

**MINUTES**  
**MEETING OF THE BOARD OF TRUSTEES**  
**EMPLOYEES' RETIREMENT FUND OF THE CITY OF DALLAS**

**TUESDAY, SEPTEMBER 14, 2021**

**1920 MCKINNEY AVENUE**

**10<sup>th</sup> FLOOR**

**PARKVIEW AT 1920 MCKINNEY**

**9:00 A.M.**

**This Employees' Retirement Fund of the City of Dallas Board meeting was held by videoconference and at 1920 McKinney Avenue, 10<sup>th</sup> Floor.**

Meeting: Henry Talavera presiding

Present: John W. Peavy III, Carla D. Brewer, Sunil King, Mark Swann and Henry Talavera

Absent: Tina B. Richardson

Staff: Cheryl D. Alston, Edward Scott, David K. Etheridge, Natalie Jenkins Sorrell, Anita Gage, Melissa Harris, Kate Shaw, Jaladhi Shukla and C. Kay Watson

Others Present: Zack Cziryak, Ali Kazemi, Seth Roberts, Stefan Smith, Consuelo Tankersley and Thomas Toth

With a quorum present, the regular meeting of the Employees' Retirement Fund Board of Trustees was called to order at 9:08 a.m. by Henry Talavera, Board Chair.

The Board Chair presented the Minutes of the Employees' Retirement Fund Board of Trustees June 8, 2021 regular meeting for approval.

Ms. Brewer moved approval of the Minutes of the Employees' Retirement Fund Board of Trustees June 8, 2021 regular meeting. Mr. King seconded the motion and the Minutes of the Employees' Retirement Fund Board of Trustees June 8, 2021 regular meeting were unanimously approved.

MINUTES  
 SEPTEMBER 14, 2021  
 PAGE 2

**DISCUSSION AND APPROVAL OF:**

The Board Chair presented the Minutes of the Employees' Retirement Fund Board of Trustees June 30, 2021 special meeting for approval.

Dr. Peavy moved approval of the Minutes of the Employees' Retirement Fund Board of Trustees June 30, 2021, special meeting. Ms. Brewer seconded the motion and the Minutes of the Employees' Retirement Fund Board of Trustees June 30, 2021 special meeting were unanimously approved.

Consent Agenda of July 15, 2021

**Approved July 15, 2021, by the Executive Director According to Resolution 2015-2**

Total Number of Retirees:	29*
Total Number of Survivors:	3*
Total Number of Termination/Redistribution of Survivor Benefits:	0
Total Number of QDRO Benefits:	1*
Total Number of Estates:	4*
Total Number of Disability Retirement Applications:	0
Total Number of Disability Continuations:	0
Total Number of Deferred Vested:	0
Total Number of Recalculations:	2*
Total Number of Corrections:	0
Total Number of Resolution 2015-2 Retirements (Hardship):	39*

**\* Number of Retirements Approved to be Paid Under Resolution 2015-2**

In accordance with Resolution 2015-2 the Consent Agenda of July 15, 2021, was approved by the Executive Director on July 15, 2021.

MINUTES

SEPTEMBER 14, 2021  
PAGE 3

**DISCUSSION AND APPROVAL OF: (continued)**

Consent Agenda of August 13, 2021

**Approved August 13, 2021, by the Executive Director According to Resolution 2015-2**

Total Number of Retirees:	23*
Total Number of Survivors:	15*
Total Number of Termination/Redistribution of Survivor Benefits:	0
Total Number of QDRO Benefits:	1*
Total Number of Estates:	3*
Total Number of Disability Retirement Applications:	0
Total Number of Disability Continuations:	0
Total Number of Deferred Vested:	0
Total Number of Recalculations:	0
Total Number of Corrections:	0
Total Number of Resolution 2015-2 Retirements (Hardship):	41*

**\* Number of Retirements Approved to be Paid Under Resolution 2015-2**

In accordance with Resolution 2015-2 the Consent Agenda of August 13, 2021, was approved by the Executive Director on August 13, 2021.

