers.
20 So, moving on, I am going to hand it back
21 to Dan Palino.

22 MR. PALINO: So, 55 Water Street,
23 because of the size of it, is almost like

1 a small city in itself. There is always
2 projects that are going on. There's
3 always either repair, maintenance, or
4 capital projects going on.

5 The one project we have shown
6 you here is the front of the building.
7 The plaza is located in the front of the
8 building. In the last two years, we
9 have been working on the front where we
10 are demoing the ground there. Now, if
11 you look at that black line on the
12 right-hand side of the new pavers, below
13 that is all office space.

14 When Emblem resigned their lease
15 two years -- how many years ago not,
16 Tim?

17 MR. SALVEMINI: Three years ago.

18 MR. PALINO: Three years ago?
19 Part of the agreement with that is that we
20 would redo this plaza, because underneath
21 it we had many leaks in their offices.
22 So, we had pans covering the ceilings.
23 Well, they couldn't see the pans, but they

1 were above.

2 So, what we did was we demoed
3 the whole part. We took up the
4 sidewalks. We took up the plaza. And
5 as a result of that, there was a lot of
6 major support steel in there we had to
7 replace. And then we redid the
8 waterproofing, and this is the
9 renderings of what the building will
10 look like. We are in the middle of it
11 right now.

12 This right here what you are
13 looking at is the escalators that go up
14 to the elevated plaza, which I had
15 talked about. This is from Water Street
16 looking east.

17 These are all renderings of what
18 it will look like. So, when you see
19 these big planters where you saw those
20 boats, they are planters, but they are
21 also security bollards for the building.
22 If somebody was to try to ram the
23 building, that's why they are in place.

1 That's what they were originally put in
2 place for.

3 This is the plaza underneath the
4 south building.

5 So, I am going to hand it over
6 to Scott now.

7 MR. BRIDGWOOD: Good morning.

8 So, the building is a very large
9 building, and we have taken a lot of
10 precaution. These things up above is --
11 I will touch on some of them. I will go
12 into detail on all of them at the end.

13 But we have a paid detail unit,
14 which is basically a uniformed police
15 officer, a New York City police officer;
16 he is at the building five days a week.
17 His hours vary so people don't actually
18 know when is there, but I do and so does
19 the head of security. And he is a huge,
20 huge asset to have. It's makes people
21 feel comfortable. And obviously, coming
22 from a law enforcement background, I
23 know that if he gets on his radio and

1 starts yelling for help, I am going to
2 get the best response to the building
3 that you can ever get from even calling
4 911.

5 We also have metal defectors,
6 x-ray machines. We have an active
7 shooter detection system, which is
8 basically can track gunfire if somebody
9 was, God forbid, to come into the lobby
10 and become an active shooter situation,
11 we can track him through the lobby from
12 our third floor security room, and I
13 will get into that. We also have a bomb
14 dog.

15 So, this is the paid detail. I
16 kind of touched on it already. But he
17 is at the building every day, five days
18 a week, business hours.

19 This is a reinforced gate. This
20 is our loading dock. This is on Old
21 Slip. The security booth on the right
22 is manned 24/7, 365. We get all our
23 deliveries, all the tenant deliveries --

1 everything comes through that loading
2 dock, and that's a really sharp, narrow
3 block.

4 So, those ratings on the bottom
5 might not seem like a lot, but you can't
6 get that speed on that block and make
7 those turns. So, that's just something
8 we had added in the last four years.
9 Really, really safe area.

10 DR. BRONNER: In order to get to
11 the loading dock, you have got to go
12 through a real narrow street. So, what he
13 is saying is, and then turn right --

14 MR. BRIDGWOOD: Yeah.

15 DR. BRONNER: -- or even left,
16 either way, but you can't get enough speed
17 to turn because you would crack it up
18 right there.

19 I want to talk about him for a
20 second because I have known him the
21 longest. His daddy was with me in the
22 undercover operation for two years as an
23 undercover detective. He became a

1 detective in the Bronx. And I am very
2 proud of him only because his dad is not
3 with us anymore. So, I have got to
4 pretend that he is my son. He has grown
5 a bit, I must admit. But --

6 MR. BRIDGWOOD: Trying to give me
7 doughnuts before.

8 DR. BRONNER: Anyway, Scott was a
9 detective in the Bronx and Brooklyn and
10 all of that over there. And
11 Mr. Morgenthall was the head of after
12 9/11. The 9/11, we had a real problem.
13 We were able to get Scott over to the
14 Joint Task Force.

