

AGENDA

**General Employee Retirement Committee Regular Meeting
City of Port Orange – City Hall
1000 City Center Circle, 2nd Floor Training Room
Monday, January 28, 2019 @ 2:00 p.m.**

I. Call to Order:

Chair Peter Ferreira	Vice-Chair Lynn Hadley
Council Member Scott Stiltner	City Manager Michael H. (Jake) Johansson
Kynah Cockcroft	Cynthia Rivera
	Lori Bockelman

II. Approval of Minutes:

a. December 17, 2018 – Quarterly Meeting

III. Participant/Public Participation

IV. Unfinished Business:

a. Matrix for the Vendors' Performance Review

- Service Provider Evaluation for First State Trust Company

V. Financials:

a. December 2018 – Dave Leonard

VI. New Business:

a. Contract from Rice Pugatch Robinson Storfer & Cohen, PLLC

VII. Consent Agenda:

For Approval:

Warrant #141

Benefits USA, Inc. (Admin Fees 1/2019 plus Postage; INV #POG111)	\$ 2,594.94
Southeastern Advisory (Investment Consulting Services; INV #1704)	\$ 4,988.00
Integrity Fix Income Management (4 th Qtr. 2018; INV #2220)	\$ 4,331.81
Highland Capital Management (1 st Qtr'19 Mgmt. Fees; INV #19923)	\$ 7,373.43
James Moore (2018 Audit INV #580489)	\$ 6,000.00
First State Trust (4 th Qtr. 2018 Custodial Services)	\$ 4,375.00

VIII. Distributions:

IX. Reports:

- a. Attorney
- b. Comments from Committee Members
- c. Administrator
- d. Correspondence

X. Next Meeting Date:

- a. February 25, 2019 – Regular Meeting

XI. Adjournment:

Any person who desires to appeal any decision made by the General Employee Retirement Committee will need a record of the proceedings, and for such purpose he or she may need to ensure at his or her own expense for the taking and preparation of a verbatim record of all testimony and evidence of the proceedings upon which the appeal is based.

NOTE: If you are a person with a disability who needs any accommodation in order to participate in this proceeding, you are entitled, at no cost to you, to the provision of certain assistance. Please contact the City Clerk for the City of Port Orange, 1000 City Center Circle, Port Orange, Florida 32129, Telephone Number (386) 506-5563, within (2) two working days of your receipt of this notice or (5) five days prior to the meeting date; If you are hearing or voice impaired, contact the relay operator at 1-800-955-8771.

December 17, 2018 – Quarterly Meeting

Minutes

**CITY OF PORT ORANGE GENERAL EMPLOYEES RETIREMENT PLAN
QUARTERLY MEETING MINUTES
December 17, 2018**

ROLL CALL:

The meeting of the City of Port Orange General Employees Retirement Plan was called to order by Vice Chair Peter Ferreira at 1:58 p.m. on December 17, 2018 in the 2nd Floor Training Room, City Hall 1000 City Center Circle, Port Orange, FL.

TRUSTEES PRESENT:

Vice Chairman Peter Ferreira, Lynn Hadley, Jake Johansson (2:59pm), Kynah Cockcroft, Scott Stiltner, Cynthia Rivera and Lori Bockelman

ABSENT AND EXCUSED:

OTHERS PRESENT:

Mei Fang of Benefits USA, Inc.; Jeff Swanson of Southeastern Advisory, Todd Wishnia of Highland Capital, Heather Carrizales of Human Resources and Dave Leonard, Fund Actuary

APPROVAL OF MINUTES

October 22, 2018 – Regular Meeting

Vice Chairman Peter Ferreira asked the Members if there were any issues with the minutes of October 22, 2018, any corrections, additions, or deletions.

Hearing and seeing none Member Stiltner moved to approve the minutes as presented. Member Hadley seconded the motion and the motion passed.

PARTICIPANT/PUBLIC PARTICIPATION:

There were no public participants present at this time.

UNFINISHED BUSINESS:

Matrix for the Vendors' Performance Review

Service Provider Evaluation for First State Trust Company

Vice Chairman Peter Ferreira opened the discussion with the Board, and asked if the Administration office receive all of the completed scoring sheets and an up-dated Contract

from First State Trust Company. Ms. Mei Fang answered that Administration office received all six completed scoring sheets from the Board Members, but did not receive the up-dated contract from First State Trust Company yet. Mr. James Robinson of First State Trust Company said that he needs to review the account with his Supervisor to discuss the Custodial Service Fees. The current Contract includes 100 repetitive monthly pension payments and 25 Lump Sum or Expenses' payments. Through November 2018, they processed 36 Expenses' payments and 105 monthly Pension payments. First State bills in arrears, so there would be no change for the 4th quarter, but the up-dated contract will have the different fee schedule.

After further discussion, the Board decided not to evaluate First State until they provide the up-dated contract. Member Stiltner asked Ms. Fang to contact James Robinson of First State Trust Company to add a Memo about what changed from the current contract to the updated contract. Ms. Fang said that she will do so. Member Cockcroft move to table this item until the new clean contract is provided by First State Trust Company. Member Stiltner second the motion and the motion passed.

RFP for POG Legal Services

Vice Chairman Peter Ferreira opened the discussion with the Board to select a Legal Firm providing legal service for General Pension Fund. Member Stiltner said that the Board must make decision today since Fund Attorney James Loper will retire on 12-31-2018. After reviewing the Board Members' reports from their conference calls with the four Law Firms' clients, Member Stiltner motioned to retain Rice, Pugatch, Robinson, Storfer, & Cohen, PLLC to provide Legal service for the City of Port Orange General Employees Retirement Plan. Member Rivera second the motion and motion passed.

FINANCIALS:

October and November 2018 – Dave Leonard

Actuary Dave Leonard reviewed the financials with the Board. It was noted that the market value of the Fund is \$33,784,779.45, an increase of \$375,104.66. Receipts for the month totaled \$1,362,680.33 versus total disbursements of \$807,705.16. Payments to retirees and other participants totaled \$211,967.11. The balance as of November 30, 2018, was \$1,097,785.42 in the Cash account. Actuary Dave Leonard reported that the yield for the month is 1.33%.

Highland Capital – Todd Wishnia

Mr. Todd Wishnia distributed an additional handout about the performance of the Fund. As of September 30, 2018, the City of Port Orange General Employees Retirement Pension Fund's Highland Capital Management balanced account was valued at \$6,977,111.00. For the third quarter, the Highland Capital Management balanced portfolio returned 6.41% which was 0.71% higher than the Index of 5.70%. Fiscal Year to Date the Plan earned 11.59% and 11.56% for the past five years on an annualized basis. It was noted that the asset allocation is as follows: 98.4% in Value and 1.6% in Cash/Cash Equivalents. The top three holdings by sector are as follows: Financials, 27.3% of the portfolio and returned 5.3%; Health Care, 16.3% of the portfolio and returned 17.70%; and Info. Tech, 11.9% of the portfolio and returned 11.80%.

Mr. Wishnia provided a brief report on the economy. Mr. Wishnia reported that as we opened the book on the fourth quarter, we are reminded that October is historically a more volatile month for the market, with the standard deviation of daily price change being 1.44% vs 1.05% for the other months. That doesn't mean that October is necessarily a bad month for returns, as September is historically the worst month in the year. To the contrary, seasonality is usually the best in the fourth quarter, and especially so in mid-term election years, as the market since 1950 has averaged a Q4 return of 7.8%. In all Q4's going back to 1928, the average Q4 gain is 2.7%.

Southeastern Advisory

Mr. Swanson reviewed the investment performance report for the period ending September 30, 2018. Strong corporate earnings reports and a vast majority of U.S. public companies beat consensus earnings estimates to push the U.S. stock market to the strongest quarter in nearly five years. Economic data continues to be strong including the largest increase in real GDP in four years at 4.2%. Although global trade and tariffs continue to be a major issue, the U.S. made positive strides during the quarter with a preliminary, renegotiated trade deal with the European Commission and a finalized deal with South Korea, the first completed pact under the current administration. Most of the major components of economic growth contributed although private investment was down slightly on inventory drawdowns. A major drop in net exports contributed more than 1% to real growth as imports fell and exports moved higher. Government spending was up, as well, and personal consumption added 2.6% to real economic growth during the quarter.