MINUTES  
 SEPTEMBER 14, 2021  
 PAGE 4

**DISCUSSION AND APPROVAL OF: (continued)**

Consent Agenda of September 14, 2021

Total Number of Retirees:	21
Total Number of Survivors:	2
Total Number of Termination/Redistribution of Survivor Benefits:	0
Total Number of QDRO Benefits:	0
Total Number of Estates:	2
Total Number of Disability Continuations:	0
Total Number of Deferred Vested:	0
Total Number of Recalculations:	0
Total Number of Corrections:	0
Total Number of Resolution 2015-2 Retirements (Hardship):	0

Ms. Brewer moved approval of the September 14, 2021, Consent Agenda of the Employees' Retirement Fund of the City of Dallas. Mr. King seconded the motion and the September 14, 2021 Consent Agenda of the Employees' Retirement Fund of the City of Dallas was unanimously approved.

**INDIVIDUAL ITEMS – DISCUSSION OF AND/OR APPROVAL OF:**

1. Second Quarter 2021 Review by Ali Kazemi and Thomas Toth of Wilshire Associates (Attachments)

There was no motion made on this item.

2. Discussion, Consideration and Possible Plan of Action for Smith Graham & Co. Investment Advisors, L.P. (Attachment)

Ms. Brewer made a motion to approve the extension of Smith Graham & Co. Investment Advisors, L.P. watch list status through Q1 of 2022. Following a second by Dr. Peavy, the motion was unanimously approved.

MINUTES  
SEPTEMBER 14, 2021  
PAGE 5

**INDIVIDUAL ITEMS – DISCUSSION OF AND/OR APPROVAL OF: (continued)**

3. Discussion, Consideration and Possible Action to Approve AQR Capital Management, LLC Contract Amendment (Attachments)

Mr. Swann made a motion to approve the IMA management fee schedule change as noted and authorize the Board Chair to sign. Following a second by Dr. Peavy, the motion was unanimously approved.

The meeting recessed at 10:15 a.m. The meeting reconvened at 10:25 a.m.

4. Discussion, Consideration and Possible Action to Approve the ERF Comprehensive Annual Financial Report Fiscal Year Ended December 31, 2020 (Attachment)

Mr. Swann made a motion to accept the ERF Comprehensive Annual Financial Report Fiscal Year Ended December 31, 2020. Following a second by Ms. Brewer, the motion was unanimously approved.

5. Discussion, Consideration and Possible Action to Approve Amendment One to Fiscal Year 2020-2021 ERF Budget (Attachments)

Ms. Brewer made a motion to approve the proposed FY 2020-21 ERF Budget Amendment One reallocating the line items on the attached discussion sheet and authorize the Executive Director to administer the budget as noted. Following a second by Mr. King, the motion was unanimously approved.

6. Discussion, Consideration and Possible Action to Approve Fiscal Year 2021-2022 ERF Budget (Attachments)

Mr. Swann made a motion to approve the proposed FY 2021-22 ERF Budget totaling \$22,901,600 which is attached to this discussion sheet and authorize the Executive Director to administer the budget as noted. The Executive Director is authorized to expend, as required, up to 110% of each line item or \$50,000 whichever is less of the funds appropriated herein, but in no instance, is the authorization given to exceed the total budgeted for each category (Administrative, Benefits Management, Investments Management, Capital, or Special Projects) without Board approval. The Executive Director is authorized to negotiate and sign contracts which are required in the conduct of Fund business and funds have been approved in this budget. This authorization is limited to \$50,000 per contract. The Executive Director is authorized to pay budgeted expenses, and to further pay pensions and member refunds which are authorized by law but are not specifically included in this budget. Following a second by Mr. King, the motion was unanimously approved.

MINUTES  
SEPTEMBER 14, 2021  
PAGE 6

**INDIVIDUAL ITEMS – DISCUSSION OF AND/OR APPROVAL OF: (continued)**

7. Possible Attendance at: (continued) Possible Attendance at:
- a. Institutional Investor 2021 Allocators' Choice Awards to be held September 22, 2021 (Attachment)
  - b. NASP 32<sup>nd</sup> Annual VIRTUAL Financial Services Conference to be held September 22-24, 2021 (Attachment)
  - c. SEM 2021 Small + Emerging Managers Conference to be held October 12 & 14, 2021(Attachment)

There was discussion.