15 So, he was the young patrol, the
16 detective on the terrorist task force
17 for New York. There's two of them that
18 I know of unless it has changed since
19 then. He basically grew up through the
20 organization to end his career as the
21 head of one of the task forces, which
22 included FBI, ATF, State Police,
23 everybody, and took down people, not

1 only the bomber and around New York at
2 Time Square and things like that. When
3 he retired, Harry had called me and
4 said, you know, would you consider Scott
5 for over here.

6 I said, "Well, I think I would
7 be crazy. I mean, the guy has lived
8 like Dirty Harry for ten years," you
9 know. "Why would he want to come to
10 work for me?"

11 So, he called me and said, "I
12 really would like to come to work for
13 you."

14 MR. BRIDGWOOD: I remember the
15 conversation.

16 DR. BRONNER: Dirty Harry was
17 wearing me out.

18 MR. BRIDGWOOD: It was before
19 Thanksgiving and he asked me, he said,
20 "Why would you want to come? This is
21 going to be a totally different" --

22 DR. BRONNER: Boring.

23 MR. BRIDGWOOD: Yeah. And I

1 explained, I have two children and a wife
2 now, and it's a little bit time in my
3 life. You know, I do miss the Police
4 Department. It's very exciting work.
5 Especially being assigned to the Joint
6 Terrorism Task Force, I had been all over
7 the country working terrorist cases. So,
8 I don't want to talk about myself.

9 DR. BRONNER: No. No. I want
10 you to.

11 MR. BRIDGWOOD: No, I don't want
12 to.

13 DR. BRONNER: Yeah. Don't want
14 to. Typical kid, right? He talks back.

15 But, anyway, he is special.
16 These two guys behind me we recruited.
17 Tim and Dan did a fantastic job for us
18 as an engineer. You see their resumés
19 in there.

20 And as I have said, we have
21 created a green building from one that
22 basically was not considered green in
23 the least, and that's all thanks to Dan.

1 But go ahead and finish up. I
2 will stop interrupting you too, son.

3 MR. BRIDGWOOD: So, we have 260
4 security cameras. We have central
5 monitoring stations throughout the
6 building. I think we are up to four
7 different monitoring stations, because
8 obviously one person can watch all these
9 cameras. You need many people because we
10 would just become boring.

11 We have 49 security officers.
12 Our fire life safety desk is there, as I
13 mentioned, 24/7. We have metal
14 detectors, as you can see, in the top
15 picture and to the right of the metal
16 detector where you can see the person
17 sitting at the desk; that is an x-ray
18 machine. Those x-ray machines are in a
19 contract with a company called MSA
20 Security, and they can contact MSA
21 Security to look at something if they
22 don't understand what it is. And they
23 can guide them through a discussion on

1 what it is.

2 The bottom picture, it's turn
3 styles, which is something we added for
4 extra security when we redid the lobby.

5 The active shooter system is
6 basically built off of a military thing
7 that was used that was called "shot
8 spotter." It was used all around the
9 country when there was mass shootings or
10 sniper. The Washington sniper team of
11 the man with the boy and they were
12 killing people, this was used to try to
13 triangulate it. Somebody was really
14 smart. Put it into buildings. Figured
15 out we could do the same thing.

16 So, basically you need the
17 active -- the muscle flash and the
18 gunfire noise to activate the device.
19 And the biggest thing that sold me on
20 this was it automatically dials 911.
21 Because if you are in an emergency
22 situation, I don't expect the security
23 guards and I don't expect to find our

1 safety directors to stand around at a
2 desk while somebody is shooting and call
3 911.

4 So, when I saw that it would
5 automatically call 911, I spoke to the
6 team, I'm like, this is something I
7 think we really need to have because you
8 don't want to waste seconds in these
9 kind of situations.

10 So, this is our bomb book. And
11 it's Dave Olivetti and his dog, Dove.
12 Dave shows up every day, five days a
13 week. In the morning, he runs the dog
14 through every truck, every delivery that
15 comes into the building. The dog is put
16 in.

17 Once the deliveries slow down,
18 Dave basically walks the entire
19 six-level parking garage of the building
20 checking on every car. And then around
21 lunch time, he stands in the lobby so
22 when the people return from lunch they
23 get to see the dog. And the dog is

1 loved by the building. These people
2 give the dog snacks all day long.

3 So, this is a little bit about
4 our flood wall, which I kind of
5 spearheaded that, as well. We put a
6 flood wall around the outside of the
7 perimeter of the building after
8 hurricane Sandy. Basically, it takes
9 us, to put the whole thing up, about 16
10 hours, which isn't a problem with the
11 way storms are detected these days.

