NEW HAVEN POLICEMEN & FIREMEN’S PENSION FUND
REGULAR MEETING MINUTES
CONDUCTED: May 17, 2018 8:00 A.M.

PLACE:
City Hall
2nd Floor Mayor’s Conference Room
165 Church Street
New Haven, CT

TRUSTEES PRESENT:
Mayor Toni Harp, Fund President/Trustee
Kevin Diaz, Police Commissioner and Trustee
Patrick Cannon, Fire Union Representative and Trustee
Brian McDermott, Police Union Representative and Trustee
Steven Cousin, Fire Commissioner and Trustee
Evelise Ribeiro, Police Commissioner and Trustee (via phone)

ALSO PRESENT:
Daryl Jones, Controller, Fund Clerk
Jerome Sagnella, Payroll & Pension Administrator
David Moran, Morgan Stanley, Financial Consultant
Joseph Matthews, Morgan Stanley, Financial Consultant
Carolyn Kone, Brenner, Saltzman & Wallman, Fund Legal Counsel
Christopher Tobia, Payroll/Benefit Auditor
Alissa Ebbson, Payroll/Benefit Auditor

Trustee Mayor Harp convenes the meeting at 8:10 a.m.

ITEM 1. INVESTMENT REPORT (David Moran and Joseph Matthews present):

A. INVESTMENT REPORT

Mr. Moran and Mr. Matthews present the attached investment report.

Trustee Cousin asks, in consideration of the City’s proposed budget and the Fund’s unfunded liability, if the portfolio is currently at its best. Mr. Moran states that he will provide a report showing the probability of outcomes, based on history, over a 30 year period. Controller Jones explains that CERF viewed a similar report looking at the probability over a 20 year period. Mr. Moran states that he will provide the report to the trustees in advance of next month’s meeting.

Trustee Cousin asks about the Fund’s and the City’s ability to sustain retirements. Mr. Moran explains that the City would likely address the City’s hiring plans, and the Fund’s actuaries would address the Fund’s ability to sustain retirements.

Trustee Cannon states that there is a FRAC meeting today. The trustees agree that it is important to verify information. Trustee Mayor Harp adds that members of FRAC have also discussed the Funds investing in all index funds. Mr. Moran discusses that idea but stresses the importance of
having a systemic approach and a diverse portfolio, where there is a focus on protecting the Fund and growing the Fund. Trustee Cousin asks if P&F is moving more towards active than passive investing. Mr. Moran states that the Fund has a mix of active and passive investments. Administrator Sagnella suggests that putting all the money in index funds may violate the Trustees’ fiduciary responsibility and lead to a lawsuit. Mr. Moran states that looking at the cost of an investment is important, but it is also about returns.

B. TARGET ASSET MIX FOR INVESTMENT POLICY (Tabled)

*Item 1B was not removed from the table.*

ITEM 2. APPROVAL OF MEETING MINUTES:

A. APRIL 19, 2018
B. MAY 2, 2018
C. MAY 9, 2018

- **MOTION:** Made by Trustee Cannon to approve the minutes from the April 19, 2018, May 2, 2018 and May 9, 2018 meetings.
- **MOTION SECONDED:** By Trustee Cousin.
- **MOTION CARRIED:** By unanimous* vote.

*Trustee Ribeiro was not present for this vote.

ITEM 3. AGE ANNUITY RETIREMENT AND SERVICE CONNECTED DISABILITY:

These applicants are already receiving an age annuity retirement for which they qualified and did not require trustee review, discretion or vote. They had also submitted service connected disability applications which have been pending receipt of medical records from Yale Occupational. Service Connected Disability and Non-Service Connected Disability retirement applications require trustee review of medical records, discretion, deliberation and vote.

A. Brian Hagans (Fire)
   Hired: 3/29/1995   Retired: 3/30/2018
   Years of Service: 24 (includes a 1 year sick buyback)

B. Gary Tinney (Fire)
   Hired: 12/6/1995   Retired: 2/28/2018
   Years of Service: 27.23 (includes a 5 year sick buyback)

- **MOTION:** Made by Trustee McDermott to approve service connect disability retirements for Brian Hagans and Gary Tinney.
- **MOTION SECONDED:** By Trustee Cannon.
- **MOTION CARRIED:** By unanimous vote.

~ 2 ~
ITEM 4. AGE ANNUITY RETIREMENT (INFORMATION ONLY):

Age Annuity Retirement applicants qualify for an age annuity retirement which does not require trustee review, discretion or vote. Annuity pensions are administratively accepted and processed.

A. Peter Ballolli* (Police)
   Hired: 12/16/1998   Retired: 5/1/2018
   Years of Service: 22.21 (includes a 2 year sick buyback)

B. Richard Chadderton, Jr.* (Fire)
   Years of Service: 26.10 (includes a 3 year sick buyback)

C. Michael Koval (Police)
   Hired: 2/16/1998   Retired: 5/13/2018
   Years of Service: 22.24 (includes a 2 year sick buyback)

D. Anthony Wells* (Fire)
   Hired: 3/29/1995   Retired: 5/1/2018
   Years of Service: 28.04 (includes a 5 year sick buyback)

*Mr. Ballolli, Mr. Chadderton and Mr. Wells have also submitted service connected disability applications which will be reviewed once their medical reports are available.

ITEM 5. ADMINISTRATIVE MATTERS:

A. ADEC REVIEW

Mr. Moran states that the ADEC review will be addressed at the next meeting when the report showing the probability of outcomes for the Fund is presented.