Ms. Brewer made a motion to approve one ERF representative to attend the Institutional Investor 2021 Allocators' Choice Awards, six ERF representatives to attend the NASP 32<sup>nd</sup> Annual VIRTUAL Financial Services Conference and six ERF representatives to attend the SEM 2021 Small + Emerging Managers Conference. Following a second by Dr. Peavy, the motion was unanimously approved.

8. Reports and Recommendations by Executive Director and Staff:

- a. Asset Allocation Report / Cash Rebalance

June 2021

July 2021

August 2021

There was no motion made on these items.

- b. Monthly Performance Report

June 2021

July 2021

August 2021

There was no motion made on these items.

MINUTES  
 SEPTEMBER 14, 2021  
 PAGE 7

**INDIVIDUAL ITEMS – DISCUSSION OF AND/OR APPROVAL OF: (continued)**

8. Reports and Recommendations by Executive Director and Staff: (continued)

c. ERF At a Glance (Attachment)

June 2021

July 2021

August 2021

There was no motion made on these items.

The meeting recessed at 10:55 a.m.

The Board of Trustees convened in a Closed Executive Session at 10:56 a.m. pursuant to Texas Government Code Section 551.071 for the purpose of consultation with legal counsel.

9. Discussion of The Employees' Retirement Fund of the City of Dallas v The City of Dallas, Cause No. DC-18-14682

The Board of Trustees reconvened its open meeting at 11:30 a.m. No other matters were discussed in Closed Executive Session.

There was no motion made on this item.

The Executive Director stated that there was no further business to come before the Board. The Board Chair adjourned the meeting at 11:30 a.m.

All materials presented at the meeting of the Board of Trustees are now part of the Official Minutes.

APPROVED: *Henry Talavera*  
Henry Talavera (Oct 13, 2021 18:50 CDT)  
 Henry Talavera, Chair, Board of Trustees

ATTEST: *Cheryl D. Alston*  
cheryl alston (Oct 13, 2021 21:41 CDT)  
 Cheryl D. Alston, Executive Director

*Kay Watson*  
Kay Watson (Oct 14, 2021 08:46 CDT)  
 C. Kay Watson, Board Coordinator












# ERF Board Minutes September 14th

Final Audit Report

2021-10-14

Created:	2021-10-12
By:	Anita Gage (agage@dallaserf.org)
Status:	Signed
Transaction ID:	CBJCHBCAABAAfsHapl4pC_VsvE_xp_U_Qh-wjATmpAzR

## "ERF Board Minutes September 14th" History

-  Document created by Anita Gage (agage@dallaserf.org)  
2021-10-12 - 4:40:44 PM GMT- IP address: 70.118.54.186
-  Document emailed to Henry Talavera (htalavera@polsinelli.com) for signature  
2021-10-12 - 4:41:49 PM GMT
-  Email viewed by Henry Talavera (htalavera@polsinelli.com)  
2021-10-13 - 11:50:11 PM GMT- IP address: 198.240.114.255
-  Document e-signed by Henry Talavera (htalavera@polsinelli.com)  
Signature Date: 2021-10-13 - 11:50:32 PM GMT - Time Source: server- IP address: 4.59.119.66
-  Document emailed to cheryl alston (calston@dallaserf.org) for signature  
2021-10-13 - 11:50:36 PM GMT
-  Email viewed by cheryl alston (calston@dallaserf.org)  
2021-10-14 - 2:40:48 AM GMT- IP address: 75.35.171.163
-  Document e-signed by cheryl alston (calston@dallaserf.org)  
Signature Date: 2021-10-14 - 2:41:14 AM GMT - Time Source: server- IP address: 75.35.171.163
-  Document emailed to Kay Watson (cwatson@dallaserf.org) for signature  
2021-10-14 - 2:41:16 AM GMT
-  Email viewed by Kay Watson (cwatson@dallaserf.org)  
2021-10-14 - 1:45:12 PM GMT- IP address: 70.118.54.186
-  Document e-signed by Kay Watson (cwatson@dallaserf.org)  
Signature Date: 2021-10-14 - 1:46:04 PM GMT - Time Source: server- IP address: 70.118.54.186
-  Agreement completed.  
2021-10-14 - 1:46:04 PM GMT