Mr. Swanson reported that the value of the Fund's portfolio as of September 30, 2018, was \$35,160,836.00. The Total Fund returned 4.8% for the third quarter which was 1.0% higher than the target Index of 3.8% and ranked in the second percentile of Total Public Fund Sponsors, 12.7% for the one year, and 11.9% for the past three years on an annualized basis. Total Domestic Equities' return was 8.3% which was 0.6% above the S&P 500 Index of 7.7%. Total Fixed Income returned 0.5% which was 0.5% above the Barclays Aggregate Index of 0.0%. Total International Equities' return was 1.5% which was 0.1% above the MSCI EAFE Index of 1.4%. Total Real Estate return was 2.5% which was 0.8% above the NCREIF Property Index of 1.7%. The asset allocation is 52.8% Domestic Equity, 19.5% Fixed Income, 10.5% International Equity, 15.8% Real Estate and 1.4% Cash.

Mr. Swanson reported that the Manager Allocation is 20.0% managed by Highland Capital, 11.2% managed by Atlanta Cap, 4.7% managed by Euro-Pacific Growth, 5.8% managed by Vanguard Global, 15.9% managed by Principal Real Estate, 22.6% managed by Boston Company and 19.8% managed by Integrity.

Mr. Swanson noted that he is not making any recommendations to rebalance at this time.

NEW BUSINESS:

Member Jake Johansson arrived at the meeting at 2:59 pm. Administrator Mei Fang noted that the Election of Officers is listed on today's agenda under Call to Order. Ms. Fang suggested to the Board that elections for a New Chairperson and Vice Chairperson can proceed since all seven Board Members are present now.

Election of Officers- Chairperson

Member Rivera nominated Member Peter Ferreira as the Chairperson. Member Johansson seconded the nomination. After seeing and hearing no further nominations Member Peter Ferreira is elected by acclamation.

Election of Officers- Vice Chairperson

Member Johansson nominated Member Lynn Hadley as a Vice Chairperson. Member Ferreira seconded the nomination. After hearing and seeing no further nominations Member Lynn Hadley is elected by acclamation.

CONSENT AGENDA:

For Approval:

Warrant #140

Benefits USA, Inc. (Admin Fees 11&12/2018; INV #POG110)	\$ 5,000.00
The Boston Company (3 rd Qtr. 2018 Mgmt. Fees; INV #97416)	\$ 9,869.21
James Loper (STMT #45 dated 11/30/18)	\$ 125.00
FPPTA (2019 Membership Renewal)	\$ 600.00

Hearing and seeing no changes, Member Johansson moved to approve Warrant #140. Member Ferreira seconded the motion and the motion passed.

DISTRIBUTIONS:

Mandatory Plan

Edward Curry (for Ratification)	Total Withdrawal	\$ 8,320.56
---------------------------------	------------------	-------------

Member Johansson moved to approve Mandatory distribution for Mr. Edward Curry. Member Stiltner seconded the motion and the motion passed.

REPORTS:

Comments from Committee Member:

Member Stiltner said that he is interested in attending the trustee school to get more education. Ms. Fang asked did he want go to the next FPPTA winter Trustee School, it will be at the February 3-6, 2019 in Orlando. If he wishes to attend please advise Benefits USA as soon as possible to register with the FPPTA, after register is done, he can make the hotel arrangement by himself.

Ms. Heather Carrizales of Human Resources reported that she found a box in the City’s storage. Ms. Carrizales noted she started reviewing the box and found most of the contents are old Investment Reports. She is wondering what she needs to do with this box. After further discussion, the Board decided to give the box to Benefits USA to deal with. Ms. Fang said their office will review the contents of the box, we will follow State Records Retention Schedule to treat all the documents in that box, and give a summary report to City Clerk. Ms. Heather

Carrizales said if there are any Members' documents, please forward to her. Ms. Fang said that she will do so.

NEXT MEETING DATE:

January 28, 2019@2:00 p.m. – Regular Meeting

ADJOURNMENT:

The meeting adjourned at 3:46 p.m.

Chairperson

Date

Unfinished Business

**Matrix for the Vendors' Performance Review
First State Trust Company**

Mei Fang

From: Robinson, James <JRobinson@fs-trust.com>
Sent: Thursday, January 17, 2019 9:41 AM
To: Mei Fang
Subject: RE: New Contract

Mei,

I will have the new contract proposal for you in time for the February meeting.

Jim Robinson
Vice President/Trust Officer

Delaware Corporate Center I / 1 Righter Parkway, Suite 120 / Wilmington, DE 19803

☐ : 302-573-5972 / ☐ : 302-573-5986 / ☐ : jrobinson@fs-trust.com

Please visit our new website! <https://www.fs-trust.com>

CONFIDENTIALITY NOTICE: This communication is confidential, may be privileged and is meant only for the intended recipient. If you are not the intended recipient, please notify the sender ASAP and delete this message from your system. IRS CIRCULAR 230 NOTICE: To the extent that this message or any attachment concerns tax matters, it is not intended to be used and cannot be used by a taxpayer for the purpose of avoiding penalties that may be imposed by law.

From: Mei Fang <mei@benefits-usa.org>
Sent: Monday, January 7, 2019 9:57 AM
To: Robinson, James <JRobinson@fs-trust.com>
Subject: RE: New Contract
Importance: High

Hi, Jim:

The meeting is 1-28-19, and I need the contract for Agenda is 1-18-19. Thanks.

Best regards,

*Mei Fang
Benefits USA, Inc.
3810 Inverrary Blvd., Suite 303
Lauderhill, FL 33319
Phone: 954-730-2068 x201
Toll Free: 800-452-2454 x201*

Vendor: FIRST STATE TRUST CO.
 Service Provided: CUSTODIAN BANK
 Date of Evaluation: September 2018
 Annual or Quarterly

Use this form to evaluate the overall performance of the Vendor. Apply a strength factor: 5 being the strongest. Total each column to reach an overall performance rating

VENDOR EVALUATION	1	2	3	4	5
Timeliness of responding to requests			X		
Quality of work product			X		
Level of Assistance provided to Board Members			X		
Level of Assistance provided to Employees					
Level of Assistance provided to Retirees			X		
Overall Expertise of Provider's Staff			X		
Fees: Market Comparison/Value					
Meeting Contract Goals			X		
COMMENTS:					
(1) TAX ISSUE - 2 Retirees (resolved)					
(2) Retiree overpayment due 832.60 to deposit not made in timely manner (NOT resolved) Has claim been filed?					
Column Totals					
(3) 7 Quarters NOT INVOICED in timely manner					
TOTAL RATING SCORE					18/35

Vendor: First State Trust

Service Provided: Custodial Services

Date of Evaluation: 9/24/18

Annual or Quarterly

Use this form to evaluate the overall performance of the Vendor. Apply a strength factor: 5 being the strongest. Total each column to reach an overall performance rating

VENDOR EVALUATION	1	2	3	4	5
Timeliness of responding to requests					✓
Quality of work product				✓	
Level of Assistance provided to Board Members					✓
Level of Assistance provided to Employees	- NA -				
Level of Assistance provided to Retirees			✓		
Overall Expertise of Provider's Staff					✓
Fees: Market Comparison/Value					✓
Meeting Contract Goals				✓	
COMMENTS: Several major errors when paying and deducting taxes for retirees, but seemed to address appropriately.					
Column Totals					
TOTAL RATING SCORE					31/35

Vendor: First State Trust Company

Service Provided: Custodial Services

Date of Evaluation: 9-24-2018

Annual X or Quarterly _____

Use this form to evaluate the overall performance of the Vendor. Apply a strength factor: 5 being the strongest. Total each column to reach an overall performance rating

VENDOR EVALUATION	1	2	3	4	5
Timeliness of responding to requests					
Quality of work product				X	
Level of Assistance provided to Board Members			X		
Level of Assistance provided to Employees				X	
Level of Assistance provided to Retirees				X	
Overall Expertise of Provider's Staff			X		
Fees: Market Comparison/Value			X		
Meeting Contract Goals				X	
COMMENTS: First State has been doing an Adequate job for the members of the Pension. Errors are few and when caught, are corrected quickly. Response to Board members has been responsive but not forward leaning comparatively speaking. I recommend retaining Vendor to be part of the team.					
Column Totals					25/40
TOTAL RATING SCORE					3.57

Vendor: First State Trust Company

Service Provided: Custodial Services

Date of Evaluation: 9-24-2018

Annual or Quarterly

Use this form to evaluate the overall performance of the Vendor. Apply a strength factor: 5 being the strongest. Total each column to reach an overall performance rating

