

**MINUTES OF MEETING
COUNTY EMPLOYEES RETIREMENT SYSTEM
BOARD OF TRUSTEES MEETING
February 7, 2022 AT 2:00 P.M. ET
VIA LIVE VIDEO TELECONFERENCE**

At the special called meeting of the County Employees Retirement System Board of Trustees held on February 7, 2022 the following members were present: Betty Pendergrass (Chair), Dr. Patricia Carver, George Cheatham, Michael Foster, JT Fulkerson, Dr. Martin Milkman, William O'Mara, and Jerry Powell. Staff members present was Ed Owens, III, CERS CEO, David Eager, Rebecca Adkins, Erin Surratt, Michael Board, Steven Herbert, Vicki Hale, Connie Davis, Jaren Crawford, D'Juan Surratt, Connie Pettyjohn, Kristen Coffey, Ashley Gabbard, Shaun Case, Glenna Frasher and Sherry Rankin. Others present included Eric Branco with Johnson Bowman and Branco.

Ms. Pendergrass called the meeting to order and read the Legal Opening Statement.

Ms. Rankin took Roll Call. There was no public comment received.

Ms. Pendergrass introduced agenda item *Approval of Minutes of December 1, 2021 meeting*. Dr. Milkman made a motion and was seconded by Mr. Powell to approve the minutes as presented. The motion passed unanimously.

Ms. Pendergrass introduced agenda item *Bylaws Revision*. Ms. Pendergrass stated that this will be the second reading of the items that were changed in the CERS Bylaws, as the first reading occurred at the December 1, 2021 meeting. Mr. Powell made a motion and was seconded by Mr. Foster to approve the Bylaws Amendments as presented. The motion passed unanimously.

Ms. Pendergrass stated that additional changes may be necessary to the previously approved 2022 Meeting Calendar and revisited the approved calendar for further discussions. In the March 2022 calendar, the CERS Actuarial Committee Meeting is set to meet after the CERS Board Meeting. Suggestions were made to either switch the meetings so that the CERS Board meeting is after the Actuarial Committee meeting or move the CERS Board meeting to a date after the Actuarial Committee meeting. Mr. Powell made a motion and was seconded by Dr. Milkman to move the

CERS Actuarial Committee Meeting to be held on March 14, 2022 and the CERS Board Meeting to be held on March 16, 2022. The motion passed unanimously.

Another calendar issue is that the November 8, 2022 CERS Board Meeting falls on Election Day. Dr. Milkman made a motion and was seconded by Mr. Powell to change the November 8, 2022 CERS Board Meeting to be held on November 9, 2022. The motion passed unanimously.

Ms. Pendergrass introduced agenda item *Legislative Update*. Mr. Foster summarized House Bill 297 and its impacts that would affect the County Employees Retirement System. Ms. Surratt explained that some of the necessary changes found in House Bill 297 were the result of the passage of previous legislation in House Bill 9 and Senate Bill 169. Ms. Surratt further stated that additional changes were needed to ensure that the language used the statutes created during the separation mirrored the language in the current statutes. Mr. Cheatham questioned the exclusion of language concerning the issues of Trustee liability and lack of quorum on the KPPA Board due to recusals in House Bill 297. Mr. Eager suggested that Mr. Board draft language regarding Trustee liability to present to the bill sponsor for inclusion by amendment before the February 28, 2022 deadline.

Ms. Pendergrass introduced agenda item *Closed Session*. Mr. Foster made a motion and was seconded by Mr. Cheatham to go into closed session for the purpose of litigation. The motion passed unanimously.

Ms. Pendergrass read the following closed session statement, "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 close 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".

Mr. Fulkerson and Mr. Eager left the meeting prior to the beginning of the Closed Session due to a conflict of interest.

After the Board returned from Closed Session, Ms. Pendergrass opened the floor for a motion regarding the River City FOP litigation. Mr. Powell made a motion and was seconded by Dr.

Milkman to approve the settlement as discussed in closed session. The motion passed unanimously.

Mr. Powell made a motion and was seconded by Mr. Cheatham to adjourn the meeting. The motion passed unanimously.

Copies of all documents presented are incorporated as part of the Minutes of the Board of Trustees held February 7, 2022 except documents provided during a closed session conducted pursuant to the open meetings act and exempt under the open records act.

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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

I, the Chair of the Board of Trustees of the County Employees Retirement System, do certify that the Minutes of Meeting held on February 7, 2022 were approved on March 16, 2022.


Chair of the Board of Trustees

I have reviewed the Minutes of the February 7, 2022 Board of Trustees Meeting for content, form, and legality.


Executive Director
Office of Legal Services