B. MEDICAL CONSULTANT CONTRACT

Attorney Kone presents a draft of the medical consultant contract and explains that she is still talking with Yale. She notes that the contact would be a three-year contract beginning July 1, 2018 with P&F having the option of two 1-year extensions. She explains that there would be a cost of $400 per exam and an additional $400 fee for travel within 45 miles for exams performed off-site. Attorney Kone states that the contract includes insurance requirements and indemnification that all meet or exceed City standards.
• **MOTION:** Made by Trustee Ribeiro to approve the medical consultant contract in substantially the same form as presented and to authorize the Mayor to sign it.

• **MOTION SECONDED:** By Trustee Cannon.

• **MOTION CARRIED:** By unanimous vote.

C. PROPOSED BYLAWS

Attorney Kone distributes the latest draft of the proposed bylaws and explains that there has been a change in the document to reflect that the Police and Fire union representative trustees must be chosen through an election. Attorney Kone states that she has brought the change to the attention of the Police and Fire unions’ legal counsel, but she had not heard back about that change or any of the contents. Attorney Kone proposes that the trustees adopt the bylaws today but revisit the document next month if the unions’ attorney has any issues. Trustee Cannon states that he has consulted with Trustee McDermott and they are open to adopting today as long as the unions’ attorney’s issues can be revisited.

• **MOTION:** Made by Trustee Ribeiro to adopt the bylaws.

• **MOTION SECONDED:** By Trustee Diaz.

• **DISCUSSION:** Trustee Cannon asks about the bylaws being revisited if the unions’ attorney has any issues with the bylaws. Trustee Mayor Harp states that there is an understanding that those issues will be revisited.

• **MOTION CARRIED:** By unanimous vote.

a. **CONSENT TO DELIVERY OF NOTICES OF SPECIAL MEETINGS BY ELECTRONIC MEANS – WAIVER**

Attorney Kone explains that the Freedom of Information Act requires delivery of notices of special meeting to trustees by abode service, but if the trustees sign a waiver, the notices can be delivered through e-mail. She instructs the trustees to sign Exhibit A and give it to the Administrative Staff.

b. **VICE CHAIRPERSON ELECTION**

Attorney Kone states that this meeting is the Annual Meeting, and a vice chairperson election must be held.

• **MOTION:** Made by Trustee McDermott to nominate Trustee Cannon for Vice Chairperson.

• **MOTION SECONDED:** By Trustee Cousin.

• **MOTION CARRIED:** By unanimous vote.

• **MOTION:** Made by Trustee Ribeiro to elect Trustee Cannon Vice Chairperson.

• **MOTION SECONDED:** By Trustee Diaz.

• **MOTION CARRIED:** By unanimous vote.
D. NORTHERN TRUST 1ST QUARTER 2018 AUTO DEBIT - $9,898.11

E. DRAFT REGULATION REGARDING SETTLEMENT OF EMPLOYMENT CLAIMS WHICH INCLUDE ENHANCED PENSION BENEFITS (Tabled)

Item 5E was not removed from the table.

F. PROPOSED CODE OF ETHICS (Tabled)

Item 5F was not removed from the table.

Attorney Kone informs the Board that the Code of Ethics Subcommittee has met three times already and will be meeting again soon.

G. P&F INVESTMENT POLICY AND INVESTMENT GUIDELINES (Tabled)

Item 5G was not removed from the table.

ITEM 6. CONTRIBUTION WITHDRAWALS (INFORMATION ONLY):

A. TYLER ZAJAC (Police)
   Hired: 1/4/2016   Resigned: 2/19/2018

ITEM 7. DEATH AFTER RETIREMENT (INFORMATION ONLY):

A. FRANK MIRABELLA 4/1/2018 (Fire)
B. RICHARD ROSA 5/3/18 (Police)

A moment of silence is observed for Item 7.

ITEM 8. PAYMENT OF THE BILLS: (See Attached Itemization)

- **MOTION**: Made by Trustee Diaz to pay the bills.
- **MOTION SECONDED**: By Trustee Cousin.
- **MOTION CARRIED**: By unanimous vote.

~ 5 ~
ITEM 9. ADJOURNMENT:

NEXT REGULAR MEETING:

June 21, 2018
8:00 a.m.
Mayor’s 2nd Floor Conference Room
City Hall
165 Church Street
New Haven, CT 06510

- **MOTION**: Made by Trustee Cousin to adjourn.
- **MOTION SECONDED**: By Trustee McDermott.
- **MOTION CARRIED**: By unanimous vote.

*The meeting adjourns at 9:23 a.m.*
ITEM 8. ITEMIZED BILLS FOR PAYMENT:

A). ADMINISTRATIVE EXPENSES:

<table>
<thead>
<tr>
<th>Service Description</th>
<th>Amount</th>
</tr>
</thead>
<tbody>
<tr>
<td>Hooker &amp; Holcombe 1st Quarter 2018</td>
<td>$ 16,600.00</td>
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<tr>
<td>Total Administrative Expenses</td>
<td>$ 16,600.00</td>
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B). INVESTMENT EXPENSES:

<table>
<thead>
<tr>
<th>Service Description</th>
<th>Amount</th>
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</thead>
<tbody>
<tr>
<td>Channing Capital Management 1st Quarter 2018</td>
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<tr>
<td>Cooke &amp; Bieler 1st Quarter 2018 SCV</td>
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<tr>
<td>Cooke &amp; Bieler 1st Quarter 2018</td>
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<tr>
<td>Seizert Capital Partners 1st Quarter 2018</td>
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<tr>
<td>WCM Investment Management 1st Quarter 2018</td>
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<tr>
<td>Total Investment Expenses</td>
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C). LEGAL EXPENSES:

<table>
<thead>
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<th>Service Description</th>
<th>Amount</th>
</tr>
</thead>
<tbody>
<tr>
<td>Brenner, Saltzman &amp; Wallman #56784 3/1/18-3/29/18</td>
<td>$ 8,165.30</td>
</tr>
<tr>
<td>Brenner, Saltzman &amp; Wallman #56785 3/1/18-3/19/18 Capital Point</td>
<td>1,260.00</td>
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<tr>
<td>Total Legal Expenses</td>
<td>$ 9,425.30</td>
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</table>

Total Expenses $ 222,943.20

ATTEST:

Daryl Jones, Controller, P&F Fund Secretary

~ 7 ~
Pension Fund
Police and Fire Department
City of New Haven

Prepared for:

Morgan Stanley

Meeting Date: May 17, 2018
Investment Summary: April 2018
PERIOD ENDING APRIL 30, 2018

COMPOSITE

NEW HAVEN POLICE & FIRE FUND EX ALTS
PERIOD ENDING APRIL 30, 2018
PERFORMANCE BAR ANALYSIS
COMPOSITE
NEW HAVEN POLICE & FIRE FUND EX ALTS
12/2014 THRU 4/2018
CAPITAL MARKET LINE
COMPOSITE
NEW HAVEN POLICE & FIRE FUND EX ALTS
4/2017 THRU 4/2018
CAPITAL MARKET LINE
COMPOSITE
NEW HAVEN POLICE & FIRE FUND EX ALTS
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<th>% Change</th>
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<th>% 5 Year</th>
<th>% 10 Year</th>
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<th>% 5 Year</th>
<th>% 10 Year</th>
<th>% 30 Year</th>
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<tbody>
<tr>
<td>12/31/2014</td>
<td>U.S. Large Cap</td>
<td>1,967,264</td>
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<td>2.8%</td>
<td>2.7%</td>
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<tr>
<td>12/31/2014</td>
<td>U.S. Mid Cap</td>
<td>679,252</td>
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<td>4.2%</td>
<td>4.1%</td>
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<tr>
<td>12/31/2014</td>
<td>U.S. Small Cap</td>
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<td>2.6%</td>
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<tr>
<td>12/31/2014</td>
<td>International Equity</td>
<td>1,000,000</td>
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<td>2.4%</td>
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<tr>
<td>12/31/2014</td>
<td>U.S. Aggregate Bond</td>
<td>5,034,360</td>
<td>50.3%</td>
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<td>0.3%</td>
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<tr>
<td>12/31/2014</td>
<td>Total Bond</td>
<td>5,034,360</td>
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<tr>
<td>12/31/2014</td>
<td>Total</td>
<td>8,161,838</td>
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**Composite Summary As Of April 30, 2018**

**New Haven Police & Fire Fund EX ATLS**
### Composite Summary As of April 30, 2018

**New Haven Police & Fire Fund Ex Alts**

<table>
<thead>
<tr>
<th>Date</th>
<th>Value</th>
<th>Allocation</th>
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<tr>
<td>01/01/2018</td>
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<tr>
<td>04/30/2018</td>
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<tr>
<td>07/31/2018</td>
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<tr>
<td>10/31/2018</td>
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<tr>
<td>12/31/2018</td>
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**Index & Alternative Index vs. Benchmark**

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<tr>
<th>Date</th>
<th>MSCI World</th>
<th>MSCI Europe</th>
<th>MSCI Pacific</th>
<th>MSCI Emerging Markets</th>
<th>MSCI World ex Aisa</th>
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</thead>
<tbody>
<tr>
<td>12/31/2014</td>
<td>6.9%</td>
<td>2.5%</td>
<td>2.0%</td>
<td>2.0%</td>
<td>0.0%</td>
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<tr>
<td>01/31/2015</td>
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<td>0.0%</td>
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<tr>
<td>03/31/2015</td>
<td>0.0%</td>
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<tr>
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<td>09/30/2015</td>
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**Performance**

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<tr>
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<tbody>
<tr>
<td>12/31/2014</td>
<td>2.56%</td>
<td>2.66%</td>
<td>2.76%</td>
<td>3.06%</td>
<td>3.06%</td>
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<tr>
<td>01/31/2015</td>
<td>2.56%</td>
<td>2.66%</td>
<td>2.76%</td>
<td>3.06%</td>
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<td>03/31/2015</td>
<td>2.56%</td>
<td>2.66%</td>
<td>2.76%</td>
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<td>06/30/2015</td>
<td>2.56%</td>
<td>2.66%</td>
<td>2.76%</td>
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<td>3.06%</td>
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<tr>
<td>09/30/2015</td>
<td>2.56%</td>
<td>2.66%</td>
<td>2.76%</td>
<td>3.06%</td>
<td>3.06%</td>
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</tbody>
</table>

**Asset Allocation**

<table>
<thead>
<tr>
<th>Date</th>
<th>Real Estate</th>
<th>Private Equity</th>
<th>Hedge Funds</th>
<th>Beta Aggregate Bond</th>
</tr>
</thead>
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<tr>
<td>12/31/2014</td>
<td>10.0%</td>
<td>2.0%</td>
<td>0.0%</td>
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<tr>
<td>01/31/2015</td>
<td>10.0%</td>
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<td>03/31/2015</td>
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<td>10.0%</td>
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**Morgan Stanley Report**