VENDOR EVALUATION	1	2	3	4	5
Timeliness of responding to requests				X	
Quality of work product				X	
Level of Assistance provided to Board Members					X
Level of Assistance provided to Employees					X
Level of Assistance provided to Retirees		N/A			
Overall Expertise of Provider's Staff				X	
Fees: Market Comparison/Value					X
Meeting Contract Goals				X	
COMMENTS:					
Column Totals				16	15
TOTAL RATING SCORE					31/35

Vendor: First State Trust Company

Service Provided: Custodial Services

Date of Evaluation: ~~9-24-2018~~ 10/22/18

Annual or Quarterly

Use this form to evaluate the overall performance of the Vendor. Apply a strength factor: 5 being the strongest. Total each column to reach an overall performance rating

VENDOR EVALUATION	1	2	3	4	5
Timeliness of responding to requests			X		
Quality of work product			X		
Level of Assistance provided to Board Members			X		
Level of Assistance provided to Employees			X		
Level of Assistance provided to Retirees <i>R. Towey, T Troutman 1099 issues</i>		X			
Overall Expertise of Provider's Staff			X		
Fees: Market Comparison/Value				X	
Meeting Contract Goals			X		
COMMENTS: <i>Need to bill in a timely fashion, Improve communication w/ city + administrator Overall satisfactory</i>					
Column Totals					
TOTAL RATING SCORE					<i>24/40</i>

Vendor: First State Trust Company

Service Provided: Custodial Services

Date of Evaluation: 10-22-2018

Annual or Quarterly _____

Use this form to evaluate the overall performance of the Vendor. Apply a strength factor: 5 being the strongest. Total each column to reach an overall performance rating

VENDOR EVALUATION	1	2	3	4	5
Timeliness of responding to requests				✓	
Quality of work product				✓	
Level of Assistance provided to Board Members					✓
Level of Assistance provided to Employees			unk		
Level of Assistance provided to Retirees			unk		
Overall Expertise of Provider's Staff				✓	
Fees: Market Comparison/Value				✓	
Meeting Contract Goals				✓	
COMMENTS: <i>Need to work towards minimizing reporting errors and timeliness of billing for services.</i>					
Column Totals <i>Overall Satisfactory</i>					<i>25</i> <i>30</i>
TOTAL RATING SCORE					

Financials

December 2018 - Dave Leonard

*City of Port Orange
General Employees Defined Benefit Retirement Plan*

2018/2019 Cost and Market Summary - as of DECEMBER 31, 2018

Date	Cost Value Including Cash*	Market Value Including Cash*	Market value over Cost value
10/01/2018	\$27,102,075.46	\$35,365,313.95	\$8,263,238.49
10/31/2018	27,160,961.09	33,409,674.79	6,248,713.70
11/30/2018	27,259,061.39	33,784,779.45	6,525,718.06
12/31/2018	27,346,277.26	31,948,927.85	4,602,650.59
01/31/2019			
02/28/2019			
03/31/2019			
04/30/2019			
05/31/2019			
06/30/2019			
07/31/2019			
08/31/2019			
09/30/2019			

Change in Market Value of Plan Assets (as of December 31, 2018):

Increase from 10/01/2018	(\$3,416,386.10)	- annual
Increase from 12/01/2018	(\$1,835,851.60)	- monthly

* Includes all accrued interest and dividends.

City of Port Orange
General Employees Defined Benefit Retirement Plan

Cash Accounts - Per First State Trust

Balance as of December 1, 2018 **\$1,097,785.42**

Receipts:

City Contribution	\$68,923.59	
Mandatory EE Contributions	24,268.84	
Voluntary EE Contributions	2,181.69	
Sale-Securities (Cost Value)	677,567.98	
Gain (Loss) Sale of Securities	-49,062.57	
Dividends	36,227.01	
Interest & Mutual Fund Reinv.	207,410.45	
Other - Transfer to Principal & Class actions	35,108.41	
Total Receipts		\$1,002,625.40

Disbursements:

Securities Purchased - Equity (incl. Unit Trusts)	(\$495,764.64)	
Securities Purchased - US Govt. Oblig.	(105,791.64)	
Securities Purchased - Mortgage Backed Sec.	0.00	
Securities Purchased - Principal Real Estate Acct.	0.00	
Securities Purchased - Municipal/ Mutual Funds	\$0.00	
Securities Purchased - Corp. & Foreign Bond	(191,260.00)	
Advance Payment of Retirement Benefits (for January) - Page 3 lists monthly payment applicable to current month	(\$203,646.55)	
Payments to other Participants	\$0.00	
None.		

Expenses (\$15,594.21)

Admin/Actuarial Fees	\$5,000.00	
Investment/Monitor Fees	9,869.21	
Custodian Fees/ Commissions	0.00	
Legal Fees	125.00	
Misc - Insurance Premium	600.00	

Total Disbursements (1,012,057.04)

Balance as of December 31, 2018 **\$1,088,353.78**

City of Port Orange
General Employees Defined Benefit Retirement Plan

Monthly Benefit Payments to Retired, Deceased and Disabled Participants - December, 2018

Barnhart, Betty	3,758.64	Koch, Michael	\$3,530.36	Stuhr, Donald	1,249.53
Beckman, Bruce	4,380.36	Kosuta, Christopher	1,851.28	Sutton, Robert	\$596.47
Bizub, Joseph	575.71	Kucera, Christopher	3,239.20	Taylor, Gerald	1,187.68
Blackey, William	492.27	Kushmaul, Roger	456.29	Termini, Jimmy (MPP)	1,100.00
Bliven, Thomas	1,184.26	Lavender, Robert	2,629.79	Thomas, Mitchell	2,621.57
Bowey, Janet	169.24	Leftwich, Glenda	1,033.35	Towey, Richard	3,563.43
Breaks, Robert	708.87	Levine, Steven	2,579.16	Treon, Shirley	2,416.28
Cady, Anna	2,808.30	Lockaby, Paul	2,489.25	Troutman, Thomas	3,665.25
Ceribelli, Betty	1,130.74	MacDuffie, Ray	625.21	Turner, Larry	1,463.71
Chamberlain, Kathleen	803.75	May, Roger (ben Randall M.)	775.98	Van Arsdale, Wayne	491.09
Conforti, James	611.91	McCurry, Dennis	2,517.57	Walker, Glenn	3,477.10
Cooper, Michael	1,453.46	McNulty, John	980.89	Walker, Russell	518.96
Culpepper, Debbie	2,281.32	Milholen, Ellen	3,050.53	Walsh, Thomas (MPP)	410.00
Daly, James	518.86	Miller, Carmen	1,313.64	Wilson, Judith K.	2,506.31
Day, Robert	2,633.89	Miller, Lee	505.28	Wilson, Stephen (bene)	157.09
Dearborn, Dennis	1,409.73	Monning, Linda (benef.)	1,445.22	Wolf, Kenneth	2,480.26
DeSousa, Joaquin	2,602.18	Norris, Annie (benef.)	2,155.45	Wolf, Steven	2,679.15
Dyer, Jeffrey	719.05	Oddie, William	2,726.69	Yong, Lori	991.88
Ellis, Alberta	893.52	Palmer, Roberta	3,673.00	Zuber, Nancy	3,125.07
Findley, Cindy	423.80	Parker, Kenneth	5,508.77	Zuber, Thomas	643.14
Foster, James	4,032.48	Parker, Mary	2,449.66	Zurawski, Marceda	1,455.77
Franklin, James	3,805.31	Parsons, Janice	3,909.02		
Fuhrman, Frank	3,320.02	Peace, Michael	3,140.90		
Geno, William	1,064.77	Pike, Warren & DeAnn	3,721.69		
Glor, Chapman	3,094.42	Potts, Wilford J.	1,040.28		
Grabowski, Debbie	2,313.41	Redfield, Rosemary	593.38		
Griffith, Fred	4,543.01	Riley, Paul	3,116.61		
Grimm, Sandra	1,428.58	Roberts, Veronica	1,015.38		
Groom, Rebecca	2,457.09	Rorem, Steve	1,648.52		
Groom, William	2,253.96	Schulz, William (benef.)	739.04		
Gurnee, Stella	1,321.01	Sheffield, Henrica	2,288.10		
Hacker, Lea Ann	395.50	Shelley, John	4,595.68		
Hammons, Elizabeth	1,596.60	Sheridan, Linda	2,173.28		
Hill, Daniel	2,219.23	Sheward, Thomas	2,202.38		
Hopkins-Peace, Krystal	1,586.62	Shroyer, Terry	1,203.68		
Huntt, Steven	2,793.36	Simmons, Thomas	2,507.28		
Kelly, Shirley	3,469.66	Skeens, Sandra (benef.)	1,763.20		
Kincaid, Kathryn	1,377.13	Solana, Robert	2,884.50		
Klimek, Frank	1,802.47	Stefanick, Michael	56.07		
		Steinebach, Donna	4,907.78		

Total Payments
for Monthly Benefits: \$203,646.55 * No new retirees this month.

