

KNOX COUNTY RETIREMENT AND PENSION BOARD

SPECIAL CALLED MEETING

SEPTEMBER 11, 2017

The Knox County Retirement and Pension Board met in a Special Called Meeting on Tuesday, September 11, 2017, at 10:00 a.m. in the County Commission Conference Room 640, City-County Building, Knoxville, Tennessee. Chairman Brantley, presided and called the meeting to order.

The following members were present: Commissioner Ed Brantley, Chairman, Mr. Chris Caldwell, Proxy for Mayor Burchett, Vice Chairman, Commissioner Hugh Nystrom, Secretary, Commissioner John Schoonmaker, Ms. Tracy Foster, Mrs. Jennifer Hemmelgarn, and Mr. Zack Webb (by phone). Also present at the meeting were: Mr. Bob Cross, USI Consulting Group, Ms. Carissa Dunaway, USI Consulting Group, Mr. Bill Mason, Mrs. Ashley Trotto, Mr. John Owings, Mrs. Stephanie Coleman, Legal Counsel, Mr. David Buuck, Chief Deputy Law Director, Mr. Keith Burroughs, Egerton, McFee, Armisted & Davis, P.C., and Retirement staff, Ms. Kim Bennett, Ms. Jennifer Schroeder, Ms. Terri Chase, and Ms. Savannah Russell.

IN RE: CHAIRMAN APPOINTS NOMINATION COMMITTEE FOR NEW BOARD OFFICERS

Chairman Brantley designated Mr. Caldwell as the nomination committee chairman and appointed Ms. Foster, and Commissioner Brantley to the committee. Chairman Brantley stated that Mr. Caldwell would bring the nominations to the Board at the September 25, 2017 meeting.

IN RE: RFQ FOR INVESTMENT ADVISOR

Ms. Bennett requested that the RFQ Committee which includes Ms. Bennett, Commissioner Nystrom, Mr. Webb, Commissioner Schoonmaker, Commissioner Brantley and Mr. Matt Myers set a meeting date for a preliminary review of the 18 bids submitted. After discussion Ms. Bennett set a RFQ Committee meeting for September 19, 2017 at 10:00 a.m.

IN RE: DOCUMENT COMMITTEE MEETING

Chairman Brantley requested that the Document Committee schedule a meeting. Ms. Bennett stated that the Document Committee members are Mr. Caldwell, Chairman, Commissioner Nystrom, Commissioner Thomas and Mr. Webb. After discussion Ms. Bennett set the Document Committee meeting for September 26, 2017 at 10:30 a.m. and said she would notice the meeting and send the committee the location of the meeting. Commissioner Schoonmaker asked whether the committee should meet before the Board meeting on September 25, 2017 and Mr. Brantley stated the September 26, 2017 date would be sufficient. Ms. Bennett asked the Board to define the agenda for the meeting and Chairman Brantley stated that the agenda would be open.

IN RE: DISABILITY COMMITTEE MEETING

Ms. Bennett requested that the Disability Committee set a meeting to discuss the recent visit of Ms. Bennett, Ms. Schroeder and Mr. Cross to the Reed Group in Houston, Texas. Ms. Bennett stated that the Disability Committee members are Chairman Thomas, Commissioner Nystrom, Ms. Foster and Ms.

Hemmelgarn. After discussion, Commissioner Thomas stated that he would provide Ms. Bennett with available dates and schedule a meeting in the next few days.

IN RE: DISCUSSION OF LEGAL REPRESENTATION FOR THE GASS APPEAL

Chairman Brantley stated the Board had received a list of independent counsel options which are attached. Mr. Brantley opened the floor for any discussion of personal connections with any of the attorneys on the provided list and recommendations for a specific attorney to narrow the list. After discussion Commissioner Nystrom recommended Ward Phillips and Commissioner Thomas nominated Charles Burks. There being no further nominations, Chairman Brantley closed the nominations and asked the Board to vote on the two attorneys nominated. The Board voted and Ward Phillips received two votes from Commissioner Nystrom and Ms. Hemmelgarn and Charles Burks received four votes from Chairman Brantley, Mr. Caldwell, Commissioner Thomas and Ms. Foster. Commissioner Schoonmaker abstained from the vote and Mr. Webb attending the meeting by phone was not eligible to cast a vote. Chairman Brantley instructed legal counsel to engage Charles Burks to be retained as independent counsel to represent the Board during the Gass Appeal and if Mr. Burks is not available to contact Ward Phillips.

IN RE: OTHER BOARD BUSINESS

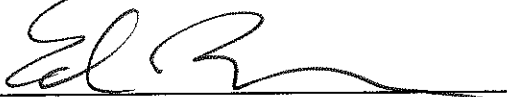
Commissioner Thomas requested to be added to the Board Agenda at the September 25, 2017 meeting to report on the recent conference he attended.

