

**NEW CASTLE COUNTY GOVERNMENT EMPLOYEES' PENSION PROGRAM
MINUTES of September 15, 2021**

The regular meeting of the Board of Trustees was held on September 15, 2021 via Zoom video conference and at the anchor location in the Government Center (Managers Conference Room), 87 Reads Way, New Castle, DE 19720.

Rollcall Taken. The meeting was called to order at 8:19 a.m._

<p>TRUSTEES PRESENT: Daniel McFadden, Chairperson Daryl Brown, Trustee Douglas Merrill, FOP Lodge #5 Jacqueline Jenkins, CHRO Jon Hall, Trustee, Local #459 Michael Finnigan, Trustee, Retirees Michael Smith, CFO Paul Frese, Trustee Non-Union Members Regis Yurcich, Trustee, Local #1607 Rich Piekarski, Jr., Trustee, Local #3109 Saul Polish, Trustee, Local #3911 Terry Stone, Trustee</p>	<p>TRUSTEES or STAFF ABSENT: Grace Dehel, Pension Program Analyst Daniel Mann, Pension Program Analyst</p> <p>OTHERS PRESENT: Lindsay Saienni, Financial Investment News</p>
<p>STAFF PRESENT: Frank Benevento, Pension Benefits Administrator Mengting Chen, Assistant County Attorney I Rowena P. Liles, Program Analyst</p>	<p>INVITED GUESTS: Kevin Leonard, NEPC</p>

APPROVAL OF THE MINUTES

The minutes from the August 18, 2021 meeting are attached for approval.

A motion was made by Paul Frese and seconded by Daryl Brown to approve the minutes from the August 18, 2021 meeting.

*THE MOTION WAS ADOPTED UNANIMOUSLY.

APPROVAL OF THE INVOICES

Boomershine Consulting Group	\$352.50	Admin Consulting
Boomershine Consulting Group	\$6,355.00	Benefit Statements
Boomershine Consulting Group	\$963.75	GASB 67/68
Boomershine Consulting Group	\$191.25	Auditor Information
JP Morgan	\$46,274.63	2 nd Quarter 2021
NEPC	\$5,000.00	401(a) DC Benefit Plan
NEPC	\$67,435.15	2 nd Quarter Fees

A motion was made by Daryl Brown and seconded by Rich Piekarski to approve the payment of invoices.

*THE MOTION WAS ADOPTED UNANIMOUSLY.

COORDINATOR'S REPORT by Frank Benevento

- ❖ Gross Payroll and Employer Contributions for the month of July 2021
- ❖ Pension Trust Asset Summary – July 2021
- ❖ Pension Payments – August 2021
 - Payees for August 1,530
 - Active Participants 1,034
 - DelPen 384
 - DelPen (ret) 77
 - Benefits total \$3,857,665.94

CAPITAL CALLS

- HarbourVest Direct Lending \$520,353.00 08/30/2021
- Crayhill Principal Strategies 659,724.00 09/07/2021
- Kennedy Lewis \$121,292.00 09/15/2021
- Brookfield Cap Partners V \$313,512.12 09/23/2021

DISTRIBUTION OF CAPITAL

- TA Realty \$25,692.00 08/26/2021
- Northstar Mezzanine Partners \$129,673.00 08/25/2021
- Lexington Partners \$27,873.00 08/30/2021
- Crescent Direct Lending \$33,526.00 09/08/2021
- Vista Equity \$24,876.00 09/03/2021

APPROVAL OF THE APPLICATIONS FOR BENEFITS

Service Retirements

(06092)	\$3,339.15	05/15/2021	RetGen
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DelPen Retirements

(07000)	n/a	11/01/2021	DelPen
(07743)	n/a	08/23/2021	DelPen
(07035)	n/a	11/01/2021	DelPen
(06996)	n/a	11/01/2021	DelPen
(08924)	n/a	09/07/2021	DelPen

Survivor Benefits

(15254)	\$1,634.68	07/26/2021	RetGen
(15256)	\$1,804.86	08/06/2021	RetGen

Refund Benefits

(13652)	\$5,238.92	09/01/2021	CPEMS
(14725)	\$777.25	09/01/2021	CPEMS

A motion was made by Terry Stone and seconded by Saul Polish to approve the service retirements, survivor, and refund benefits.