Total Refunds, retro pays: \$0.00
- includes redeposit as negative

Total Benefit Payments \$203,646.55
for December:

Total in Pay Status: 101
(includes 2 MPP participant)

Cash Account Reconciliation - continuedSecurities Sold - December 2018

	<u>Gain and Loss Summary</u>	<u>Cost Value</u>	<u>Proceeds</u>	<u>Gain(Loss)</u>
HCC	Discovery Comm 2450 sh	71,830.27	68,874.67	(2,955.60)
	Lockheed Martin 200 sh	60,547.64	52,116.74	(8,430.90)
	Dell Technologies	8,204.16	0.00	(8,204.16)
	- Adjust BV per class action (-445 sh, + 288 sh)			
BOST	Activision Blizzard 462 sh	31,084.32	21,690.53	(9,393.79)
	Nvidia 451 sh	64,901.71	71,725.18	6,823.47
	Roku 818 sh	55,726.32	25,674.53	(30,051.79)
	Zoetis Inc 405 sh	25,333.03	33,806.53	8,473.50
Integrity	FHLMC Gold 6.5%, 11/36	1,756.17	1,547.29	(208.88)
	FHLMC Pool 7%, 10/38	309.75	256.52	(53.23)
	FHLMC PC 5%, 2/40	3,785.72	3,558.84	(226.88)
	FG 3.5%, 8/26	774.83	735.74	(39.09)
	FNMA 4.0%, 11/44	1,777.35	1,645.46	(131.89)
	FNMA 5%, 12/39	3,757.03	3,503.06	(253.97)
	FNMA 4.5%, 8/30	448.38	411.83	(36.55)
	FNMA 3.5%, 8/25	1,860.03	1,758.11	(101.92)
	G2 3.0%, 11/26	691.92	663.81	(28.11)
	GNMA 5.0%, 7/39	3,279.59	2,928.61	(350.98)
	GNMA 4.5%, 10/24	828.77	764.72	(64.05)
	GNMA 6%, 06/41	2,439.68	2,199.77	(239.91)
	Small Bus 2.78%, 12/37	16,461.32	17,074.63	613.31
	US Treasury 2.875%, 08/28	68,814.39	70,050.00	1,235.61
	Goldman Sach 3.5% 1/25 55,000 sh	79,674.40	75,888.80	(3,785.60)
	Howard Hughes 3.5% 9/23 0,000 sh	129,328.50	128,607.64	(720.86)
	Illinois Tools 2.65% 11/26 0,000 sh	18,603.20	18,442.40	(160.80)
	Microsoft 3.3% 2/27 0,000 sh	25,349.50	24,580.00	(769.50)
Mut FD.		0.00	0.00	0.00
	Total Sales for Month	\$677,567.98	\$628,505.41	(\$49,062.57)
	MM sold for cash:		\$331,860.36	
	Total Assets Disposed of: (per FS-Trust)		\$960,365.77	

01/21/2019

Page 4

Cash Account Reconciliation - continued

Securities Purchased

First State Trust Reports available upon request.

Cash Account Recap

	beg. of month <u>Dec. 1, 2018</u>	end of month <u>Dec. 31, 2018</u>
Cash - Receipt/Disbursement Acct.	\$505,340.80	\$383,301.02
Cash - HCC Equity Acct.	27,527.36	67,765.73
- Cash due from/(to) Broker (HCC)	0.00	0.00
Cash - Boston Company Acct.	299,650.59	289,028.74
- Cash due from/(to) Broker (Bos.)	0.00	0.00
Cash - Mutual Fund Acct.	0.00	0.00
Cash - Integrity Fixed Acct.	205,119.95	348,258.29
- Cash due from/(to) Broker (Integ).	<u>60,146.72</u>	<u>0.00</u>
Total Cash	\$1,097,785.42	\$1,088,353.78

City of Port Orange
General Employees Defined Benefit Retirement Plan

Asset Recap as of December 31, 2018

	<u>Cost Value</u>	<u>Market Value</u>
CASH All accounts combined	\$1,088,353.78	\$1,088,353.78
BONDS US Treasury Obligations	\$513,895.55	\$515,823.59
US Government Obligations	1,817,619.79	1,774,977.33
Corp. & Foreign Bonds	4,189,113.44	4,078,751.14
Municipal Obligations	<u>135,000.00</u>	<u>134,436.95</u>
Total Fixed Income (Integrity)	\$6,655,628.78	\$6,503,989.01
EQUITIES (Includes Exchange Traded Funds)	\$10,716,446.32	\$11,978,529.10
INT'L EQUITY MUTUAL FUNDS	\$2,656,264.18	\$3,220,924.65
REAL ESTATE TRUST ACCOUNT (Prin.)	\$3,950,000.00	\$5,620,781.36
FLORIDA MUNI. INVEST. TRUST	\$2,000,000.00	\$3,256,765.75
PREPAID RETIREMENT BENEFITS	<u>\$203,646.55</u>	<u>\$203,646.55</u>
TOTALS BEFORE ACCRUALS	\$27,270,339.61	\$31,872,990.20
Accrued Dividends	10,177.74	10,177.74
Accrued Interest	65,759.91	65,759.91
Other Rec./Payable - Refunds	0.00	0.00
TOTAL Acct. VALUE as of Dec. 31, 2018	\$27,346,277.26	\$31,948,927.85
<i>Receipt/Disb Acct.</i>	\$383,301.02	\$383,301.02
<i>HCC Account</i>	5,657,525.69	5,906,001.90
<i>Boston Company</i>	5,426,488.80	6,440,095.37
<i>Mutual Fund Account - Int.</i>	2,656,264.18	3,220,924.65
<i>Principal Real Estate Acct.</i>	3,950,000.00	5,620,781.36
<i>Prepaid benefits - First St.</i>	203,646.55	203,646.55
<i>Florida Municipal Invst. Trust</i>	2,000,000.00	3,256,765.75
<i>Other Rec./Payable - Refunds</i>	0.00	0.00
<i>Integrity Financial Acct.</i>	<u>7,069,051.02</u>	<u>6,917,411.25</u>
<i>Total Account Check</i>	\$27,346,277.26	\$31,948,927.85

City of Port Orange
General Employees Defined Benefit Retirement Plan

Cost and Market Value Reconciliation as of December 31, 2018

	<u>Cost Value</u>	<u>Market Value</u>
Values as of December 1, 2018	\$27,259,061.39	\$33,784,779.45
Contributions	95,374.12	95,374.12
Income Receipts	229,683.30	229,683.30
Change in Accruals	(18,600.79)	(18,600.79)
Benefit Payments	(203,646.55)	(203,646.55)
Admin. and Invest. Expenses	(15,594.21)	(15,594.21)
Unrealized Gain / (Loss)	0.00	(1,923,067.47)
Adjust to Balance	0.00	0.00
Values as of Dec. 31, 2018	\$27,346,277.26	\$31,948,927.85
Yield for the month (net of admin and invest. expenses)	0.72%	-5.12%

City of Port Orange
General Employees Defined Benefit Retirement Plan

Monthly, Quarterly and Year-to-date Review of Investment Performance - 12/31/2018

