



NAPPA

National Association of
Public Pension Attorneys

2020

WINTER SEMINAR

February 19 - February 21, 2020
Registration Begins Tuesday, December 3, 2019

Tempe Mission Palms Hotel ♦ Tempe, AZ

Registration Information & Deadlines

Online registration begins Tuesday, December 3, 2019.

To register for the conference:

Go to www.nappa.org

Click on "**Winter Seminar Registration**"

December 3 - January 29	Winter Seminar Registration Open Winter Seminar Fee: \$485 (if registered before 1/15) Winter Seminar Fee: \$585 (if registered 1/15 or after)
December 3 - January 29	Senior Counsel Meeting Registration Open Senior Counsel Registration Fee: \$70 This session is designed for attorneys with substantial experience as in-house/outside counsel for a public retirement system. Less experienced counsel are welcome, but may not find this session as valuable.
January 29, 2020	Last day to register for the Winter Seminar

Seminar Cancellation Policy

Prior to January 15	Full refund
January 15 - January 29	\$100 administrative fee charged
January 30 or later	No refund

If you have any questions, please call the NAPPA office at (573) 616-1895, or send an email to:

Karen HoltermanKaren@nappa.org

Brenda Faken.....Brenda@nappa.org

Doris Dorge.....Doris@nappa.org

Hotel Information



All meetings will be held at the:

Tempe Mission Palms Hotel

60 E. 5th Street

Tempe, AZ 85281

Phone: (480) 894-1400

Toll Free: (800) 547-8705

www.missionpalms.com

Conference Room Rate: \$229 per night (*single/double occupancy*)

A block of rooms has been reserved at the Tempe Mission Palms Hotel. The block room rate will be available **until the room block is filled or until January 29, 2020, at 5:00 p.m. (MST), whichever comes first.**

Hotel Reservations

To ensure registered members can book a room in the NAPPA block, we would appreciate you registering for the conference **before** booking your room.

Hotel Cancellation Policy: Guest room reservations must be cancelled 48 hours prior to arrival date or you will be charged for one night's accommodation.

Please Note!

- Materials will be provided electronically through the mobile app.
- NAPPA **does not** apply for CLE credits for the Winter Seminar.
- You are responsible for your own airfare and hotel accommodations.
- There is a "No Smoking" policy at all sessions.
- Dress is business casual. Please note that most meeting rooms tend to be on the chilly side, so a sweater or jacket is recommended.

Solicitation and Marketing are prohibited at all NAPPA meetings.

Wednesday, February 19

7:00 a.m. - 4:30 p.m. **Registration**

7:30 a.m. - 8:15 a.m. **Breakfast (provided by NAPPA)**

Investment Section Meeting

(8:30 a.m. - 11:30 a.m.)

8:30 a.m. - 9:30 a.m. **You Can't Always Get What You Want, But if You Try Sometimes...**

As noted by the famed philosophers, Richards and Jagger, even if you can't get what you want, you sometimes get what you need. However, in the current GP-advantaged fundraising environment, investors may not even be able to get what they need! This session will discuss the most important issues for in-house counsel to address when negotiating private fund investments, as well as provide a perspective of the outside investment counsel in connection with such negotiations. The speakers will also share their recommendations and strategies for successfully balancing the need to document the public pension system's internal requirements, established policies and regulations with fund terms, especially in oversubscribed funds.

9:30 a.m. - 9:45 a.m. **Break**

9:45 a.m. - 10:10 a.m. **ILPA PART I - Aspirational Guidance for Private Equity Investors: How Principles 3.0 Drives Alignment, Transparency and Governance**

This session will provide an overview of the Principles 3.0 released in 2019 by the Institutional Limited Partners Association (ILPA) for private equity investments. This panel will discuss how Principles 3.0 was designed to address the evolving demands of the private funds industry. The 3rd iteration of the ILPA Principles builds on ILPA's recommendations in the previous versions (Principles 1.0, released in 2009, and Principles 2.0, released in 2011) to help guide public pension systems and other institutional investors with respect to the terms they should be seeking in fund documents with private equity managers to ensure greater alignment between LPs and GPs.

10:10 a.m. - 10:25 a.m. **Break**

10:25 a.m. - 11:40 a.m. **ILPA PART II - Practical Application: The ILPA Model LPA and How it Can Help You Negotiate a Better Deal**

This session will discuss the benefits of the first, complimentary publicly available model limited partnership agreement (LPA) in the marketplace. ILPA released its model LPA in October, 2019 after a two-year creation process to drive a practical application of ILPA Principles 3.0. The panel will include investment attorneys who were involved in the

Wednesday, February 19 *(continued)*

drafting process of the model LPA. The panel will cover the various elements of the model LPA, including fund economics; standard of care; exculpation and indemnification; fund governance; removal/termination rights; and access to information. The panel will explain how the model LPA template can be utilized, and the various provisions altered, to best suit the needs of public pension systems during negotiation of investment terms with private equity managers.