5.29% 90 Day U.S. Treasury Bill plus 300 basis points, 6.29% Russell 2000 Small Cap, 5.26% Russell 3000 plus 300 basis points, 3.86% Citigroup 60 Day U.S. Treasury Bill
<table>
<thead>
<tr>
<th>Date</th>
<th>Monthly</th>
<th>Quarterly</th>
<th>Annual</th>
<th>Since</th>
<th>Policy Index</th>
<th>Market Index</th>
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<tbody>
<tr>
<td>4/30/18</td>
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<td>16.1%</td>
<td>20.0%</td>
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<td>3.9%</td>
</tr>
<tr>
<td>5/31/18</td>
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<td>19.6%</td>
<td>23.1%</td>
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<td>0.0%</td>
<td>3.8%</td>
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<tr>
<td>6/30/18</td>
<td>15.4%</td>
<td>35.2%</td>
<td>41.4%</td>
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<td>7/31/18</td>
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<td>8/31/18</td>
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<td>9/30/18</td>
<td>2.2%</td>
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<td>10/31/18</td>
<td>2.8%</td>
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<td>3.6%</td>
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<tr>
<td>11/30/18</td>
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<td>16.9%</td>
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<td>3.6%</td>
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<tr>
<td>12/31/18</td>
<td>3.5%</td>
<td>9.8%</td>
<td>12.3%</td>
<td>1.5%</td>
<td>0.0%</td>
<td>3.5%</td>
</tr>
</tbody>
</table>

**April 30, 2018**

**Time-Weighted Rates of Return Total Fund Composite**

**New Haven Police & Fire Fund Ex ALTS**
12/31/1998 - Pension

The policy index reflects the returns of the manager's asset allocation as measured in the index represented by the following indices:

<table>
<thead>
<tr>
<th>Monthly</th>
<th>Quarterly</th>
<th>Annually</th>
<th>Semi-annually</th>
<th>Since 12/2014</th>
<th>Policy Index ex. divs</th>
</tr>
</thead>
<tbody>
<tr>
<td>6.7</td>
<td>3.3</td>
<td>1.47</td>
<td>0.72</td>
<td>0.36</td>
<td>6.72</td>
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<tr>
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<td>3.3</td>
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April 30, 2018
TIME-WEIGHTED RATES OF RETURN TOTAL FUND COMPOSITE
NEW HAVEN POLICE & FIRE FUND EX ALTS
PERIOD ENDING APRIL 30, 2018

COMPOSITE

NEW HAVEN POLICE & FIRE FUND

Morgan Stanley
PERIOD ENDING APRIL 30, 2018

COMPOSITE ASSET ALLOCATION - TOTAL FUND

NEW HAVEN POLICE & FIRE FUND
### Capital Market Line Composite

**New Haven Police & Fire Fund**

| 1/2/2014 THRU 4/2018 |
|-----------------------|---|
| Capital Market Line   |  |
| Composite             |  |
| MW US World           |  |
| Russell 3000          |  |
| BB Aggregate Bond     |  |
| Composite Benchmark   |  |
| Policy Index          |  |
| MHI C-P Policy Index  |  |

#### Graph Details:
- **Variability of Returns (Risk)**: More Risk, Less Return
- **Annualized Rate of Return %**: More Return, Less Risk
Capital Market Line - Composite

New Haven Police & Fire Fund

4/2017 THRU 4/2018
### Composite Summary As of April 30, 2018

**New Haven Police & Fire Fund**

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**Notes:**
- N/A: Not Available
- 0%: No Change
- 100%: Full Change
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**Total Real Estate**

**Fixed Income**

**Composite Summary as of April 30, 2018**

**New Haven Police & Fire Fund**
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**Composite Summary As of April 30, 2018**

**New Haven Police & Fire Fund**
| QUARTER | ANNUAL | PERIOD IN WHICH PORTION OF PERFORMANCE BENCHMARK
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<td>0.38</td>
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**April 30, 2018**

**TIME-WEIGHTED RATES OF RETURN TOTAL FUND COMPOSITE**

**NEW HAVEN POLICE & FIRE FUND**

[Table content continues with performance metrics and dates, not fully transcribed here.]
2.00% NCREIF PROPERTIES
2.00% NOTRE DAME IND. OPEN END DIVERSIFIED CORE FUND (COREX)
3.30% CITIGROUP 90 DAY U.S. TREASURY BILL
3.40% RUSSELL 2000 SMALL CAPS
2.30% RUSSELL 1000 LARGE CAP
2.30% RUSSELL MID-CAP
2.30% MSCI EAFE
2.30% BLOOMBERG BARCLAYS AGGREGATE BOND

12/1/1986 - Present

The table below reflects the returns of the manager's entire account.

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<th>Date</th>
<th>Monthly</th>
<th>Quarterly</th>
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<th>Semi-Annually</th>
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<td>0.03</td>
<td>0.06</td>
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</table>

The table above includes data from the manager’s entire account.

APRIL 30, 2018
TIME WEIGHTED RATES OF RETURN TOTAL FUND COMPOSITE
NEW HAVEN POLICE & FIRE FUND
Investments and services offered through Morgan Stanley Smith Barney LLC, member SIPC.

Charts and graphs are for illustrative purposes only and are not intended to represent the performance of any Morgan Stanley Smith Barney

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The information contained in this report is not intended to constitute investment, legal, tax or accounting or other professional advice. We recommend that clients consult their tax advisors to determine the appropriate information to be used in the preparation of their tax returns.