	<u>Fiscal Year</u>	<u>1st Quarter</u>	<u>Current Month</u>
Start	10/01/2018	10/01/2018	
End	09/30/2019	12/31/2018	December-18
Market Value - Start	\$35,365,313.95	35,365,313.95	\$33,784,779.45
Contributions			
- City	240,031.05	240,031.05	68,923.59
- Mandatory 7.5%	84,517.91	84,517.91	24,268.84
- Voluntary EE	7,641.15	7,641.15	2,181.69
Other Income	35,108.41	35,108.41	35,108.41
Interest	255,532.17	255,532.17	207,410.45
Dividends	73,895.75	73,895.75	36,227.01
Realized Gains/(Losses)	206,847.89	206,847.89	(49,062.57)
Increase/(Decrease) in Unrealized Appreciation	(3,660,587.90)	(3,660,587.90)	(1,923,067.47)
Prior Accrued Interest	(72,536.73)	(72,536.73)	(94,538.44)
Current Accrued Interest	75,937.65	75,937.65	75,937.65
Payments to Participants	(619,260.21)	(619,260.21)	(203,646.55)
Administrative Expenses	(11,188.32)	(11,188.32)	(5,725.00)
Investment Expenses	(32,324.92)	(32,324.92)	(9,869.21)
Market Value - End	\$31,948,927.85	\$31,948,927.85	\$31,948,927.85
Yield per $2i/(a+b-i)$	-8.8846%	-8.8846%	-5.1217%
<i>i</i>	(3,129,316.00)	(3,129,316.00)	(1,727,579.17)
<i>2i</i>	(6,258,632.00)	(6,258,632.00)	(3,455,158.34)
<i>a+b-i</i>	70,443,557.80	70,443,557.80	67,461,286.47
Contributions for period:	332,190.11	332,190.11	95,374.12
Bens/Exp. for period:	(662,773.45)	(662,773.45)	(219,240.76)
Net Cash Flow before income: (Vol. cons/ benefits included)	(330,583.34)	(330,583.34)	(123,866.64)

City of Port Orange
General Employees Defined Benefit Retirement Plan

Annual Summary of Investment Performance - Calendar Year 2018

Start	01/01/2018
End	12/31/2018
Market Value - Start	\$34,254,890.99
Contributions	
- City	772,625.13
- Mandatory 7.5%	313,227.26
- Voluntary EE	27,928.21
Other Income	38,142.25
Interest	483,426.30
Dividends	268,438.21
Realized Gains/(Losses)	1,089,971.54
Increase/(Decrease) in Unrealized Appreciation	(2,368,015.44)
Prior Accrued Interest	(78,167.02)
Current Accrued Interest	75,937.65
Payments to Participants	(2,723,980.32)
Administrative Expenses	(76,875.46)
Investment Expenses	(128,621.45)
Market Value - End	\$31,948,927.85
Yield per $2i/(a+b-i)$	-2.0800%
<i>i</i>	(695,763.42)
<i>2i</i>	(1,391,526.84)
<i>a+b-i</i>	66,899,582.26
Contributions for period:	1,113,780.60
Bens/Exp. for period:	(2,929,477.23)
Net Cash Flow before income: (Vol. cons/ benefits included)	(1,815,696.63)

New Business

**Contract from Rice Pugatch Robinson Storfer &
Cohen, PLLC**

PROFESSIONAL LEGAL SERVICES AGREEMENT

THIS AGREEMENT, made this 28th day of January, 2019, by and between the **BOARD OF TRUSTEES OF THE CITY OF PORT ORANGE GENERAL EMPLOYEES' RETIREMENT SYSTEM** (hereinafter referred to as the "**BOARD**") and **RICE PUGATCH ROBINSON STORFER & COHEN, PLLC**, a professional association (hereinafter referred to as the "**ATTORNEY**").

WITNESSETH:

WHEREAS, the **BOARD** is desirous of retaining the services of the **ATTORNEY** to serve as legal counsel to the **BOARD**; and

WHEREAS, the **ATTORNEY** is desirous of providing these services to the **BOARD**;

NOW, THEREFORE, in consideration of the promises and mutual covenants contained in this Agreement, the parties agree to the following:

1. The **ATTORNEY** shall provide legal services to the **BOARD** as follows:
 - a. Attend meetings of the **BOARD** (as requested by the **BOARD**).
 - b. Prepare and/or review Requests for Proposals, vendor contracts and such other related materials as may be required from time to time in connection with the administration of the pension plan and its funds.
 - c. Review retirement applications as requested and assist in all proceedings relating to the determination of members' eligibility for benefits.
 - d. Review administrative records and prepare appropriate findings and rulings for the **BOARD** in connection with all administrative proceedings coming before it.
 - e. Represent the **BOARD** in all administrative and judicial proceedings in which the pension **BOARD** is involved.
 - f. Review and advise legal issues relating to actuarial studies prepared on behalf of the **BOARD**.

- g. Provide ongoing advice and counsel with respect to the BOARD and employee benefits matters generally, including review and analysis of proposed legislation, rules or regulations.
- h. Prepare or review other documents, instruments and agreements relating to retirement or the BOARD'S investment activities, as requested.
- i. As requested by the BOARD, provide legal advice as needed with respect to matters relating to the pension plan and its activities.
- j. Review and give advice concerning potential claims relating to the BOARD'S investment activities, as requested.
- k. Provide the BOARD with analysis of federal and state laws, rules and regulations governing the pension fund and its members.
- l. Provide verbal and/or legal written opinions on fiduciary duties or any other matters as requested by the BOARD and by individual Trustees for matters relating to their duties on the BOARD.
- m. Work with the BOARD, its administrators, staff, custodians, actuaries and other providers in performing such other tasks and assuming such other responsibilities as are required and requested by the BOARD.
- n. Assist in the drafting and review of various plan documents, BOARD policies and procedures.
- o. Provide reasonable availability for telephone consultation on matters relating to the affairs of the BOARD as well as being available for teleconferencing with the BOARD.
- p. Provide continuing educational updates to the Trustees on changes in the law relating to the duties of the Trustees and the management of the BOARD.
- q. Review and supervise the services of any other attorney(s) who may be retained by the BOARD.
- r. Become familiar with all plan documents and provisions.
- s. Assure compliance with relevant Florida Statutes, including but not limited to, Florida Sunshine Laws and Public Records Act.
- t. Matters delegated by the BOARD to ATTORNEY.

2. **Billing / Fee Arrangement.** Upon execution of this Agreement, the BOARD shall choose either (a) or (b) below as its billing / fee arrangement as follows:

(a). The hourly rate billed by ATTORNEY for work performed will be \$275.00 for all attorneys and \$140.00 for paralegal services. This hourly rate proposal is guaranteed for three (3) years from execution of this Agreement. ATTORNEY will not bill for travel time for up to four (4) roundtrips, for BOARD meetings per year. For trips in excess of four (4) per year, four (4) hours of travel time (total, not four hours each way) will be billed. ATTORNEY will bill for travel expenses. ATTORNEY, if requested by the BOARD shall attend BOARD meetings by telephone or Skype to save on expenses; or

(b). If the BOARD desires, ATTORNEY is willing to work on all matters (except litigation, contested disability matters, pension forfeiture hearings, complex ordinance rewriting, educational/training workshops or complex tax filings, which will be billed at the hourly rate set forth in (a) above) on a flat fee basis of \$1,200.00 per month, with this rate guarantee for the first twelve (12) months after execution of this Agreement. This would include attendance at up to 4 meetings per year and any additional meetings will be billed at the rate and terms listed in (a) above.

In connection with costs notwithstanding (a) and (b) above, ATTORNEY will bill \$0.15 cents per page for in-house copying. Copy services will be billed at the rate charged by the copy service. Overnight mail delivery will be charged at the actual rate. No long distance telephone charges or fax charges will be billed. We will bill actual expenditures for litigation matters.

3. The ATTORNEY represents that it has expertise in the area of governmental retirement systems and is competent to perform the duties required by this Agreement.

4. The parties recognize that the role of the ATTORNEY in representing the BOARD is that of a fiduciary and the ATTORNEY shall act in accordance with generally accepted principles of fiduciary responsibility.

5. ATTORNEY will maintain professional liability insurance with minimum coverage of five million dollar (\$5,000,000.00) aggregate and five million dollar (\$5,000,000.00) per claim, with a \$100,000.00 (one hundred thousand dollar) deductible. Proof of insurance will be provided.

6. This Agreement shall be governed by the laws of the State of Florida and any dispute involving the enforcement or interpretation of this Agreement shall have its venue in the State or Federal courts located in Volusia County, Florida.

7. This Agreement shall be in effect for a period of three (3) years, commencing from the date of execution of this Agreement, which then may be extended for successive one (1) year periods, solely at the discretion of the BOARD. Service under this Agreement is at the pleasure of the BOARD and may be terminated by the BOARD at any time, with or without cause, upon written notice to the ATTORNEY. The ATTORNEY may terminate this Agreement, with or without cause, upon sixty (60) days' prior written notice to the BOARD. If the ATTORNEY'S services are terminated, the ATTORNEY will be paid for all services rendered and costs incurred to the date of notice of termination, unless the notice of termination specifies a later termination date or requires the completion of work in progress, in which case the ATTORNEY will be compensated and reimbursed by the BOARD for such services and costs incurred as are stated in such notice of termination.