11:40 a.m. - 1:00 p.m. Lunch (provided by NAPPA)

Fiduciary and Plan Governance Section Meeting

(1:30 p.m. - 4:30 p.m.)

1:30 p.m. - 2:20 p.m. Fiduciary Implications of Corporate Principles

A one-page statement of corporate principles signed by the heads of more than 180 U.S. companies created a furor in the field of fiduciary law this past fall, raising implications for public pension funds. The Business Roundtable's statement emphasized that corporate leaders should balance the needs of shareholders with customers, employees, suppliers, and local communities. This panel will consider what the principles from this statement mean for public pension plans as institutional investors. How might this affect the fiduciary duty owed to pension plans as shareholders versus the fiduciary duty of the public pension trustees themselves to members and beneficiaries? Is the analysis akin to consideration of ESG factors in investment decision making? Can the statement be reconciled with existing law on fiduciary duty? Is shareholder supremacy under attack?

2:20 p.m. - 2:35 p.m. Break

2:35 p.m. - 3:25 p.m. The Nuts and Bolts of Board Governance

This session will discuss some practical aspects of board governance. Recognizing the practical differences among systems and that good governance is not based on a "one size fits all" standard, the panel will share some governance models and an overview of key governance documents. The panel will also provide examples of effective governance documents and best practices. Finally, the panel will focus on governance-related self-assessment and accountability strategies and practices.

3:25 p.m. - 3:40 p.m. Break

3:40 p.m. - 4:30 p.m. Counsel's Role in Educating Board Members and Staff About Governance and Fiduciary Topics

Governance matters and fiduciary standards raise many issues for board members, staff, and counsel as they fulfill their respective roles. Building on the last panel's presentation, "The Nuts and Bolts of Board Governance," this session will shift into

Wednesday, February 19 *(continued)*

a discussion of education. How can counsel develop a good working knowledge of governance and fiduciary topics? What could be counsel's role in providing continuing education about these topics to board members and staff? How can such education and effective counsel help board meetings to be as orderly, efficient, and fair as possible? How often should fiduciary education be provided, to whom, and on what topics? If regular education is provided, what topics or approaches are used to keep training sessions fresh and relevant? What are some common practices, practical techniques, and legal considerations for counsel to consider? Panelists will share their approaches.

5:00 p.m. - 6:30 p.m. **Reception (provided by NAPPA)**

Thursday, February 20

7:00 a.m. - 4:30 p.m. **Registration**

7:30 a.m. - 8:15 a.m. **Breakfast (provided by NAPPA)**

Benefits Section Meeting

(8:30 a.m. - 11:30 a.m.)

8:30 a.m. - 9:20 a.m. **Dead or Alive: We Just Need to Know**

This session will explore processes and challenges of confirming the life status of retirees and beneficiaries who are receiving regular (typically monthly) retirement benefits.

9:20 a.m. - 9:35 a.m. **Break**

9:35 a.m. - 10:25 a.m. **Mental Health, Disability Claims and Employee/Employer Accommodations**

This session will discuss the increasing prevalence of mental health conditions affecting public safety and non-public safety employees and the approaches public pension plans are taking to address these conditions. The panel will also look at Post-Traumatic Stress Disorder and other psychological conditions as the basis for disability claims and examine what role pension plans should or should not play when plan sponsor employers are unable or unwilling to accommodate employee medical and psychological conditions that may contribute to disability claims.

10:25 a.m. - 10:40 a.m. **Break**

Thursday, February 20 *(continued)*

10:40 a.m. - 11:30 a.m. Come On Take the Money & Run: Uncashed Checks, Disclaimer of Benefits, and Missing Participants

This session will discuss how systems are handling the mounting amount of uncashed checks, including a discussion on recent rulings regarding handling and reporting uncashed checks. In addition, you will hear from panelists regarding guidance from the IRS on locating missing participants and the efforts pension systems undertake to locate missing and lost participants. Finally, this panel will examine legal considerations and analysis when a recipient attempts to disclaim a benefit.

11:30 a.m. - 1:00 p.m. Lunch (provided by NAPPA)

Tax Section Meeting

(1:30 p.m. - 4:30 p.m.)

1:30 p.m. - 1:45 p.m. Legislative and Regulatory Tax Updates

What prospective changes to federal law will affect pension plans? Is there anything lurking that plan sponsors should know about? This session will provide updates on what may (or may not) be coming this legislative session.