12 And there are also times where
13 we put up partial parts of the wall
14 depending on how badly we think the
15 storm is going to be.

16 So, this is a picture of South
17 Street closest to the river. It's kind
18 of hard to tell from here. But the
19 middle picture, that is the most
20 difficult part of the flood wall. And
21 the reason for that is because that's
22 one of our ConEdison feeds. We have two
23 ConEdison feeds of power into the

1 building. This one is off of South
2 Street.

3 We weren't able to mount to the
4 foundation of the building like we did
5 on the rest of the flood wall because of
6 those ConEd walls. So, they have a
7 800-pound beam behind them that's
8 mounted, and then the support beams go
9 across.

10 As you can see, once it's
11 mounted, you slide in the horizontals
12 and they lock into position. The bottom
13 one has, like, four inches of foam.
14 Once it's all compressed, it gets down
15 to about an inch, and those bollards
16 actually fill with water on the outside
17 to help weigh them down to keep the
18 structure from letting water to come
19 through.

20 MR. PALINO: And that ConEd vault
21 is on major sources of the building.
22 You've got three vaults total, but that
23 one is our largest. So, down below in the

1 vault is actually transformers. If they
2 were to get flooded, we would lose them
3 again.

4 MR. BRIDGWOOD: So, this is the
5 front of the building. Actually that
6 picture on the right might have been the
7 closest thing to the last rendering we saw
8 with the DOT sign. This is just kind of
9 what it looks like when you are on Water
10 Street.

11 So, this is the generators. I'm
12 going to past this back to Dan.

13 MR. PALINO: So, in the building,
14 we have 24.5 megawatts of emergency power
15 are on generators. I guess, when they
16 first put this in the building, it used to
17 be called, "The Tower of Power."

18 DR. BRONNER: No. After we put
19 up the generators.

20 MR. PALINO: After you put up the
21 generators. Yeah.

22 It operates our elevator
23 systems, all life safety equipment, and

1 operates the HVAC. And tenants can
2 choose to get on the system also. There
3 is a cost for it, but they can put their
4 equipment on the system also.

5 Not all of our tenants do it.
6 The critical ones do. We have one
7 tenant that's, I'll create a drive,
8 which is a photo shoot studio. If it's
9 that type of situation, they are not
10 coming to work. So, they are not
11 worried about it. But some of them like
12 S&P and DOT, they are all on the system.

13 This is just a simple schematic
14 on how it works. If we lose power, the
15 generators and the whole system comes on
16 line automatically. It detects the loss
17 of power from ConEd, and switches the
18 generators on, and it's a very fast
19 switch transaction in the building.
20 When we go back to ConEd power, though,
21 it is a manual transition for safety
22 reasons.

23 This looks at eight of our 16

1 generators up on top of the South
2 building. You can see it's pretty
3 massive. I have been in a lot of
4 buildings over my career in New York
5 City and this one -- the closest one I
6 could compare to this would be a ConEd
7 power plant to the amount of
8 infrastructure we have in the building.

9 MR. WHALEY: Dan, don't you make,
10 like, \$300,000 a day when you sell power
11 back to the City.

12 MR. PALINO: So, we don't sell it
13 back to the City. But what happens
14 during -- and this summer we did it a
15 bunch of times is you will get -- the City
16 will get to a critical day where they
17 won't have enough power. They contact us.
18 We are in a program. And we will take
19 five megawatts of power off the City grid
20 and run our generators. And over the last
21 several years -- Tim, what is our average?
22 \$1.3 million a year?

23 MR. PORTER: Roughly about \$1

1 million a year.

2 MR. PALINO: That we get back
3 from ConEd because we are doing that. It
4 helps them with theirs and --

5 DR. BRONNER: Go back one more
6 page so that the finance director can see.
7 That's just part of the generators on the
8 top of the building.

9 MR. PALINO: This is eight of the
10 16. This is the South Tower. On the
11 North Tower, we have the same thing.

12 But that's what happens. On
13 these critical hot days, we get into the
14 90s, 90% humidity, ConEd calls up and
15 say -- we are in a program now, which is
16 a two-hour notification they give us.
17 And with the new switches we put in the
18 building, we are able to do it. So, we
19 are able to switch everything over and
20 nobody even notices anything in the
21 building.

22 And the older ATS switches
23 automatically switches. You had to shut

1 things down. So, the tenants would
2 notice it, so we couldn't do anything
3 tenant-wise. But, listen, with the
4 green energy now, with global warming,
5 this is all becoming part of it now with
6 the building.