8. Identity of Key Personnel. The ATTORNEY and BOARD agree that Brent J. Chudachek will be the primary legal counsel for the services to be provided. If for some

unforeseen reason a need does arise for a change in the primary legal counsel, the ATTORNEY will not make such a change without the prior written consent of the BOARD.

9. Conflict of Interest. The ATTORNEY warrants that it presently has no interest, and shall not acquire any interest, direct or indirect, which would conflict in any manner or degree with the faithful performance of services required under this Agreement. It is understood that the ATTORNEY shall not utilize its position with the BOARD to obtain any advantage in securing information or assistance in matters in which it does not represent the BOARD.

10. Attorney's Authority. The ATTORNEY agrees not to bind, or to purport to bind, the Board to any obligation not assumed herein by the BOARD, unless the BOARD has written authority to do so, and then only within the strict limits of that authority.

11. Assignment. The services rendered under this Agreement are personal to the ATTORNEY and may not be assigned to any person who is outside the ATTORNEY.

12. Status of ATTORNEY. The ATTORNEY, its agents and employees are independent legal counsel performing professional services for the BOARD and are not employees of the BOARD.

13. Subcontracting. No portion of the services to be performed under this Agreement can be subcontracted without prior written approval of the BOARD.

14. Amendments. This Agreement may be amended only by written instrument signed by both the ATTORNEY and the BOARD.

15. Public Records. All materials, information and data furnished to or developed for the BOARD by the ATTORNEY or its employees, pursuant to this Agreement, shall be the sole property of the BOARD and the BOARD therein reserves all rights. All such materials shall be delivered to the BOARD upon request. Any information given to or developed by the

ATTORNEY shall be made available by the ATTORNEY to any person if required by the provisions of the Florida Public Records Law, Chapter 119, Florida Statutes.

ATTORNEY shall comply with public records law, as applicable, to:

- i. Keep and maintain public records required by the BOARD to perform the service.
- ii. Upon request from the BOARD or its public records custodian, provide the BOARD with a copy of the requested records or allow the records to be inspected or copied within a reasonable time at a cost that does not exceed the cost provided in Florida Statutes Chapter 119, or as otherwise provided by law.
- iii. Ensure that public records that are exempt or confidential and exempt from public records disclosure requirements are not disclosed except as authorized by law for the duration of the term of this Agreement and following completion of this Agreement if the ATTORNEY does not transfer the records to the BOARD.
- iv. Upon completion of this Agreement, transfer, at no cost, to the BOARD all public records in possession of the ATTORNEY or keep and maintain public records required by the BOARD to perform the service. If the ATTORNEY transfers all public records to the BOARD upon completion of this Agreement, ATTORNEY shall destroy any duplicate public records that are exempt or confidential and exempt from public records disclosure requirements. If the ATTORNEY keeps and maintains public records upon completion of this Agreement, the ATTORNEY shall meet all applicable requirements for retaining public records. All records

stored electronically must be provided to the BOARD, upon request from the BOARD or its public records custodian, in a format that is compatible with the information technology systems of the BOARD.

IF ATTORNEY HAS QUESTIONS REGARDING THE APPLICATION OF CHAPTER 119, FLORIDA STATUTES, TO ITS DUTY TO PROVIDE PUBLIC RECORDS RELATING TO THIS AGREEMENT, IT SHALL CONTACT THE CUSTODIAN OF PUBLIC RECORDS:

**MEI FANG, PLAN ADMINISTRATOR
3810 INVERRARY BLVD., LAUDERHILL, FL 33319
EMAIL: MEI@BENEFITS-USA.ORG
PHONE: 954-730-0738**

16. Entire Agreement. This Agreement incorporates all the proposals, agreements, covenants, and understandings between the parties hereto concerning the subject matter hereof, and all such proposals, agreements, covenants, and understanding, verbal or otherwise, of the parties or their agents shall be valid or enforceable unless embodied in this Agreement.

IN WITNESS WHEREOF, the parties have duly executed this Agreement on the day and year first above written.

[Signatures on next page]

**BOARD OF TRUSTEES OF THE CITY OF PORT
ORANGE GENERAL EMPLOYEES' RETIREMENT
SYSTEM**

Chairman

Secretary

**RICE PUGATCH ROBINSON STORFER
& COHEN, PLLC**

Brent J. Chudachek, Esq.
101 N.E. Third Avenue, Suite 1800
FT. Lauderdale, Florida 33301
Telephone: (954) 462-8000
Fla Bar No.: 0025825
bchudachek@rprsllaw.com

Consent Agenda

WARRANT NO. 141-19

For payment from the CITY OF PORT ORANGE GENERAL
EMPLOYEES' DEFINED BENEFIT PLAN

TO: FIRST STATE TRUST COMPANY
A/C # 70002129

You are hereby authorized by the Board of Trustees of the City of Port Orange General Employees' Defined Benefit Plan to pay the amounts listed below for services rendered to the said Board of Trustees, and to pay the persons named below, hereby certified by the Board of Trustees:

<u>NAME & ADDRESS</u>	<u>AMOUNT</u>
Benefits USA, Inc. (Admin Fees 1/2019 plus Postage; INV #POG111)	\$ 2,594.94
Southeastern Advisory (Investment Consulting Services: INV #1704)	\$ 4,988.00
Integrity Fix Income Management (4 th Qtr. 2018; INV #2220)	\$ 4,331.81
Highland Capital Management (1 st Qtr'19 Mgmt. Fees; INV #19923)	\$ 7,373.43
James Moore (2018 Audit INV #580489)	\$ 6,000.00
First State Trust (4 th Qtr. 2018 Custodial Services)	\$ 4,375.00

Approved by the following members of the Board of Trustees this 28th
day of January, 2019

Trustee

Trustee



BENEFITS USA, INC.
3810 Inverrary Blvd., Ste. 303
Lauderhill, FL 33319
(800)452-2454 / (954)730-2068

INVOICE

INVOICE NO.: POG111

Bill To:
CITY OF PORT ORANGE GENERAL EMPLOYEES' DEFINED BENEFIT PLAN

Date	Hours	Description	Unit Pr	Total
Jan. 2019		Monthly Flat Fee		\$ 2,500.00
Postage		2019 Pension Annual Certification Request	\$0.47X 101 X 2	\$ 94.94

Fees	\$ 2,500.00
Reimb.	\$ 94.94
Bal Due	\$ 2,594.94

SOUTHEASTERN ADVISORY SERVICES, INC.
Retirement Investment Advisor



3495 Piedmont Road, NE Bldg 12-202
Atlanta, GA 30305
Phone 404 237 3156

DATE: January 1, 2019
INVOICE # 1804
FOR: 4Q18

Bill To:

Mr. Pete Prior / Ms. Mei Fang
Port Orange General Employees' DB Fund
Benefits USA
3810 Inverrary Blvd, Ste 208
Lauderhill, FL 33319
cc: JRobinson@fs-trust.com

DESCRIPTION	AMOUNT
Performance Measurement and Related Investment Consulting Services Retainer Fee \$19,951 Per Year ($19,951 / 4 = \$4,988$)	\$4,988
Invoice calculations are rounded to the nearest dollar Retainer fee is to increase based on CPI each calendar year, with 1Q invoice sent April of each year	
TOTAL	\$4,988

Please send your payment to:

Southeastern Advisory Services, Inc.
3495 Piedmont Road, NE Bldg 12-202
Atlanta, GA 30305

If you have any questions concerning this invoice, contact:
Jeff Swanson, 904 233 7600, jeff@seadvisory.com

Thank you for your business!