***THE MOTION WAS ADOPTED UNANIMOUSLY.**

NEW BUSINESS

- Kevin Leonard (NEPC) - Private Equity Implementation Recommendation. NEPC recommends interviewing two managers for co-investments with a \$7 million dollar allocation.
 - Adams Street Co Investment Fund V
 - Mesirow Financial Private Equity Fund VIII-B

A discussion was held. Two of the trustees will be at a conference for the October 20th meeting, but will participate virtually.

- Kevin Leonard, (NEPC)- Review the Preliminary Investment Performance “Flash” report for the period ending August 31, 2021. *We have no major concerns with any of the investment managers. Long term managers are performing well certainly within the equity portfolio with CoHo and Sands underperforming, but no major concerns there. Certainly, we continue to have dialog with them, and it is not surprising to see them underperforming on occasion.*
- (Frank Benevento) - 401(a) Defined Contribution Plan Vendor Search Consulting Proposal - *As a best practice, we are currently in the process of placing our current 401(a) deferred compensation third party administration services out to bid via RFP process in line with New Castle County Code and procurement guidelines. We are currently working with the New Castle County Procurement Department and agree that it would be helpful to hire a consultant to assist with the vendor search. Due to our close working relationship with NEPC as a general investment and defined contribution consultant, I have asked NEPC to prepare a quote to provide limited scope vendor search consulting services. Any questions? A motion is necessary to approve the proposal from NEPC.*

A motion was made by Saul Polish and seconded by Terry Stone to approve the recommended Defined Contribution Plan Vendor Search Proposal with NEPC.

***THE MOTION WAS ADOPTED UNANIMOUSLY.**

OLD BUSINESS

- Updates – (Frank Benevento)
 - 401(a) Defined Contribution Plan presentation follow-up - *During our February 17, 2021 meeting, the Pension Board agreed to accept the recommendations in aggregate, on behalf of NEPC, as represented on page 16 of the 2021 401(a) defined contribution annual review presentation and to move to lower share classes, if available, given further discussions with NEPC and MetLife. The approved investment lineup changes were executed effective July 19, 2021. The only outstanding item remaining from this exercise is clarification and options available for the stable value annuity fund or capital preservation. Over the past couple months, we have had several meetings/discussions with MetLife, Brighthouse and our defined contributions consultant NEPC. We are very close to providing the Pension Board with an informative response with all available options, in an effort to assist the Board moving forward. We will provide the Pension Board with an update at our next regularly scheduled meeting on October 20, 2021. Any questions? **(No action necessary)***
 - Private Credit Investment managers (Crayhill/HarbourVest) contract update - *During our April 21, 2021 meeting, the Pension Board agreed to contract with private credit investment managers Crayhill and HarbourVest for \$3M and \$2M respectively. The contracts for both managers have been executed and initial capital calls have been funded. Any questions? **(No action necessary)***

COMMENTS

Frank – The 401(a) provider from MetLife Senior Account Representative Jennifer Fullmer has resigned. On behalf of the NCC Board of Trustees, I would like to thank Jennifer for all her assistance and wishing her the best of luck in her future endeavors. Elise Ornstein has been and will continue to work with myself and Dan Beaton from NEPC, on the SVA and as for a replacement, we will be notified in the coming months.

NEPC will be holding their webinar on Thursday, September 30, 2021 at 11:30 EST on Defined Contribution Plan Litigation. All NCC employees, pension board of trustees and staff are encouraged register to attend. I will be forwarding each trustee and staff member with an email on how to register for the webinar in the coming days.

Our Retiree Health Fair is being held today at the James H. Gilliam Building from 9:00 a.m. to 12noon. A couple of highlight items we will be offering COVID-19 testing, Flu Shots, and glucose screening. Any retirees that would like to join us today at the Health Fair we will be over there shortly, and our remaining staff and fellow co-workers are already there opening the fair itself.

ADJOURNMENT

A motion was made by Daryl Brown and seconded by Terry Stone to adjourn the meeting at 8:57 a.m.

***THE MOTION WAS ADOPTED UNANIMOUSLY.**