7 So, we will look into it a
8 little bit into that in my next slide.

9 So, global warming, we hear
10 about it every day in the news. New
11 York City is trying to be on the
12 forefront of that. It's called Local
13 Law 97, and what they have done is by
14 the year 2030, they are going to have --
15 it's severe penalties to buildings that
16 can't meet the goals that they are
17 setting. Right now, we are on target to
18 meet those goals, and we are constantly
19 working on new projects to do this,
20 because we can't meet 2030 now, but we
21 can meet 2024 to 2029's goals. And we
22 are still working on 2030.

23 ConEd and NYSERDA, NYSERDA is a

1 government agency within New York, and
2 they offer rebates for different
3 programs that you can do. So, we are
4 looking at a lot of different programs
5 on what we can do to cut our emissions
6 from the building.

7 Now, the emissions from the
8 building is not directly the emissions
9 that we make but how much electricity do
10 we use, how much steam we use and even
11 the amount of water that we use in the
12 building. It all goes towards that.

13 DR. BRONNER: You might tell the
14 Board about the -- I thought about
15 listening to you is about the matching
16 funds available from the City and the
17 State that are really not available, other
18 places to do things. So, in other words,
19 if a project costs -- let's just make up
20 numbers -- \$100 million, or whatever you
21 want to do, a hundred and they are willing
22 to pay us.

23 MR. PALINO: So, I will give you

1 an example. Our building automation
2 control system in the building, it's about
3 23 years old now. It's a computerized
4 system, so everybody knows a 23-year-old
5 system is at the end of its lifespan. The
6 project is going to cost us approximately
7 \$7 million. ConEd is willing to give us
8 up to \$4 million, guaranteed \$2 million
9 and up to \$4 million once we prove we
10 could do what we are saying we could do.
11 They will pay for over half the project.

12 And it also helps us -- I don't
13 have a slide for this. It also helps us
14 with Local Law 97 on meeting those goals
15 by having the new system.

16 So, we are looking at a whole
17 range on programs, not only helps us
18 make the building more efficient, but
19 how do we reach the goals of Local Law
20 97.

21 There is a building in New York
22 City, it's called 1 Bryant Park, it's
23 the Bank of America building. When it

1 was built approximately seven or eight
2 years ago, it was the most efficient
3 building in New York City. It cannot
4 meet Local Law 97 requirements. And
5 when I say it's efficient, they collect
6 rainwater. They do everything in the
7 building, and they cannot meet. For a
8 50-year-old building like ours and to be
9 on track to meet those, it's pretty
10 amazing.

11 So, we will talk about energy
12 usage a little bit. So, if we go from
13 2010 where we used approximately
14 \$26 million to -- I am going to go to
15 2019 where we used about \$14 million
16 worth of utilities in the building. So,
17 we have dropped it from \$26 million to
18 \$14 million, \$12 million in those amount
19 of years. I am not talking looking at
20 2020 or 2021, because we had COVID that
21 affected us. The occupancy in the
22 building was down. Our electric use was
23 down.

1 But if you look at those
2 buildings, there's a couple of reasons
3 for it. One is, we installed an ice
4 plant in the building in 2013, which I
5 will go into on our next slide here.

6 But also our operation
7 improvements to the building. We have
8 always had -- in New York City, you need
9 licensed engineers to operate our
10 mechanical equipment. They are not
11 degreed engineers, they are stationary
12 engineers so they get certifications and
13 such.

14 But we have men on staff now
15 that work in the management office as
16 part of the team that worked with them
17 on improving the operation up there.
18 It's not just turning the equipment,
19 it's when do you turn it on. And the
20 amount of energy you can save is just
21 phenomenal when you really look into the
22 day-to-day operations.

23 So, that's what you are seeing

1 reflected in that -- as part of the ice
2 plant.

3 The other thing I must throw in
4 there is, we have had a couple of data
5 centers in the building that have been
6 removed also. So, that reduced our
7 electrical usage also just to be clear
8 on that.

9 We used to have S.Y.A.C. in the
10 building. DTCC is still there even
11 though they are talking about removing
12 it next year I believe. S&P made theirs
13 a lot smaller, so that's a huge
14 electrical usage in the building.

15 So, the ice plant, down in the
16 second sublevel you have all these
17 tanks. There's 134 tanks down there.

18 DR. BRONNER: Tell them what a
19 sublevel is.

20 MR. PALINO: So, a sublevel is
21 three basements down. You've got the
22 concourse which is below the first floor,
23 first sublevel, and the second sublevel.