The information in this report should not be considered as the sole basis for any investment decision. Fees, commissions and taxes are not included in all relevant costs (e.g., of different brokers or methods). Delays, market conditions and information. The figures in this report may not include all relevant costs (e.g., market data and other delays). Market values are not necessarily reflective of a regular account's performance as the values displayed in this report do not include all relevant costs. Any data included in this report has been derived from various standard quotation services and other sources, which we believe to be reliable. However, we do not warrant or guarantee the accuracy or completeness of any such information. The values that a client actually receives in the market for any investment may be higher or lower than the values reflected in this report.

Morgan Stanley Smith Barney LLC is not responsible for any clerical, computational or other inaccuracies, errors or omissions. Morgan Stanley Smith Barney LLC is not responsible for any clerical, computational or other inaccuracies, errors or omissions.

This performance report has been prepared for informational purposes only and is not intended to be a substitute for the official account statements that you receive from Morgan Stanley Smith Barney LLC. The information in this report is approximate and subject to adjustment.
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<th>Closing Value</th>
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<th>Percentage</th>
<th>Gain (%)</th>
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*Note: The tables and figures provided in this document represent recent market data and are subject to change. For the most up-to-date information, please refer to the latest financial reports and market analyses.*
Disclosures
BYLAWS OF THE PENSION BOARD
OF THE
CITY OF NEW HAVEN
POLICEMEN & FIREFMEN'S PENSION FUND

ESTABLISHED AND ADOPTED: MAY 17, 2018
# BYLAWS OF THE PENSION BOARD
# OF THE
# CITY OF NEW HAVEN

NEW HAVEN POLICEMEN & FIREMEN’S PENSION FUND

## Contents
INTRODUCTION AND PURPOSE ................................................................. 4

ARTICLE 1 - DEFINITIONS ........................................................................ 4

ARTICLE 2 - RETIREMENT BOARD ............................................................. 6

  - Section 2.1 Membership .................................................................. 6
  - Section 2.2 Terms and Vacancies .................................................... 6
  - Section 2.3 Resignations ................................................................. 6
  - Section 2.4 Standards of Conduct ................................................... 6
  - Section 2.5 Trustee Member Education ......................................... 6
  - Section 2.6 Committees ................................................................. 6
  - Section 2.7 Attendance .................................................................. 7

ARTICLE 3 – OFFICERS, STAFF AND THEIR DUTIES .............................. 7

  - Section 3.1 President ..................................................................... 7
  - Section 3.2 Vice-Chairperson ........................................................ 7
  - Section 3.3 Clerk .......................................................................... 7
  - Section 3.4 Pension Staff ............................................................... 7

ARTICLE 4 - MEETINGS ......................................................................... 8

  - Section 4.1 Regular Meeting Schedule .......................................... 8
  - Section 4.2 Regular Meetings ........................................................ 8
  - Section 4.3 Special Meetings ......................................................... 8
  - Section 4.4 Emergency Special Meetings .................................... 8
  - Section 4.6 Meetings Open to Public ........................................... 8
  - Section 4.7 Meeting Locations ...................................................... 9
  - Section 4.8 Meetings by Telephone or Electronic Means ............. 9
  - Section 4.9 Meeting Agenda and Materials .................................. 9
  - Section 4.10 Minutes of Meetings ................................................ 9
  - Section 4.11 Summary of Board Meeting Transactions ............... 9
  - Section 4.12 Audio Recording of Meetings ................................. 9
  - Section 4.13 Determination of Certain Time Periods ................. 9

ARTICLE V - MEETING PROCEDURES ................................................. 10

  - Section 5.1 General Procedures .................................................. 10
Section 5.2 Quorum Required................................................................. 10
Section 5.3 Order of Business in Meetings.............................................. 10
Section 5.4 Executive Closed Sessions.................................................... 10
Section 5.5 Voting Requirements............................................................ 10
Section 5.6 Amendments to Pending Motions.......................................... 11
Section 5.7 Reconsideration....................................................................... 11

ARTICLE VI - MISCELLANEOUS................................................................. 11
Section 6.1 Amendments to Bylaws........................................................... 11
Section 6.2 Mailing Address...................................................................... 11
Section 6.3 Board Action Validity.............................................................. 11
INTRODUCTION AND PURPOSE

Consistent with its fiduciary roles as Trustee and administrator of the New Haven Policemen and Firemen's Pension Fund (the "Fund" as hereinafter defined), the Pension Board of the Fund (the "Board" as hereinafter defined) has the duty to ensure that the Fund is appropriately governed and managed. As fiduciary of the Fund, the Board is obligated to discharge all of its duties solely in the interest of the members and beneficiaries of the Fund.

It is intended that these Bylaws shall establish and specify the procedural and administrative processes necessary to carry out the responsibilities of the Board as set forth in the Plan.

These Bylaws are subject to the written provisions of the Fund (the "Plan" as hereinafter defined), and if in conflict with said provisions, the Plan provisions shall govern.

The management of the Fund is vested in the Board. Day-to-day administration of the Plan is delegated to the Pension Administrator (as hereinafter defined) and Pension Staff (as hereinafter defined).

ARTICLE 1 - DEFINITIONS

"Board" means the Pension Board established under the terms of the Plan and the associated trust agreement (the "Trust") to administer the Plan and to manage the investments of the Fund in accordance with applicable federal, State and local laws and regulations.

"City" means the City of New Haven, Connecticut.

"Clerk" means the clerk of the Board as described in Section 3.3 herein.

"Code of Conduct" means a document to be adopted by the Board setting standards of fiduciary duties, ethical conduct, educational requirements and other rules applicable to the Trustee Members.

"Connecticut FOIA" means the Connecticut Freedom of Information Act (as Codified in Chapter 14 of Connecticut General Statutes, as amended from time to time).

