

MINUTES OF MEETING #395
BOARD OF TRUSTEES
KENTUCKY RETIREMENT SYSTEMS
SPECIAL CALLED MEETING
FEBRUARY 24, 2015; 9:00 A.M.
1270 LOUISVILLE ROAD, FRANKFORT, KENTUCKY 40601

At the Quarterly Meeting of the Board of Trustees held on February 24, 2015, the following members were present: Thomas Elliott; Chair, Mike Cherry, Ed Davis, JT Fulkerson, Vince Lang, Timothy Longmeyer, Randy Overstreet, Mary Helen Peter, David Rich, Randy Stevens, and William Summers. In addition, Staff members present were William Thielen, Karen Roggenkamp, David Peden, Rebecca Stephens, Brian Thomas, Todd Coleman, Scarlett Consalvi, Connie Davis, Connie Pettyjohn, Marlane Robinson, Shawn Sparks, Erica Bradley, Ann Case, Shaun Case, Samantha Payne, and Leigh Taylor. Also present were Jim Carroll, Eva Smith Carroll, Larry Totten, Frank Willey, Rebecca Heckler, Jana Smith, Larry Likes, Bo Cracraft, Steve Starkweather, Joe Lancaster, and Stephanie Heller, Carla Whaley, and Paul Griffy of Humana.

Mr. Elliott introduced the agenda item *Approval of Minutes*. Secretary Longmeyer moved and was seconded by Mr. Lang to accept the minutes of the December 4, 2014. The motion passed unanimously.

Mr. Elliott introduced the agenda item *Affirmative Action Plan*. Ms. Robinson presented the report to the Board. This report was provided for informational purposes only.

Mr. Elliott introduced the agenda item *Audit Committee Quarterly Report*. Mr. Cherry updated the Trustees on the actions of the February 5, 2015 Committee meeting. Mr. Cherry moved and was seconded by Mr. Lang to ratify the actions of the Audit Committee. The motion passed unanimously.

Mr. Elliott introduced the agenda item *Retiree Health Committee Quarterly Report and Medicare Advantage RFP*. Ms. Pettyjohn reviewed the proposed Medicare Advantage RFP and timeline as presented at the January 22, 2015 Special Committee meeting. Mr. Davis moved and was seconded by Ms. Peter to approve the issuance of the RFP and give KRS staff authority to make minor edits as necessary. The motion passed unanimously.

Mr. Elliott introduced the agenda item *Quarterly Financial Statements as of December 31, 2014 (unaudited)*. Mr. Coleman presented the information to the Trustees. This report was provided for informational purposes only.

Mr. Elliott introduced the agenda item *Recognition of Trustee Randy Overstreet*. Mr. Thielen read excerpts from a resolution highlighting achievements of Mr. Overstreet's tenure and thanking him for his service as a Trustee. Mr. Elliott moved and was seconded by Mr. Stevens to adopt the resolution. The motion passed unanimously.

Mr. Elliott introduced the agenda item *Investment Committee and Investment Portfolio Quarterly Report*. Mr. Peden reported on the portfolio and the actions taken by the Investment Committee at the February 3, 2015 meeting. Mr. Rich moved and was seconded by Mr. Stevens to ratify the actions of the Investment Committee. The motion passed unanimously.

Stephanie Heller, Carla Whaley, and Paul Griffy exited the meeting.

Mr. Elliott introduced the agenda item *Legislative Update*. Mr. Thielen and Mr. Thomas reported on legislative activity from the 2015 Regular Session of the Kentucky General Assembly pertaining to KRS. This report was provided for informational purposes only.

Mr. Elliott called for a fifteen minute break and the meeting was suspended.

During the break Samantha Payne, Marlane Robinson, Connie Pettyjohn, Shaun Case, and Scarlett Consalvi exited; *Dan Sweatnam* entered the meeting.

Mr. Elliott reconvened the meeting and introduced the agenda item *Quarterly Budget Update*. Ms. Roggenkamp presented the administrative budget-to-actual expenditure update to the Trustees. This report was provided for informational purposes only.

Mr. Elliott introduced the agenda item *Informational Reports*. Ms. Stephens provided an overview of the reports to the Trustees. This report was provided for informational purposes only.

Mr. Elliott introduced the agenda item *Pending Litigation*. Mr. Overstreet moved and was seconded by Ms. Peter to enter closed session. The motion passed unanimously. Mr. Elliott read the following statement and the meeting moved into closed session: A motion having been made in open session to move into a closed session for a specific purpose, and such motion having carried by majority vote in open, public session, the Board shall now enter closed session to consider litigation pursuant to KRS 61.810(1)(c), because of the necessity of protecting the confidentiality of the Systems' litigation strategy and preserving any available attorney-client privilege.

Kathy Rupinen of KRS and Bob Kellerman of Stoll Keenon Ogden entered the meeting during closed session.

After meeting in closed session, Mr. Elliott called the meeting back to open session with no action taken.

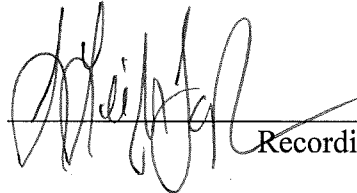
There being no further business, the meeting adjourned at 11:51 a.m. to meet on April 16, 2015 at 9:00 a.m. or upon the call of the Executive Director or the Chair of the Board of Trustees.

Copies of all documents presented are incorporated as part of the Minutes of the Board of Trustees as of February 24, 2015.

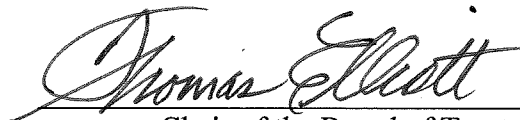
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CERTIFICATION

I do certify that I was present at this meeting, and I have recorded the above actions of the Trustees on the various items considered by it at this meeting. Further, I certify that all requirements of KRS 61.805-61.850 were met in conjunction with this meeting.

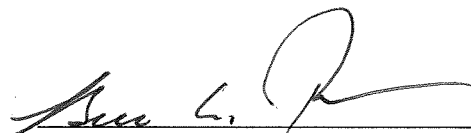

Recording Secretary

We, the Chair of the Board of Trustees of the Kentucky Retirement Systems and Executive Director of the Kentucky Retirement Systems, do certify that the Minutes of Meeting Number 395, held on February 24, 2015, were approved on April 16, 2015.


Chair of the Board of Trustees


Executive Director

I, Brian C. Thomas, have reviewed the Minutes of the February 24, 2015 Special Called Board of Trustees Meeting for content, form, and legality.


General Counsel