1 We have 134 ice tanks. It's approximately
2 18,000 ton hours of air-conditioning, and
3 what we do is at night we freeze these
4 tanks and, during the day, we use them to
5 cut the peak in the building, the amount
6 of electrical usage. When you cut the
7 peak, you not only cut the amount of
8 electricity you are using, but you are
9 cutting the penalties that ConEd charges
10 you for peak energy usage.

11 The price of electricity at
12 night is approximately one-third during
13 the day because they don't have that
14 baseload at night. So, it's a huge
15 savings for the building doing it this
16 way.

17 LEED Gold Certification. So,
18 LEED is a certification that is globally
19 recognized symbol of sustainability
20 achievement. And as you can see by the
21 bullet points there, that's what they
22 look at. New Water Street has achieved
23 a gold rating which for a 50-year-old

1 building is just phenomenal. Part of it
2 is due to the way we operate it. It has
3 a lot to do with air-conditioning. It
4 has a lot to do with the cleaning
5 equipment we use. They look at
6 everything.

7 The value of LEED is, any new
8 tenants we have coming in the building,
9 they want to know our LEED rating. It's
10 really a marketing tool. It's so
11 important, with everything being green
12 out there, this is a critical
13 certification. And for us to have gold
14 is pretty phenomenal.

15 Any questions?

16 MR. WHALEY: Dr. Bronner, when I
17 came on the Board a long time, you told us
18 that it seemed like we paid about \$300
19 million for that in bankruptcy at the
20 time, right?

21 DR. BRONNER: Yeah. He has that
22 page in there. What is it, Tim? Do you
23 remember?

1 MR. SALVEMINI: It will be page
2 18, slide 18.

3 DR. BRONNER: Page 18 of his
4 booklet. That's got your numbers, exact
5 number.

6 MR. WHALEY: So, you are at \$1.8
7 billion now. That's been a great
8 investment on your part.

9 DR. BRONNER: Well, it's their
10 hard work. I just come up with crazy
11 ideas.

12 MR. SALVEMINI: It's his idea.
13 Don't let him fool you.

14 CHAIRMAN HALLMARK: Let me ask
15 you a question and probably it's an easy
16 answer. But, you know, when I think
17 about, let's say, rental property, you
18 know, where a person has rental property,
19 their income is from rent. You know, with
20 55 Water Street, the income -- the
21 primary -- the large amount of income that
22 we get is from rent, correct?

23 MR. SALVEMINI: Correct.

1 CHAIRMAN HALLMARK: 81%.

2 MR. SALVEMINI: Yes.

3 CHAIRMAN HALLMARK: So, is that
4 fixed that, when you do a contract with
5 whether it's Boss or the Retirement System
6 of New York, is that a fixed amount for 20
7 years, or is there a sliding scale that it
8 goes up so much each year every five
9 years?

10 MR. SALVEMINI: Yes. So, it's
11 exactly the latter of what you just said.
12 So, when you first negotiate with a
13 tenant, it's at a certain rate per square
14 foot. And usually five years into the
15 lease, there is rent bumps, which in our
16 case it's generally \$5 a square foot.

17 MR. PALINO: And it's every five
18 years.

19 MR. SALVEMINI: And it's every
20 five years. So, if it's a 20-year-lease,
21 you are going to have three bumps over the
22 course of that lease. And, you know, on
23 the one slide, it was really this slide.

1 The reason why you see the larger net
2 operating income is driven by those rent
3 bumps, those rent escalation steps. So,
4 as the leases mature, the tenants are
5 paying more per square foot.

6 CHAIRMAN HALLMARK: Okay. So,
7 then, my question would be: How can your
8 income drop so much from like a 16% to a
9 negative percent if you're counting on,
10 let's say, like, you know, on the chart on
11 14 where it's, like, 81% of our -- I guess
12 you would say -- revenue is rent. And,
13 then, when we looked at chart 17 and 2020,
14 our return was -2.71%.

15 It just looks to me like that
16 our income is fixed. I mean, why would
17 it drop so much if -- like if I had
18 rental property all around my town, for
19 the next ten years, I know I would be
20 getting this much unless I had a sliding
21 scale. What would cause this to go from
22 this amount to this amount if our main
23 income is rent?

1 MR. SALVEMINI: So, that's a very
2 good question. So, with a lot of these
3 contracts, they are fixed. And the team
4 comes in and evaluates us. They do
5 know -- the line share of the valuation is
6 actually based on these fixed rents. Then
7 at some point, they will also add in
8 assumptions going forward. Okay?