"Executive Session" means a meeting or a portion of a meeting of the Board at which the public is excluded, as defined under Connecticut FOIA.

"Fiduciary" means a person responsible for the discharge of his duties with respect to the Plan solely in the interest of the participants and beneficiaries for the exclusive purpose of providing benefits to participants and beneficiaries and defraying the reasonable expenses of administering the Plan.
“Fund” means the New Haven Policemen & Firemen’s Pension Fund or the assets of such held in trust by the Board, accounted for in a separate fund for the benefit of participants and beneficiaries.

“Pension Administrator” means the City Payroll and Pension Administrator who handles the day-to-day administration of the Plan.

“Pension Office” means the City of New Haven, Office of Controller, Payroll & Pension Division, 200 Orange Street, New Haven, Connecticut.

“Pension Staff” means the administrative staff of the Pension Office who assist in the daily administration of the Plan.

“Plan” means the written terms of City of New Haven Policemen & Firemen’s Pension Fund as originally established by special act of the Connecticut State Legislature for eligible employees and officials, as amended from time to time.

“Quorum” means the number of members of the Board that are required to be present to conduct the business of the Board. A Quorum consists of four (4) Trustee Members.

“State” means the State of Connecticut.

“Trustee” means the Board.

“Trustee Member” means member of the Board.

“Vice Chairperson” means the person elected by the Board to such position.
ARTICLE 2 - RETIREMENT BOARD

Section 2.1 Membership
The Board consists of seven (7) voting Trustee Members, the Mayor as Board President, four (4) mayoral appointed Trustee Members, (two who serve as Commissioners of the New Haven Department of Police Services and two who serve as Commissioners of the New Haven Fire Department), and two (2) employee representatives one from each department (Police and Fire) appointed by vote of the membership of each department.

Trustee Members shall serve without compensation for their services, although Trustee Members may be reimbursed for travel and other qualifying expenses as approved by the Board.

Section 2.2 Terms and Vacancies
The terms of appointed Trustee Members shall be two (2) years. A Trustee Member shall serve until his or her successor is named and has qualified. Vacancies to the Board shall be filled by the Mayor with the exception of the employee Trustee Members, which shall be filled by vote of the membership of the respective executive board of the collective bargaining unit in which the vacancy occurred.

Section 2.3 Resignations
Any Trustee Member, other than the Mayor, may resign at any time by giving written notice to the President. Such resignation shall take effect at the time specified therein and, unless specified therein, the Board’s acceptance of such resignation shall not be necessary to make it effective.

Section 2.4 Standards of Conduct
The Board shall adopt, maintain and adhere to a Code of Conduct. Such Code of Conduct shall be intended to supplement, rather than replace, the standards of conduct set forth in applicable state and local law.

Section 2.5 Trustee Member Education
Trustee Members are required to meet the initial and periodic educational requirements to be set forth in the Code of Conduct.

Section 2.6 Committees
The Board may vote by simple majority to create one or more permanent and ad hoc Committees as it deems appropriate. The President has the authority to make appointments to any committee which has been formed by the Board. The President may designate a chairperson of the Committee. In the absence of such designation, the Committee shall elect a chairperson from among its members.

A meeting of a Committee shall require the presence of a quorum of the Committee, which shall be a majority of the number of members of the Committee. Meetings of committees shall be open to the public in accordance with Connecticut FOIA, and notice for such meetings shall be posted as required by Connecticut FOIA.

No action of a Committee shall be considered to constitute an action by the Board. A Committee may investigate, consider, and develop proposals to present to the Board. The Committee chairperson shall provide a summary report to the Board as needed.
Section 2.7 Attendance
A Trustee Member who is absent from three consecutive Regular Meetings without what is considered to be a valid excuse by a majority vote of the other Trustee Members can be recommended to the Mayor for removal in accordance with the provisions of the City of New Haven Charter. Trustee Members who are not subject to the City of New Haven Charter’s removal provisions and are not serving on the Board in an ex officio capacity can be asked to resign in writing. In the event that a Trustee Member is asked by the Board to resign, copies of the request to resign shall be sent by the Pension Administrator to the presidents of each of the collective bargaining units whose members participate in P&F and to the City’s Manager of Human Resources & Benefits, or, if such position no longer exists at the time that the request to resign is sent, to the individual holding an equivalent position in the City.

ARTICLE 3 – OFFICERS, STAFF AND THEIR DUTIES

Section 3.1 President
The Mayor shall be the President of the Board and shall preside at all meetings, and shall be an ex-officio member of any committees. (S)he shall sign all contracts and agreements on behalf of the Board upon legal counsel review and authorization of the Board unless the Board has otherwise delegated this authority.

Section 3.2 Vice-Chairperson
The Board shall elect a Vice-Chairperson at its Annual Meeting from nominations made by the Trustee Members at the Annual Meeting. The Vice-Chairperson shall serve as the presiding officer at all meetings in the absence of the President. If both the President and the Vice Chairperson are absent from a meeting, the Trustee Members present must elect a member by a simple majority vote to act as the presiding officer for that meeting.

Section 3.3 Clerk
The Controller of the City shall act as Clerk of the Board and, with the assistance of Pension Staff, shall authenticate and sign Board resolutions and minutes and shall perform such other duties as the Board may assign.