1:45 p.m. - 2:20 p.m. Vesting—What Does it REALLY Mean?

This session will focus on what it means to be vested in a governmental plan and what protection (if any) plan participants might get from attempted plan sponsor cutbacks. We will review the vesting protections of governmental plans provided by the Internal Revenue Code, as well as potential vesting pitfalls triggered by changes to plan design and outdated actuarial assumptions.

2:20 p.m. - 2:35 p.m. Break

2:35 p.m. - 3:25 p.m. Reviewing and Negotiating Fund Documents: Key Tax Issues

This session will focus on key tax provisions to be considered by public pension plan investors when reviewing and negotiating private equity fund documents. Learn from the drafters of the ILPA model LPA template about what to look for and best practices in side letters.

3:25 p.m. - 3:40 p.m. Break

3:40 p.m. - 4:30 p.m. Prepare for the Worst With Risk Insurance. (Or, Protecting NAPPA Members Against Yet Another Hour of Tax.)

What insurance do plans really need? When will it protect the plan? This session will provide practical information about situations when insurance is critical to protecting the plan sponsor, and when insurance won't provide that protection.

Friday, February 21

7:00 a.m. - 11:30 a.m. **Registration**

7:30 a.m. - 8:15 a.m. **Breakfast - For Senior Counsel Attendees Only
(provided by NAPPA)**

Senior Counsel Meeting

Pre-Registration Required

(8:30 a.m. - 11:45 a.m.)

8:30 a.m. - 9:30 a.m. **Role of the General Counsel in Public Pension Plans:
Counselor and Strategic Advisor?**

When a general counsel is part of the executive leadership that makes strategic business and operational decisions, those decisions are informed by not only a legal perspective, but also by broad ethical and public policy considerations. The general counsel is a diverse and unique voice at the executive table and increasingly public plan Board of Trustees recognize the value of the general counsel as a strategic advisor.

This panel will explore the reporting relationships of the general counsel in public plans. Does the general counsel report directly to the Board of Trustees or to the Executive Director, or is there dotted line reporting on an administrative basis? If not a direct report to the Board of Trustees, how do organizations ensure the independence of the legal function? Given the importance of the general counsel in matters of ethics, compliance, corporate governance, and risk and reputation management, this panel will also explore the role of general counsel functioning as a key ally and partner in establishing a culture that supports the performance of an organization without compromising ethical behavior and legal and regulatory compliance.

9:30 a.m. - 9:45 a.m. **Break**

9:45 a.m. - 10:45 a.m. **Strategies for Building (and Maintaining) an Effective
Compliance Program**

An effective compliance program is critical to ensuring that organizations (large and small) and its employees conduct operations and activities ethically, with the highest level of integrity, and in compliance with legal and organizational rules and requirements. This session will include a frank and thoughtful discussion of the various strategies, considerations, and elements that go into building and maintaining an effective compliance program.

Friday, February 21 (*continued*)

10:45 a.m. - 11:45 a.m. Pension System Participation Class Action Lawsuits

This panel will discuss pension system participation as a lead or co-lead plaintiff in action lawsuits, including:

- Important considerations when determining whether to participate as a lead plaintiff in these cases, including board policies defining the circumstances under which the system will participate;
- What it means/what duties are assumed when the system is appointed as lead plaintiff;
- Weighing the system's paramount fiduciary duty to the system's members against the duty owed to the class members;
- Setting (and managing) reasonable expectations regarding recovery of losses and the internal resources that will need to be (must be?) dedicated to effective prosecution of the action;
- The involvement of the retirement board in oversight of the litigation, litigation strategy decisions, and settlement discussions;
- The role of the system's general counsel in these matters; and
- Additional considerations when your system is a co-lead plaintiff.

These sessions are designed for attorneys with substantial experience as in-house/ outside counsel for a public retirement system. Less experienced counsel are welcome, but may not find these sessions as valuable.