Integrity Fixed Income Management, LLC
651 Bryn Mawr Street
Orlando, FL 32804
(407) 481-2403

Invoice

Benefits USA, Inc.
Attn: Mei Fang c/o Port Orange General Employee Pension
3810 Inverrary Blvd., Suite 103
Lauderhill, FL 33319

Invoice # 2339

1/7/2019

Port Orange General Employee Pension
Statement of Management Fees
For Quarter Ended December 31, 2018

<u>Date</u>	<u>Portfolio Value</u>	<u>Annual Fee</u>	<u>Quarterly Fee</u>	<u># of Days Prorated</u>	<u>% of Quarter</u>	<u>Prorated Fee</u>
11/28/2018	\$6,938,241	\$17,345.60	\$4,336.40	59	64.1%	2,780.95
12/31/2018	\$6,917,765	\$17,294.41	\$4,323.60	33	35.9%	1,550.85
				92	100.0%	\$4,331.81

Annual Fee Schedule

0.23% on balance

Quarterly Management Fee Due

\$4,331.81



5931 NW 1st Place, Gainesville, Florida 32607-2063

Daytona Beach: 386-257-4100 * DeLand: 386-738-3300 * Gainesville: 352-378-1331 * Tallahassee: 850-386-6184

City of Port Orange General Employees Defined
Benefit Retirement Plan - c/o Benefits USA Inc
3810 Inverrary Blvd Ste 303
Lauderhill, FL 33319-4381

Invoice Date: 12/31/2018

Invoice Number: 580489

Client Number: 202586

Professional services rendered in connection with the audit of the
Plan's financial statements for the year ended September 30, 2018.
Progress billing for work performed through December 2018.

	\$ 6,000.00
Beginning Balance	<u>0.00</u>
Net Due	<u>\$ 6,000.00</u>

0 - 30	31 - 60	61 - 90	91 - 120	Over 120	Balance
6,000.00	0.00	0.00	0.00	0.00	6,000.00

PLEASE MAIL CHECKS TO JAMES MOORE & CO., P.L., 5931 NW 1ST PL, GAINESVILLE, FL 32607-2063

NET DUE AND PAYABLE UPON RECEIPT A FINANCE CHARGE OF 1 1/2% PER MONTH WILL BE ADDED ON PAST DUE AMOUNTS, WHICH IS AN ANNUAL PERCENTAGE RATE OF 18%.



January 7, 2019

Invoice Number: 19923

MANAGEMENT FEE:

PORT ORANGE EMPLOYEES' RETIREMENT SYSTEM
VALUE

12/31/2018 Portfolio Value:	\$ 5,903,913.85
Exclude Dividend Accrual	- 5,168.43
Billable Value	\$ 5,898,745.42

Quarterly Fee Based On:

\$ 5,898,745 @ 0.50% per annum \$ 7,373.43

Quarterly Fee:

\$ 7,373.43

For the Period 1/1/2019 through 3/31/2019

Paid by Debit Direct (\$ 0.00)

Please Remit \$ 7,373.43

Wiring Instructions:

First Tennessee Bank

ABA# 084000026

Acct# 31-0251313

For Credit to: Highland Capital Management, LLC.

Mailing Check:

Highland Capital Management, LLC

6075 Poplar Ave, Suite 703

Memphis, TN 38119

Highland Capital Management, LLC
PORTFOLIO APPRAISAL
PORT ORANGE EMPLOYEES' RETIREMENT SYSTEM VALUE
December 31, 2018

Quantity	Symbol	Security	Unit Cost	Total Cost	Price	Market Value	Pct. Assets	Cur. Yield
CASH AND EQUIVALENTS (USD)								
	cash	cash		67,834.03		67,834.03	1.1	0.0
	divacc	Dividend Accrual		5,168.43		5,168.43	0.1	?
				<u>73,002.46</u>		<u>73,002.46</u>	1.2	0.0
COMMON STOCK (USD)								
Energy								
1,276.0000	CVX	CHEVRON CORP	102.28	130,510.58	108.79	138,816.04	2.4	4.1
500.0000	COP	CONOCOPHILIPS	52.37	26,185.15	62.35	31,175.00	0.5	2.0
2,300.0000	XOM	EXXON MOBIL CORPORATION	85.25	196,085.49	68.19	156,837.00	2.7	4.8
1,200.0000	HP	HELMERICH & PAYNE	62.32	74,781.24	47.94	57,528.00	1.0	5.7
4,250.0000	MRO	MARATHON OIL CORP	31.75	134,952.59	14.34	60,945.00	1.0	1.4
950.0000	MUR	MURPHY OIL CORP	61.32	58,256.37	23.39	22,220.50	0.4	4.3
550.0000	OXY	OCCIDENTAL PETROLEUM CORP	72.83	40,055.67	61.38	33,759.00	0.6	5.1
600.0000	PSX	PHILIPS 66	75.98	45,587.18	86.15	51,690.00	0.9	3.7
1,550.0000	SLB	SCHLUMBERGER LTD	65.04	100,819.73	36.08	55,924.00	0.9	5.5
600.0000	VLO	VALERO ENERGY CORP	57.41	34,443.30	74.97	44,982.00	0.8	4.3
				<u>841,677.32</u>		<u>653,876.54</u>	11.1	4.2
Materials								
500.0000	DWDP	DOWDUPONT INC	58.94	29,468.63	53.48	26,740.00	0.5	2.8
3,450.0000	GPK	GRAPHIC PACKAGING HOLDING CO	13.76	47,469.58	10.64	36,708.00	0.6	2.8
950.0000	LYB	LYONDELLBASELL INDUSTRIES NV	90.48	85,951.56	83.16	79,002.00	1.3	4.8
1,150.0000	NUE	NUCOR CORP	67.59	77,731.03	51.81	59,581.50	1.0	2.9
				<u>240,620.81</u>		<u>202,031.50</u>	3.4	3.6
Industrials								
1,200.0000	CSX	CSX CORPORATION	32.53	39,036.04	62.13	74,556.00	1.3	1.4
750.0000	ETN	EATON CORPORATION PLC	67.47	50,601.53	68.66	51,495.00	0.9	3.8
5,055.0000	GE	GENERAL ELECTRIC COMPANY	29.14	147,325.99	7.57	38,266.35	0.6	0.5
4,100.0000	JBLU	JETBLUE AIRWAYS CORP	17.74	72,721.21	16.06	65,846.00	1.1	0.0
500.0000	NSC	NORFOLK SOUTHERN CORP	73.30	36,650.75	149.54	74,770.00	1.3	2.1
950.0000	OSK	OSHKOSH CORPORATION	69.40	65,931.90	61.31	58,244.50	1.0	1.8
285.0000	UTX	UNITED TECHNOLOGIES CORP	111.88	31,885.91	106.48	30,346.80	0.5	2.8
				<u>444,153.34</u>		<u>393,524.65</u>	6.7	1.7
Consumer Discretionary								
1,650.0000	EBAY	EBAY INC	42.77	70,573.97	28.07	46,315.50	0.8	0.0

Highland Capital Management, LLC
PORTFOLIO APPRAISAL
PORT ORANGE EMPLOYEES' RETIREMENT SYSTEM VALUE
December 31, 2018

Quantity	Symbol	Security	Unit Cost	Total Cost	Price	Market Value	Pct. Assets	Cur. Yield
2,950.0000	F	FORD MOTOR COMPANY	12.48	36,821.17	7.65	22,567.50	0.4	7.8
1,550.0000	GM	GENERAL MOTORS CO	39.74	61,599.04	33.45	51,847.50	0.9	4.5
750.0000	TGT	TARGET CORP	85.54	64,152.98	66.09	49,567.50	0.8	3.9
				233,147.16		170,298.00	2.9	3.6
Consumer Staples								
1,300.0000	CPB	CAMPBELL SOUP COMPANY	50.00	65,004.29	32.99	42,887.00	0.7	4.2
600.0000	INGR	INGREDION INC	79.37	47,619.73	91.40	54,840.00	0.9	2.7
1,550.0000	MDJZ	MONDELEZ INTERNATIONAL INC	43.74	67,795.76	40.03	62,046.50	1.1	2.6
600.0000	PEP	PEPSICO INC	116.68	70,009.74	110.48	66,288.00	1.1	3.4
1,400.0000	PG	PROCTER & GAMBLE COMPANY	83.42	116,788.63	91.92	128,688.00	2.2	3.1
1,500.0000	USFD	US FOODS HOLDING CORP	35.03	52,552.05	31.64	47,460.00	0.8	0.0
800.0000	WBA	WALGREENS BOOTS ALLIANCE INC	77.16	61,728.78	68.33	54,664.00	0.9	2.6
				481,498.98		456,873.50	7.7	2.8
Health Care								
1,050.0000	ABT	ABBOTT LABORATORIES	53.02	55,675.20	72.33	75,946.50	1.3	1.9
400.0000	AMGN	AMGEN INC	173.47	69,387.36	194.67	77,868.00	1.3	3.0
300.0000	ANTM	ANTHEM INC	222.41	66,723.51	262.63	78,789.00	1.3	1.1
200.0000	CI	CIGNA CORPORATION	30.14	6,027.18	189.92	37,984.00	0.6	0.1
950.0000	CVS	CVS CORPORATION	74.70	70,966.04	65.52	62,244.00	1.1	3.1
400.0000	HCA	HCA HEALTHCARE INC	85.00	34,001.40	124.45	49,780.00	0.8	1.1
1,050.0000	JNJ	JOHNSON & JOHNSON	105.17	110,426.05	129.05	135,502.50	2.3	2.8
900.0000	MRK	MERCK & COMPANY	58.81	52,927.92	76.41	68,769.00	1.2	2.9
1,800.0000	MYL	MYLAN NV	41.61	74,900.16	27.40	49,320.00	0.8	0.0
4,000.0000	PFE	PFIZER INC	31.89	127,574.96	43.65	174,600.00	3.0	3.1
1,500.0000	PINC	PREMIER INC	31.89	47,830.80	37.35	56,025.00	0.9	0.0
300.0000	UNH	UNITEDHEALTH GROUP INC	242.88	72,862.95	249.12	74,736.00	1.3	1.4
				789,303.54		941,564.00	15.9	2.1
Financials								
750.0000	AXP	AMERICAN EXPRESS	94.38	70,786.50	95.32	71,490.00	1.2	1.6
6,126.0000	BAC	BANK OF AMERICA CORPORATION	12.89	78,945.75	24.64	150,944.64	2.6	2.4
1,200.0000	BRK/B	BERKSHIRE HATHAWAY INC-CL B	132.52	159,027.22	204.18	245,016.00	4.2	0.0
150.0000	BLK	BLACKROCK INC	525.36	78,804.18	392.82	58,923.00	1.0	3.2
750.0000	COF	CAPITAL ONE FINANCIAL CORPORATION	86.87	65,149.72	75.59	56,692.50	1.0	2.1
2,070.0000	C	CITIGROUP INC	43.56	90,161.62	52.06	107,764.20	1.8	3.5