9 So, if the market is bad, let's
10 say, in 2020, they will readjust those
11 forward-looking assumptions --

12 CHAIRMAN HALLMARK: Okay.

13 MR. SALVEMINI: -- which could
14 result in a lower valuation. So, as you
15 can see at \$1.8 billion, the value -- you
16 know, if it just moves \$70 million, you
17 get a negative. Right? So, it's very
18 sensitive -- you know, the larger this
19 number is, the more sensitive to a slight
20 drop.

21 And the overarching and at the
22 same point in time the team that does
23 the valuation of the building, they

1 can't ignore what is going on for the
2 greater lower Manhattan market.

3 DR. BRONNER: This is not a
4 picture of income or distribution. I was
5 on the phone with them before. This is a
6 picture of value.

7 So, the value of the building on
8 page 17 is a value. And that value
9 would be like you have a building in
10 Montgomery. And let's say what
11 happened? All of a sudden everybody
12 moves out next to you and goes out to
13 the mall out there. So, your value goes
14 like that.

15 So, that's what they are judging
16 on that. For example, from 15 to 20
17 there, they are valuing -- all right --
18 what's happening in New York City. Just
19 think of selling your house. And when
20 you try to put a price on that house,
21 what's the guy going to do when he
22 values it? Who is the most recent
23 property to sell that's near you and at

1 what price?

2 Oh, somebody sold right a block
3 from you? Well, that's going to affect
4 you. Like, my house in Montgomery went
5 down \$200,000 because two people lost
6 their mortgages about six blocks from
7 me, lost their mortgages. Somebody
8 comes in and buys the mortgages cheap.
9 Now all of a sudden everybody in the
10 neighborhood is affected negatively.
11 And that's what they did.

12 And like actuaries that look way
13 ahead, the valuation of this thing is,
14 when will it change, and how will it
15 change, and what will make it change.
16 Well, if the whole world is in a
17 pandemic now, don't look like much
18 change to me. So, if I am doing the
19 valuation, I am going to cut it a little
20 bit because I don't see anybody really
21 interested in New York like five years
22 ago. They are not really interested in
23 New York.

1 Now, when it comes back around
2 and it will come sometime -- I can't
3 tell you when -- but when it comes back
4 around, then all of a sudden people are
5 going, whoa, I have got to get to New
6 York whether it's company A, B, C, or
7 whether it's now, you know, the plays
8 are going full blast and tourists.
9 Think of how many hotels in New York
10 closed, a boat load of them. I mean,
11 they closed permanently because they
12 didn't have any reserves, any money set
13 aside.

14 We have had people in Montgomery
15 that, you know, really looked successful
16 three years ago, four years ago. They
17 had two or three restaurants going, and
18 they were fund another two. Well, the
19 problem is they were taking their
20 revenue off these three over here
21 restaurants to put it in the new ones,
22 and all of a sudden the market collapsed
23 with pandemic -- none of us are going to

1 go eat. That's how they got in
2 bankruptcy.

3 But it's valuation. They like
4 to use the term "annual returns," but it
5 has nothing to do with the returns.
6 That's just one segment. It's really
7 the valuation of that property if it was
8 to be sold today, sort of like your
9 house.

10 CHAIRMAN HALLMARK: Would it be
11 like -- let's say I have got a rental
12 house, and five years goes, it's worth,
13 let's say, \$100,000 and the rent was \$600
14 a month. Five years later, I am still
15 getting \$600 a month, but because of the
16 neighborhood has changed, it's not worth
17 \$100,000, it's only worth \$95,000. Is
18 that similar to what we are looking at?

19 MR. SALVEMINI: It's very similar
20 to the example you just spelled out, yes.

21 DR. BRONNER: You got it.

22 CHAIRMAN HALLMARK: Did I get it?

23 MR. SALVEMINI: Yes.

1 DR. BRONNER: That's how the
2 value of the buildings go, up and down.
3 And a lot of that value, whether it's your
4 house or anything else, has to do with the
5 neighbors --

6 CHAIRMAN HALLMARK: Right. I
7 agree.

8 DR. BRONNER: -- and the demand
9 for the property.

10 MR. PALINO: I want to say one
11 thing.

12 CHAIRMAN HALLMARK: Yeah.

13 MR. PALINO: When I saw these
14 numbers, I said, Tim you better get ready
15 to answer that question because question
16 is going to be asked.

17 MR. SALVEMINI: Just to take your
18 example one step further, if you were
19 going to sell that house and that renter
20 was going to remain, you have now got a
21 source of income associated with that
22 property, as well.