Ms. Bennett informed the Board that she contacted Sgt. Gass' attorney, Mr. Holifield, to provide a written request for a new *de novo* administrative hearing and she said the Board would discuss the request to schedule a special meeting to hear the appeal at the regular September meeting. Ms. Bennett reported that Mr. Holifield filed a public records request for the Pension Board Meeting Packet and audio recording of the August 28, 2017 meeting and that the requested information was provided to Mr. Holifield.

Mr. Keith Burroughs distributed a Notice of Appearance before the Board in the Sgt. Gass case and that stated he has been retained to represent Knox County and its Taxpayers as an interested party in the proper administration of the Uniformed Officers Pension Plan (UOPP). The Notice of Appearance is attached. Mr. Burroughs requested to be notified of all meeting held regarding UOPP and the Gass Appeal.

ADJOURNMENT

As there was no further business to come before the Board, the meeting was adjourned.



COMMISSIONER ED BRANTLEY, CHAIRMAN



COMMISSIONER HUGH NYSTROM, SECRETARY

KNOX COUNTY RETIREMENT AND PENSION BOARD

NOTICE OF APPEARANCE

TAKE NOTICE that Keith H. Burroughs, Jonathan D. Reed, and the firm of Egerton, McAfee, Armistead & Davis, P.C. have been retained to represent Knox County and its Taxpayers as interested parties in the proper administration of the Uniformed Officers Pension Plan before the Knox County Retirement and Pension Board for the following purposes:

To assure the proper calculation by the Knox County Retirement and Pension Board of post-retirement benefits due vested participants of the Uniformed Officers Pension Plan ("UOPP") in accordance with the County's Ordinance O-06-4-101 as adopted by the voters of Knox County as a Charter Amendment to "Article VI. Pensions" by ballot of November 7, 2006. Simply stated, Knox County and its Taxpayers seek post-retirement benefits calculated based on "Salary" of the plan participants of the UOPP as authorized by the voters of Knox County; and

To represent Knox County and its Taxpayers in the *de novo* review of the proper calculation of the monthly benefit for retired officer Gregory A. Gass before the Knox County Retirement and Pension Board or an appropriate administrative or judicial tribunal if the matter is not satisfactorily resolved in accordance with the limitations of the aforereferenced Ordinance at the Pension Board hearing.

Knox County and its Taxpayers object to the continued engagement of Attorney William Mason as it relates to all of the foregoing items for which this Notice is filed.

Independent Gass Counsel Options

Charles Burks – Justice, Noel & Burks (Member)

Knoxville
865-522-4964

Jerry Pinn - Wimberly Lawson (Member)

Knoxville
865-546-1000
jpinn@wimberlylawson.com

Ward Phillips - Kramer Rayson (Partner)

Knoxville
865-525-5134
ephillips@kramer-rayson.com

Charles Finn - Kramer Rayson (Partner)

Knoxville
865-525-5134
cmfinn@kramer-rayson.com

Bill Coley (Member) - Hodges, Doughty & Carson

Knoxville
865-317-4567
bcoley@hdclaw.com

Joe M. McAfee (Shareholder) – Egerton, McAfee, Armistead & Davis

Knoxville
865-546-0500
jmcafee@emlaw.com

Jim Berry (Shareholder) – Berry & Tudor

Nashville
615-726-1000
jberry@berrytudor.com

Patrick DiCarlo (Counsel) – Alston Bird

Atlanta
404-881-4512
pat.dicarlo@alston.com

*See attached biographies for additional information on each attorney.

JEROME (Jerry) PINN

Wimberley Lawson (Member)

JEROME D. PINN is a Member of the Knoxville, Tennessee office of the firm, which he joined in 1996. His law practice includes an emphasis in employment discrimination and wrongful discharge litigation, as well as ADA and FMLA compliance, wage and hour law compliance, and affirmative action compliance. He received his Bachelor of Arts degree in Government and History from Cornell University, and his law degree from the University of Michigan. He has been admitted to practice in the United States District Courts for the Eastern, Middle and Western Districts of the State of Tennessee. Jerry has a BV Distinguished® Rating - a widely respected mark of achievement given by Martindale-Hubbell, the leading independent attorney rating entity - and he is also listed in *The Best Lawyers in America*® in the area of Litigation/Labor & Employment.