Highland Capital Management, LLC
PORTFOLIO APPRAISAL
PORT ORANGE EMPLOYEES' RETIREMENT SYSTEM VALUE
December 31, 2018

Quantity	Symbol	Security	Unit Cost	Total Cost	Price	Market Value	Pct. Assets	Cur. Yield
450.0000	GS	GOLDMAN SACHS GROUP	228.04	102,619.53	167.05	75,172.50	1.3	1.9
2,400.0000	JPM	JP MORGAN CHASE & CO	49.93	119,843.69	97.62	234,288.00	4.0	3.3
4,550.0000	KFY	KEYCORP	17.59	80,015.89	14.78	67,249.00	1.1	4.6
700.0000	LNC	LINCOLN NATIONAL CORP	53.51	37,458.26	51.31	35,917.00	0.6	2.9
650.0000	PRU	PRUDENTIAL FINANCIAL INC	106.05	68,930.29	81.55	53,007.50	0.9	4.4
5,200.0000	RF	REGIONS FINANCIAL CORP	14.47	75,257.20	13.38	69,576.00	1.2	4.2
650.0000	STI	SUNTRUST BANKS INC	42.32	27,507.13	50.44	32,786.00	0.6	4.0
1,887.0000	SYF	SYNCHRONY FINANCIAL	29.22	55,135.78	23.46	44,269.02	0.7	3.6
1,900.0000	USB	US BANCORP	43.10	81,893.73	45.70	86,830.00	1.5	3.2
2,950.0000	WFC	WELLS FARGO COMPANY	51.38	151,560.73	46.08	135,936.00	2.3	3.7
				1,343,097.23		1,525,861.36	25.8	2.7
Information Technology								
450.0000	AAPL	APPLE COMPUTER	93.94	42,274.08	157.74	70,983.00	1.2	1.9
3,950.0000	CSCO	CISCO SYSTEMS INC	28.13	111,130.90	43.33	171,153.50	2.9	3.0
2,250.0000	GLW	CORNING INC	25.17	56,624.19	30.21	67,972.50	1.2	2.4
288.3155	DELL	DELL TECHNOLOGIES INC	74.09	21,360.00	48.87	14,089.98	0.2	0.0
		C						
262.0000	DXC	DXC TECHNOLOGY CO	60.27	15,789.87	53.17	13,930.54	0.2	1.4
4,200.0000	HPE	HEWLETT PACKARD ENTERPRISE CO	13.88	58,282.06	13.21	55,482.00	0.9	3.4
3,000.0000	INTC	INTEL CORPORATION	15.51	46,540.92	46.93	140,790.00	2.4	2.6
600.0000	MU	MICRON TECHNOLOGY INC	31.01	18,604.20	31.73	19,038.00	0.3	0.0
950.0000	MSFT	MICROSOFT CORPORATION	47.44	45,068.21	101.57	96,491.50	1.6	1.8
750.0000	ORCL	ORACLE CORPORATION	41.55	31,164.68	45.15	33,862.50	0.6	1.7
131.0000	PRSP	PERSPECTA INC	16.51	2,162.70	17.22	2,255.82	0.0	1.2
				449,001.81		686,049.34	11.6	2.4
Communication Services								
3,850.0000	T	AT&T INC	37.02	142,531.97	28.54	109,879.00	1.9	7.0
2,350.0000	CMCSA	COMCAST CORP CL A	34.54	81,178.18	34.05	80,017.50	1.4	2.2
2,050.0000	VZ	VERIZON COMMUNICATIONS	51.79	106,176.57	56.22	115,251.00	2.0	4.3
600.0000	DIS	WALT DISNEY COMPANY	116.13	69,676.68	109.65	65,790.00	1.1	1.6
				399,563.40		370,937.50	6.3	4.2
Utilities								
1,000.0000	AEP	AMERICAN ELECTRIC POWER INC	70.73	70,734.40	74.74	74,740.00	1.3	3.6
1,000.0000	CMS	CMS ENERGY CORP	27.52	27,521.00	49.65	49,650.00	0.8	2.9

Highland Capital Management, LLC
PORTFOLIO APPRAISAL
PORT ORANGE EMPLOYEES' RETIREMENT SYSTEM VALUE
December 31, 2018

<u>Quantity</u>	<u>Symbol</u>	<u>Security</u>	<u>Unit Cost</u>	<u>Total Cost</u>	<u>Price</u>	<u>Market Value</u>	<u>Pct. Assets</u>	<u>Cur. Yield</u>
700.0000	DUK	DUKE ENERGY CORPORATION	75.56	52,888.78	86.30	60,410.00	1.0	4.3
1,500.0000	EXC	EXCELON CORP	35.13	52,699.73	45.10	67,650.00	1.1	3.1
400.0000	NEE	NEXTERA ENERGY INC	163.14	65,256.32	173.82	69,528.00	1.2	2.6
				269,100.23		321,978.00	5.5	3.3
Real Estate								
850.0000	IRM	IRON MOUNTAIN INC	39.28	33,391.06	32.41	27,548.50	0.5	7.5
950.0000	OHI	OMEGA HEALTHCARE INVESTORS INC	31.53	29,949.33	35.15	33,392.50	0.6	7.5
800.0000	PLD	PROLOGIS	53.80	43,038.48	58.72	46,976.00	0.8	3.3
				106,378.87		107,917.00	1.8	5.7
		COMMON STOCK (USD) Total		5,597,542.70		5,830,911.39	98.8	2.9
TOTAL PORTFOLIO				5,670,545.16		5,903,913.85	100.0	2.9



City of Port Orange Gen EEs' DB - C/D

INVOICE

City of Port Orange General EE's
Benefits, USA
3810 Inverrary Blvd., Suite 303
Lauderhill, FL 33319

Today's Date: 1/7/2019

Quarterly Asset-Based Fee

Quarterly 10/1/2018 to 12/31/2018

Market Value Calculation Method: Standard (As Of)

Fee Detail

Total Market Value :	382,334.09
Less Market Value :	0.00
Net Market Value:	382,334.09

Market Value Invoice Amount: 4,375.00

**Please remit payment to:
First State Trust Co Fee Lockbox
Lockbox 7867
P.O. Box 787867
Philadelphia, PA 19178-7867**

Questions? Call your FSTC Administrator at (302) 573-5816

Administrator : Jim Robinson

Unpaid invoices will result in the debiting of accounts. If you wish to pre-pay the fee and avoid the automatic debit, please send a check for the total fee amount along with a copy of this page to the address indicated above. Checks sent to any other address will result in a processing delay and could result in the automatic debit taking place.