23 So, there would be a piece of

1 value described with that property, as
2 well. And that is what kind of drives
3 the value for the building is the leases
4 in place, plus the fact of, you know,
5 where else are you going to get a
6 building. And, you know, and the fact
7 of New York City, the sky line is
8 actually changing right now. If you
9 look, all you start to see are really,
10 really, really tall buildings, not very
11 big from a footprint standpoint, but
12 they are getting really, really tall
13 because there is no place to go but up.

14 DR. BRONNER: If I had to do one
15 thing to chart 17, I would write market
16 value per year. And the reason for that
17 is because that's the guy that's assessing
18 it, the assessor, moving it up and down
19 based on what's the outcome. What's
20 happening? Because the neighbors move out
21 and the house -- weeds are bad next door,
22 or, hey, the rich guy moved in next door
23 and all of a sudden he is improving the

1 property. Well, by him improving the
2 property, your property comes up in value.

3 CHAIRMAN HALLMARK: All right.
4 Thank you. Any other comments or
5 questions at this time? Yes, Mrs.
6 Lockridge?

7 MRS. LOCKRIDGE: I have a curious
8 security question for Scott, I think.

9 So, in the last ten years that
10 you have been there, I can't even
11 imagine the awesome responsibility of
12 being responsible for security in that
13 building, what are some of the typical
14 type of security concerns that y'all
15 have had?

16 MR. BRIDGWOOD: I mean, we don't
17 allow anyone -- a lot of people in New
18 York have knives. So, we don't, like,
19 let -- you know, the metal defector -- I
20 mean, we have a basket of knives. As
21 people go in, they just go in the basket.
22 And it's not that they are using it to
23 stab anyone, you know, they are using them

1 to just have.

2 MRS. LOCKRIDGE: Are these
3 visitors the building?

4 MR. BRIDGWOOD: It's visitors.

5 MRS. LOCKRIDGE: Visitors. Okay.

6 MR. BRIDGWOOD: Yeah. And the
7 other thing is we want to just keep out
8 people that don't belong there. I mean,
9 it is not as bad as everyone thinks, but
10 you just want to be ready. You know, you
11 just want to be vigilant. This sounds
12 horrible, but you want to push them into
13 someone else's building. I don't want
14 them coming to mine. Go to the neighbors.
15 I mean, don't come to mine.

16 So, it's part of the process is
17 just to make sure that security is
18 tight. The tenants love it because, if
19 you live in the city and you have been
20 there your whole life, you've seen some
21 really bad things and you want to make
22 sure that you come and go safely.
23 That's really the goal of everyone in

1 the building is to come home at the end
2 of the day. And that's what we are
3 trying to provide.

4 CHAIRMAN HALLMARK: You know,
5 most of the Board members here -- Scott,
6 this is for you too -- are educators.
7 And, you know, we look at y'all's three
8 resumés are very impressive. But we all
9 three will look at yours, Scott, and see
10 that you were second grade detective.
11 Now, what does that mean, Scott?

12 MR. BRIDGWOOD: So, in the New
13 York City Police Department, when you got
14 promoted from a uniformed patrol officer
15 to a detective investigator, you have to
16 work in an investigative unit for about 18
17 months, and then get put in to get
18 promoted. I got my detective shield,
19 which is considered a third-grade
20 detective when I worked in Bronx
21 narcotics.

22 And when I got into the Joint
23 Terrorism Task Force, I was working

1 basically for the FBI. I had a sergeant
2 but we listened to the command of the
3 FBI. And they had made me a team
4 leader, which, you know, when I first
5 got there, I didn't think it was that
6 big of a deal. But they don't really
7 have a lot of outside FBI team leaders.

8 So, I wound up becoming a team
9 leader for my surveillance team, and I
10 wound up getting promoted to second
11 grade. There is one more promotion
12 higher, which would be first grade, but
13 I retired. Who knows if ever if I would
14 have ever got it, but, anyway, I
15 retired. It's just a level above
16 regular detective.

17 CHAIRMAN HALLMARK: Any other
18 comments or questions?

19 (No response).

20 CHAIRMAN HALLMARK: Dan, Scott,
21 Tim, thank you-all so much for your
22 presentation. Excellent job.

23 (Applause).

1 CHAIRMAN HALLMARK: Next will be
2 Item XII approvals with Ms. Moore.

3 **APPROVALS**

4 MS. MOORE: If you will please
5 turn to page 178 in Directorpoint or your
6 booklet, these are the requests for
7 re-enrollments. These individuals are
8 retirees who returned to work, and they
9 have now been returned to work full time
10 for past two years and by statue are
11 eligible to participate as an active
12 member once again.