Year Joined Firm

- 1996

Areas of Practice

- Wrongful Discharge
- Employment Discrimination
- Wage and Hour Law
- Affirmative Action

Bar Admissions

- Connecticut, 1990
- District of Columbia, 1992
- Tennessee, 1996
- U.S. Court of Appeals 6th Circuit, 2007
- U.S. District Court Eastern District of Tennessee, 1996
- U.S. District Court Middle District of Tennessee, 2007
- U.S. District Court Western District of Tennessee, 2011

Education

- **The University of Michigan Law School, Ann Arbor, Michigan**
 - J.D., Doctor of Jurisprudence - 1990
- **Cornell University, Ithaca, New York**
 - A.B., Bachelor of Arts *cum laude* - 1987
 - Honors: Phi Beta Kappa

EDWARD G. PHILLIPS

Kramer Rayson (Partner)

Edward G. Phillips has a wealth of knowledge and trial experience in his practice areas of Litigation and Employment and Labor and heads the Employment and Labor group. Mr. Phillips has over 38 years of experience representing management in all areas of employment and labor law. He is a forceful, effective litigator. Mr. Phillips has been described by Chambers and Partners USA as, "one of the most talented lawyers in the state with a varied practice of litigation avoidance and successful litigation." Employment law is his passion, and he gives his clients prompt and lawful prospective advice (i.e., how to deal with problem employees and structure policies).

For his Employment and Labor law practice, the prestigious peer-review publication, Best Lawyers in America, selected Mr. Phillips for inclusion to its list each and every year since 1995, and also selected him as Lawyer of the Year in Labor Law - Management, Knoxville for 2016. Mid-South Super Lawyers, another highly respected publication which uses a multi-phased selection process, including independent research and peer nominations and evaluations, selected him to its list for the years 2004-2017 for his Employment Litigation Defense.

Mr. Phillips focuses his practice on:

- Litigation avoidance/prospective advice
- Litigation in all types of employment law cases in state and federal courts
- Representation of local government and public utilities with unique constitutional issues and civil service rights

He also represents his clients in administrative proceedings before the following:

- Equal Employment Opportunity Commission (EEOC)
- United States Department of Labor (including the Office of Federal Contract Compliance Programs)
- National Labor Relations Board (NLRB)
- Tennessee Human Rights Commission (THRC)
- Tennessee Department of Labor

Mr. Phillips has also been instrumental in developing training programs in many areas of employment relations. He has presented the Knoxville Bar Association's Annual Employment Law Update for over two decades.

Areas of Practice

- Litigation Avoidance/Prospective Advice

CHARLES M. FINN

Kramer Rayson (Partner)

Chip Finn received his Bachelor of Arts degree from the University of Texas, Austin in 1978, his law degree from the University of Arkansas, Fayetteville in 1981, and his Masters in Tax Law from Washington University, St. Louis, Missouri, in 1985.

His practice primarily involves general business and taxation matters (with an emphasis on business formation, acquisitions and related transactions), estate planning, probate and administration, and health law (with an emphasis on physician practitioners). Finn is past president of the Tax Section of the Knoxville Bar Association, and presently serves as a Board member of several non-profit corporations and advises several charitable foundations. He is admitted to both the State Bar of Tennessee and the State Bar of Arkansas.

Finn presently serves as a Board Member of Interfaith Health Clinic, Child and Family, Tennessee, Inc. and West High School Foundation, and advises several other charitable foundations. Mr. Finn was recognized by his peers in a poll conducted by *City View* magazine in 2012 as one of the top Estate Planning/Trusts attorneys in Knoxville.

Areas of Practice

- General Business
- Taxation
- Estate Planning
- Probate and Administration
- Health Law

Bar Admissions

- Tennessee, 1985
- Arkansas, 1982
- U.S. District Court Eastern District of Tennessee, 1985

Education

- **University of Arkansas, Fayetteville, Leflar Law Center, Fayetteville, Arkansas**
 - J.D. - 1981
- **Washington University School of Law, St. Louis, Missouri**
 - Masters in Tax Law - 1985
- **University of Texas, Austin, Texas**
 - B.A. - 1978

J. WILLIAM COLEY

Hodges, Doughty & Carson (Member)

J. William Coley received his law degree with honors from the University of Tennessee in 1985. His practice is devoted primarily to utility representation across a broad range of legal issues, general litigation, and insurance representation. He is past president of the Knoxville Bar Association. He is a past president of the Tennessee Bar Association Young Lawyer Division, a member of the American Bar Association, American Bar Foundation, Tennessee Bar Association, Tennessee Defense Lawyers Association and the Defense Research Institute. He enjoys family and outdoor activities.

Areas of Practice

- Utility Law
- Contracts
- Eminent Domain
- General Liability Defense
- Government Contracts
- Insurance Defense
- Personal Injury – Defense
- General Litigation

Litigation Percentage

- 75 percent of practice devoted to litigation

Bar Admissions

- Tennessee, 1985
- U.S. District Court Eastern District of Tennessee, 1985
- U.S. District Court Western District of Tennessee, 1985
- U.S. District Court Middle District of Tennessee, 1985
- U.S. Court of Appeals 6th Circuit

Education

- University of Tennessee College of Law, Knoxville, Tennessee
 - J.D. – 1985
 - Honors: With Honors
- University of Tennessee
 - B.S.