NAPPA Executive Board

- Ashley Dunning, *President* (Nossaman)
- Mary Beth Foley, *Vice President* (Ohio Police & Fire Pension Fund)
- Adam Franklin (Colorado Public Employees' Retirement Association)
- Michael Herrera (Los Angeles County Employees Retirement Association)
- Joe Indelicato (New York State Teachers' Retirement System)
- Paul Madden (Whiteford, Taylor & Preston)
- Erin Perales (Houston Municipal Employees Pension System)
- Gina Ratto (Orange County Employees Retirement System)
- Georgette Schaefer (Morgan, Lewis & Bockius)

NAPPA Staff

- Susie Dahl, *Executive Director*
 - Karen Holterman, *Administrative Assistant*
 - Brenda Faken, *Administrative Technician*
 - Doris Dorge, *Administrative Aide*
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2019 - 2020 Section Steering Committees

Investment Section

- Yuliya Oryol, *Chair* (Nossaman)
- Don Ampansiri (New York State Teachers' Retirement System)
- Julie Borisov (Colorado Public Employees' Retirement Association)
- Carolina de Onis (Texas Teacher Retirement System)
- Karen Grenon (Connecticut Office of the State Treasurer)
- Maureen Hazen (Florida State Board of Administration)
- Ann Marie Johnson (Delaware Department of Justice)
- Carrie Rief (Morgan, Lewis & Bockius)
- Christine Roseland (Los Angeles County Employees Retirement Association)
- Steven Skoff (Pennsylvania Public School Employees' Retirement System)
- Chris Supple (Massachusetts Pension Reserves Investment Management Board)
- *Georgette Schaefer, Board Liaison* (Morgan, Lewis & Bockius)

Tax Section

- John Nixon, *Co-Chair* (Duane Morris)
- Megan Peitzmeier, *Co-Chair* (Colorado Public Employees' Retirement Association)
- Luke Bailey (Clark Hill)
- Jessica Culotti (Reinhart Boerner Van Deuren)
- Robert Gauss (Ice Miller)
- Susan Lenczewski (Minnesota Legislative Commission on Pensions and Retirement)
- Marc Purintun (Williams Mullen)
- Tony Roda (Williams & Jensen)
- Joshua Vecchio (Pennsylvania Municipal Retirement System)
- Melanie Walker (The Segal Company)
- Don Wellington (Reed Smith)
- *Paul Madden, Board Liaison* (Whiteford, Taylor & Preston)

2019 - 2020 Section Steering Committees

Benefits Section

- Jason Paulsmeyer, *Chair* (Missouri Local Government Employees Retirement System)
- Kristin Bellar (Michigan Municipal Employees' Retirement System)
- Valerie Budzik (New York City Teachers' Retirement System)
- Audra Ferguson-Allen (Ice Miller)
- Tina Grant (Louisiana State Employees' Retirement System)
- David Levine (Groom Law Group)
- Michelle Mellon-Werch (Texas Municipal Retirement System)
- Jonathan Needle (Houston Firefighters' Relief & Retirement Fund)
- David Nispel (Wisconsin Department of Employee Trust Funds)
- Michael Weinstein (Ottosen Britz Kelly Cooper Gilbert & DiNolfo)
- *Erin Perales, Board Liaison* (Houston Municipal Employees Pension System)

Fiduciary & Plan Governance Section

- Dee Larsen, *Chair* (Utah Retirement Systems)
- Julie Becker (Aon Hewitt)
- Chuck Campbell (Jackson Walker)
- Aaron Castle (VanOverbeke, Michaud & Timmony)
- Rachel Cohen (Maryland State Retirement & Pension System, Office of the Attorney General)
- Suzanne Dugan (Cohen Milstein Sellers & Toll)
- Anya Freedman (Los Angeles City Attorney's Office)
- Benita Harper (Fort Worth Employees' Retirement Fund)
- Eric Harrell (Ohio Public Employees Retirement System)
- Lara Hjortsberg (Maryland Teachers & State Employees Supplemental Retirement Plans, Office of the Attorney General)
- Miriam Horwitz (Milwaukee Office of the City Attorney)
- Lindsay Knowles (Ice Miller)
- Davetta Lee (Mississippi Public Employees' Retirement System)
- Alice McAfee (Texas Teacher Retirement System)
- Melanie Walker (The Segal Company)
- *Gina Ratto, Board Liaison* (Orange County Employees Retirement System)

Future Conferences



2020 Legal Education Conference - Ft. Lauderdale, FL
Tuesday, June 23 - Friday, June 26, 2020
New Member Education Sessions on Tuesday, June 23, 2020
Ft. Lauderdale Marriott Harbor Beach



2021 Winter Seminar - Tempe, AZ
Wednesday, February 24 - Friday, February 26, 2021
Tempe Mission Palms Hotel



2021 Legal Education Conference - Denver, CO
Tuesday, June 22 - Friday, June 25, 2021
New Member Education Sessions on Tuesday, June 22, 2021
Hilton Denver City Center



2022 Winter Seminar - Washington, DC
Wednesday, February 23 - Friday, February 25, 2022
Grand Hyatt Washington



2022 Legal Education Conference - Louisville, KY
Tuesday, June 21 - Friday, June 24, 2022
New Member Education Sessions on Tuesday, June 21, 2022
Omni Louisville Hotel