Section 3.4 Pension Staff
The Pension Staff will assume the duties of the daily administration of the Plan. The Pension Administrator and the City Controller are the supervisory authorities of this office. All staff employees of that office are employees of the City of New Haven and governed by the appropriate municipal collective bargaining units and under the supervision of the Pension Administrator and the City Controller. The Trustee Members exercise no employer/employee relationship over the Pension Staff employees and therefore cannot exercise any disciplinary action or termination of employment. Nothing in the preceding sentence shall be interpreted to prevent the Pension Administrator from exercising supervisory authority over the Pension Staff as a result of simultaneously serving as a Trustee Member.
ARTICLE 4 - MEETINGS

Section 4.1 Regular Meeting Schedule
The Board shall meet regularly to conduct fund related business which requires their formal votes or general awareness. No later than January 31st of each year, the Board shall establish a schedule for its Regular Meetings for the ensuing calendar year and shall post such schedule in the Office of the City/Town Clerk. No Regular Meeting shall take place less than 30 days following the date such schedule is posted.

Section 4.2 Regular Meetings
The agenda of each Regular Meeting shall be available to the public and shall be posted not less than twenty-four (24) hours before the meeting in the office of the City/Town Clerk. Upon the affirmative vote of two-thirds of the Trustee Members of the Board present and voting, any other business not included in such filed agenda may be considered and acted upon at such meetings. Upon the affirmative vote of a majority of the Trustee Members present and voting, an item may be added to an agenda of a future meeting.

Section 4.3 Special Meetings
Special Meetings may be called by the President. Special Meeting notice must be posted in the office of City/Town Clerk at least twenty four (24) hours prior to the meeting commencement and must include the time and place of the Special Meeting as well as an agenda of items to be entertained by the Trustee Members. No other business shall be considered by the Board at such Special Meeting. In addition, such written notice shall be delivered to the usual place of abode of each Trustee Members of the Board so that the same is received prior to such Special Meeting, provided, however, that such delivery to the usual place of abode may be dispensed with for any Trustee Member who (a) has consented to and receives delivery of such notice by electronic means and prior to the time the meeting convenes files with Pension Staff a written waiver of such notice by abode service and a consent to receipt of notice electronically in a form substantially similar to that set forth in Exhibit A or (b) is actually present at the meeting at the time it convenes.

Section 4.4 Emergency Special Meetings.
The President may call an Emergency Meeting of the Board, the purpose of which is to address an issue(s) or matter(s) that are of an obviously exigent nature, that require immediate Board awareness and decisive and definitive action and that could not be accommodated by the customary requirements for meeting posting and notice. The notice and posting requirement otherwise applicable to Special Meetings as described in Section 4.3 hereof shall not apply, provided that a copy of the minutes of such Emergency Special Meeting adequately setting forth the nature of the emergency and the proceedings occurring at such meeting is filed with the City/Town Clerk’s office not later than seventy-two hours following the holding of such meeting.

Section 4.5 Annual Meetings
The Annual Meeting of the Board shall be held in March of each year and may be combined with the Board’s Regular Meeting or may be held at a Special Meeting, at which other business may also be considered. At the Annual Meeting, the Board shall elect the Vice-Chairperson and review its policies, as appropriate, including but not limited to its Investment Policy, the Code of Conduct and these bylaws.

Section 4.6 Meetings Open to Public
Any convening or assembly of a Quorum and any communication by or to a Quorum, whether in person or by means of electronic equipment, to discuss or act upon a matter over which the Board has supervision, control, jurisdiction or advisory power, shall be deemed a meeting of the Board. All meetings of the Board are subject to Connecticut FOIA, including, but not limited to,
any applicable requirements that adequate notice be given and that the meeting be open to the public.

Section 4.7 Meeting Locations
The Board shall meet in the City of New Haven Mayor's Conference Room at 165 Church Street City Hall Building (2nd Floor) or any alternative designated venue.

Section 4.8 Meetings by Telephone or Electronic Means
Any meetings of the Board or of any committee formed under Section 2.6 of these Bylaws may be conducted by means of a telephone conference or a video conference or other similar communications equipment by which all persons participating in the meeting can hear each other at the same time and provided that the opportunity is afforded for the public to hear all participants in the meeting.

Section 4.9 Meeting Agenda and Materials
The Pension Administrator in conjunction with the President must prepare a written agenda for each meeting. The written agenda shall be provided to the Trustee Members in advance of the meeting. Written information that will be addressed at a Board meeting may also be distributed prior to such meeting or may be provided at the meeting.

Section 4.10 Minutes of Meetings
An accurate record of all Board meeting proceedings conducted in open sessions shall be kept in the Pension Office. Minutes for each meeting shall, at a minimum, list those in attendance at the meeting and document all motions made and votes taken. For purposes of efficiency and ease of reference, written materials may be included as official attachments to the minutes. Pension Staff shall prepare minutes for Board approval. Draft minutes must be approved or corrected by vote of the Board at its next meeting. Once the minutes have been approved by the Board, the Clerk shall sign the minutes. The original of the minutes shall be kept in the Pension Office and shall be available for inspection by the public during normal business hours. No minutes shall be kept regarding meeting proceedings conducted in Executive Sessions.

Section 4.11 Summary of Board Meeting Transactions
No later than forty-eight (48) hours following the conclusion of each Board meeting, the Pension Staff must post within or outside the Pension Office in an area of high public visibility a summary of the Board's voting transactions by agenda item and the respective Trustee Members' votes.

Section 4.12 Audio Recording of Meetings
Pension Staff may make audio recordings of Board meeting proceedings conducted in open sessions. Such recordings shall be kept in the Pension Office. No recording shall be made of proceedings held in Executive Sessions.