13 The staff recommends that we
14 grant this request.

15 CHAIRMAN HALLMARK: Okay. We
16 have heard Ms. Moore's recommendation
17 about people that have retired wanting to
18 get back into the Retirement System. I
19 would ask -- Dr. Mackey is gone. You
20 know, since we have this new teams program
21 that has recruited math and science
22 people, are we going to see math and
23 science people that have retired get back

1 into the field of teaching because of the
2 new salary matrix has been structured to
3 try to keep people in the field? And I'm
4 sure you wouldn't know if these were math
5 or science teachers, would you?

6 MS. MOORE: I don't.

7 CHAIRMAN HALLMARK: Yeah. And it
8 probably wouldn't be until the next board
9 meeting that we might would see that.

10 MS. MOORE: That would be my
11 guess.

12 CHAIRMAN HALLMARK: Yeah. Okay.
13 Mrs. Lockridge?

14 MRS. LOCKRIDGE: I move that
15 this --

16 CHAIRMAN HALLMARK: Mrs.
17 Lockridge, you have really made some
18 motions today, and I appreciate that.
19 Good job.

20 MRS. LOCKRIDGE: I love that we
21 have people coming back --

22 CHAIRMAN HALLMARK: I do too.

23 MRS. LOCKRIDGE: -- into the

1 teaching profession, so I always support
2 this.

3 CHAIRMAN HALLMARK: Okay. So, we
4 have got a motion from Mrs. Lockridge.

5 MS. FOWLER: Second.

6 CHAIRMAN HALLMARK: Ms. Fowler,
7 second. Any comments or discussion?

8 (No response).

9 CHAIRMAN HALLMARK: All in favor
10 say "aye"?

11 (Board members saying "aye").

12 CHAIRMAN HALLMARK: All opposed,
13 like sign?

14 (No response.)

15 CHAIRMAN HALLMARK: Ayes carry.

16 I believe that's it. Dr.
17 Bronner, have you got any closing
18 comments?

19 DR. BRONNER: No, sir. I talked
20 too much today.

21 CHAIRMAN HALLMARK: I will say
22 one thing for our new Board members that
23 are here -- and I know y'all have gone

1 through your training. One thing you
2 always have to keep in mind is we have a
3 fiscal responsibility for our Teachers'
4 Retirement System and PEEHIP. I mean,
5 today about like most of our Board
6 meetings, but there will be some times
7 that you will be challenged. But always
8 just keep in mind, you know, that we are
9 only as good as how good our PEEHIP
10 Program is and how good our teacher
11 retirement system is, and it is our fiscal
12 responsibility that we make sure that we
13 are doing things the right way, and that
14 we think about our programs and our
15 members, as well.

16 At this time, I need a motion to
17 adjourn.

18 MS. MOBLEY: So moved.

19 CHAIRMAN HALLMARK: Ms. Mobley.

20 MR. JONES: Second.

21 CHAIRMAN HALLMARK: Second,
22 Mr. Jones. All in favor say "aye."

23 (Board members saying "aye").

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CHAIRMAN HALLMARK: All opposed,
like sign?

(No response.)

CHAIRMAN HALLMARK: Ayes carry.

(Conclusion of TRS Board of
Control meeting at
approximately 12:16 p.m.)

1 REPORTER'S CERTIFICATE

2
3 STATE OF ALABAMA4 ELMORE COUNTY
5

6 I, Jeana S. Boggs, Certified Professional
7 Reporter and Notary Public in and for the State of
8 Alabama at Large, do hereby certify on Tuesday,
9 September 13th, 2021, that I reported the **TEACHERS'**
10 **RETIREMENT SYSTEM BOARD OF CONTROL MEETING**; that the
11 foregoing colloquies, statements, questions and
12 answers thereto were reduced to 166 typewritten
13 pages under my direction and supervision; that the
14 transcription of said meeting is true and accurate
15 transcript.

16 I further certify that I am duly licensed
17 by the Alabama Board of Court Reporting as a
18 Certified Court Reporter as evidenced by the ABCR
19 number following my name found below.

20 I further certify that I am neither of
21 relative, employee, attorney or counsel of any of
22 the parties, nor am I a relative or employee of such
23 attorney or counsel, nor am I financially interested

1 in the results thereof. All rates charged are usual
2 and customary.

3 This the 13th day of September, 2021, in
4 the year of our Lord.

5

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8

13/Jeana S. Boggs

9

Jeana S. Boggs
ABCR NO. 7, Exp 9/30/2022
Certified Court Reporter and
Notary Public
Commission expires: 8/9/2022

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**CHAIRMAN
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