JOE M. MCAFEE

Egerton, McAfee, Armistead & Davis (Shareholder)

Joe Mont McAfee joined his father, founder Joseph A. McAfee, at Egerton McAfee in 1964. As a young lawyer, he developed a skill set to suit the needs of the firm, and he continues to practice in these areas:

- Estate Planning
- Taxation
- Commercial Law
- Probate
- Corporate Law

Joe Mont served on the Hearing Committee for the Tennessee Board of Professional Responsibility for several years, and currently serves on the Board of Directors for the Tennessee Valley Agriculture and Industry Fair. He is also a member of the Estate-Planning Council. Mr. McAfee is a past President and past Chairman of the firm.

Mr. McAfee is a Fellow of the Tennessee Bar Foundation, and has been a Member of the Knoxville and Tennessee Bar Associations since 1964.

He and his wife have three grown children and eleven grandchildren.

Areas of Practice

- Business Law:
 - Corporate/LLC
 - Taxation
 - Estate Planning
 - Commercial
 - Employment
- Litigation:
 - Estate Litigation
 - Probate

Education

- J.D., University of Tennessee, 1960
 - B.S. Business Administration, University of Tennessee

Admissions

- Tennessee, 1960

JAMES (Jim) W. BERRY, JR.

Berry & Tudor. (Shareholder)

Prior to joining Berry & Tudor, P.C., Jim practiced with two large regional law firms for 35 years where he led the employee benefits practice groups in Nashville.

He works in all areas of the design, implementation, operation, amendment and termination of qualified and non-qualified savings and retirement plans, deferred compensation, executive compensation and welfare plans, including consultation regarding compliance, self-correction and the treatment of such plans in mergers and acquisitions.

He has lectured frequently on employee benefits topics including talks to groups representing the Profit Sharing Council of America, the Legal Secretary/Law Office Management Institute, the Nashville Estate Planning Council, the Chattanooga Estate Planning Council, the National Association of Homebuilders, the Middle Tennessee Employee Benefits Council and the Tax Section of the Tennessee Bar Association.

EXPERIENCE

Led multi-disciplinary team to create and obtain determination letter for conversion of thrift plan into one of first 401(k) plans in region.

Advised large national bankrupt retailer in freezing and terminating employee benefit plans including obtaining determination letter and PBGC approval for termination of defined benefit plan converted from cash balance plan, advising fiduciaries with respect to treatment of employer securities in 401(k) plan, establishing individual retirement accounts for lost participants and advising officers with respect to settlement of claims for unfunded supplemental retirement plans and severance pay plans.

Designed and managed administration of law firm's qualified retirement and savings plans to achieve maximum flexibility in contribution rates and self-directed investment options; restructured fee schedule of trust exceeding \$50,000,000 to reduce extremely large fees for largest accounts and satisfy all groups of participants.

Advised past chairman of multi-national firm in self-correction of multiple operational and plan document errors in Keogh plan for directors' fees and failure to file annual reports over more than a ten-year period to achieve full correction with no liability, plan disqualification of loss of deduction; achieved clean plan acceptable to successor trustee.

Negotiated division of liabilities and transfer of amount equal to assets in prior defined benefit 403(b) church plan in exchange for acceptance of liability for prior plan; finalized and obtained determination letter for plan document coordinating prior service credit, and obtained participant consent to accept new plan benefits in lieu of prior plan benefits for past service.

PATRICK C. DICARLO

Alston & Bird (Counsel)

Mr. DiCarlo has over 20 years of experience counseling ERISA plan sponsors and fiduciaries on regulatory compliance issues, and litigating disputes. Mr. DiCarlo has counseled and represented some of America's largest employers regarding fiduciary and prohibited transaction concerns, service provider fees, investments in employer securities, the prudence of particular investments and investment policies, executive compensation disputes, disclosure issues and challenges to benefit claim review procedures and decisions. His practice has focused on counseling plans and financial services providers regarding fiduciary issues, prohibited transactions, fee disclosure (including drafting participant disclosures and investment policy statements), designing benefit claim procedures and litigating benefit disputes of all types. He also advises plan fiduciaries and service providers on the structuring of financial products and related fiduciary and prohibited transaction concerns.

Mr. DiCarlo is currently recognized by *Chambers USA: America's Leading Lawyers for Business* as a leading individual in the ERISA Litigation category. He has also been listed in the 2017-2018 editions of *The Best Lawyers in America*®. He received his J.D. degree, cum laude, from the University of Georgia School of Law in 1994, and his B.A. from the University of Georgia in 1991. He is a member of the Reporting and Disclosure subcommittee of the ABA's Employee Benefits Committee.

Bar Admissions

- Georgia

Education

- University of Georgia (J.D., 1994)
- University of Georgia (A.B., 1991)