Section 4.13 Determination of Certain Time Periods
In determining the time within which or by when a notice, agenda, record of votes or minutes of a Special Meeting or an Emergency Special Meeting are required to be filed, posted, or made available under this Article 4, Saturdays, Sundays, legal holidays and any other day on which the Pension Office is closed shall be excluded.
ARTICLE V - MEETING PROCEDURES

Section 5.1 General Procedures
Meetings shall be conducted in accordance with the Connecticut FOIA (C.G.S. § 1-200, et seq.) and with these Bylaws.

Section 5.2 Quorum Required
Meetings shall not commence without the presence of a Quorum. Attendance by telephone conference or video conference is included for purposes of establishing a Quorum. A Trustee Member cannot designate a substitute to sit and act in the Trustee Member's stead.

If the departure of one or more Trustee Members results in the loss of a Quorum at any point after the meeting commences, the meeting may continue with informational items (other than information about the Fund’s investments), but no votes may be taken and no discussion may take place on matters that would require a vote of the Board. Any agenda items requiring such discussion or vote will be moved to the agenda for the following Regular or Special Meeting. The President shall be authorized to adjourn such meetings to such time as he/she deems appropriate without a vote.

Section 5.3 Order of Business in Meetings
The President shall determine the order in which agenda items shall be considered and shall have the administrative latitude to address agenda items out of sequence to accommodate time constrictions, quorum availability and other practicalities.

Section 5.4 Executive Closed Sessions
The Board may conduct Executive Sessions that are not open to the general public in accordance with the Connecticut FOIA. An Executive Session shall be entered into only upon an affirmative vote of two-thirds of the Trustee Members present and voting upon a motion stating the reasons for such Executive Session. Prior to the vote, the Board shall indicate who, in addition to Trustee Members, is to remain in the room for all or part of the Executive Session as permitted by the Connecticut FOIA, and this information shall be recorded in the minutes. Matters discussed in Executive Sessions shall remain confidential, and materials reviewed during an Executive Session which are exempt from disclosure under Connecticut FOIA shall remain confidential. No audio recording shall be made of proceedings of Executive Sessions. No voting shall take place during an Executive Session.

Section 5.5 Voting Requirements
Each Trustee Member shall have one vote on any question coming before the Board at any meeting at which the Trustee Member is in attendance. In order to vote, a Trustee Member must be physically present or alternatively participate in the meeting and vote by telephone conference or videoconference.

The acts and decisions made by a majority of the voting Trustee Members present at a meeting of the Board shall be the act of the Board, except as otherwise provided in these Bylaws. An abstention shall be considered a non-vote and the members abstaining shall not be counted when determining the majority required for adoption of a motion. All Trustee Members present shall be required to vote on any matter brought before the Board for a vote or to declare that they are abstaining from such vote.

Any item to be voted upon must be initially moved by one Trustee Member and seconded by another Trustee Member. A reasonable period of time must then be afforded to entertain further discussion on the motion after which the President must call for a voice vote by the attending Trustee Members. The voice vote call must clearly designate those Trustee Members who voted in favor, opposed and who abstained. All voting shall be recorded in the written minutes of the meeting.
Section 5.6 Amendments to Pending Motions
An amendment to a pending motion may be made only upon the affirmative vote of a majority of the Trustee Members present.

Section 5.7 Reconsideration
Except as may be provided in duly adopted Board regulations relating to reconsideration requests by Fund members, no motion for a reconsideration of any vote shall be in order unless such motion is made at the meeting at which the vote sought to be reconsidered was taken or at the next meeting thereafter and upon the request of any Trustee Member who voted with the prevailing side upon any matter. If a motion to reconsider is not made at the same meeting at which the vote was taken to reconsider the vote thereon and notice is given at the same meeting of the Trustee Member’s intent to move at the next meeting for a reconsideration of such vote, such notice shall suspend the operation of the original vote until the close of the next meeting.

ARTICLE VI - MISCELLANEOUS

Section 6.1 Amendments to Bylaws
These Bylaws may be amended upon the affirmative vote of two-thirds of the Trustee Members present and voting at a meeting, provided that amendment of the Bylaws was included in the agenda for such meeting filed in the Office of the City/Town Clerk and further provided that such amendment shall not be inconsistent with any provision of law or the written terms of the Plan.

Section 6.2 Mailing Address
The mailing address of the Board is the:
   City of New Haven Policemen and Firemen’s Pension Fund
   Kennedy Mitchell Hall of Records
   200 Orange Street
   New Haven, CT 06510

Section 6.3 Board Action Validity
Unless otherwise prohibited by law, if Board action is taken in a manner not in accordance with these Bylaws, that action is valid unless a majority of the members of the Board vote to rescind the action. A vote to rescind an action that was taken in a manner not in accordance with these Bylaws must be taken no later than the first meeting after the distribution of the draft minutes which refer to the relevant Board action.
Exhibit A

City of New Haven Policemen & Firemen’s Pension Board

Consent to Delivery of Notices of Special Meetings by Electronic Means

The undersigned, being a Trustee Member of the City of New Haven Policemen & Firemen’s Pension Board (the “Board”), hereby consents to the delivery of all notices to me of Special Meetings of the Board, by electronic means and hereby waives delivery of notices of Special Meetings by other means, including but not limited to delivery at my usual place of abode. Please deliver notices of Special Meetings to the following electronic address: ____________________________

I understand that:

(a) Delivery by the foregoing electronic means will be in lieu of all other forms of notice of the time, place and agenda of Special Meetings;

(b) I may revoke this consent in writing at any time; and

(c) I have the obligation to inform the Pension Staff of any change in my electronic notice information.

Trustee Member signature: ____________________________ Date: ____________________________

Print name: ______________________________________