

HOLLYWOOD POLICE OFFICERS' RETIREMENT SYSTEM
Office of Retirement
4205 Hollywood Blvd., Suite 4
Hollywood, Florida 33021

April 27, 2012

MINUTES

A regular meeting of the Hollywood Police Officers' Retirement System was held on Friday, January 27, 2012, at 9:00 A.M., in the Office of Retirement, 4205 Hollywood Blvd., Suite 4, Hollywood, Florida 33021.

PRESENT:

D. Strauss, Chairman, C. Marano, Secretary, C. O'Brien, L. Wiener, P. Laskowski and V. Szeto

Also present were Kee Eng, City of Hollywood; Alan Ashworth, Eagle Asset Management (telephonically); Joseph White, Saxena White; Steve Cypen, Board Attorney; David M. Williams, Plan Administrator.

Excused Absence: R. Brickman

READING OF THE WARRANTS

The warrants since the last meeting were reviewed and executed by the Board of Trustees.

APPROVAL OF THE MINUTES OF THE MARCH 30, 2012 MEETING

Mr. Strauss asked if there were any additions or corrections to the Minutes of the March 30, 2012 board meeting. Mr. O'Brien made a motion to approve the Minutes of the March 30, 2012 pension board meeting, which was seconded by Mr. Laskowski. All board members voted yes.

ADMINISTRATIVE REPORT

Mr. Williams presented the Administrative Report to the Board.

DROP LOANS: Mr. Williams cited the respective member's loan requests. Mr. Williams outlined that the members have the funds in their personal DROP accounts to cover the loans and they have all been participants in the DROP plan for the required amount of time. No conflict exists with the 12-month rule. Mrs. Marano made a motion to approve the DROP loans as noted, which was seconded by Mr. Szeto. All board members voted yes.

Mr. Williams also presented a change of beneficiary request from Mr. James Weatherford for the Board to consider. Mr. Cypen felt the matter should formally be placed on the agenda prior to taking any action. As such, Mr. Szeto made a motion to amend the agenda accordingly, which was seconded by Mr. O'Brien. Mr. Williams explained that the member completed the required forms and the monthly benefit was actuarially adjusted by Mr. Todd Green, Board Actuary. The member agreed to the adjustment, effective May 1, 2012. Mr. Laskowski made a motion to approve the change of beneficiary request from Mr. James Weatherford, which was seconded by Mrs. Marano. All board members voted yes.

ATTORNEY'S REPORT

Mr. Cypen had no formal report to provide.

POTENTIAL SETTLEMENT BANK OF AMERICA - Joseph White - Saxena White

Mr. White reviewed with the Board that the case brought against Bank of America was a derivative case.

Mr. White advised that the claim is that the bank's board of directors breached its fiduciary duties by approving the acquisition and failing to try to terminate the deal based on Merrill's poor performance in 2009. The claim also asserts that board members failed to disclose the compensation to be paid at year end to Merrill employees and failed to disclose Merrill's interim and year end results in a timely manner. Mr. White reviewed the facts in the potential settlement brought against Bank of America.

Mr. White advised the proposed settlement is 20 million dollars. Further stated Mr. White advised that corporate governance changes were also proposed that would offer positive changes in future merger & acquisitions. Mr. White asked the Board to support the settlement.

After a verbal exchange between among all present, Mr. O'Brien made the motion to support the settlement proposed, and to authorize the chairman of the board to execute any and all required documents in this matter. The motion was seconded by Mr. Szeto. A formal roll call followed: Mr. O'Brien – Yes, Mr. Szeto – Yes, Mrs. Marano – Yes, Mr. Wiener – Yes, Mr. Laskowski – Yes and Mr. Strauss – Yes.

QUARTERLY PRESENTATION BY EAGLE ASSET MANAGEMENT

Mr. Alan Ashworth appeared before the Board and stated the market value of the small cap Eagle Account was at \$13,394,349 as of March 31, 2012. Since inception (01-08-03) the Eagle Small Cap Account realized an annualized gross return of 11.13%, compared to the Russell 2000 of 9.95%. For the quarter ending March 31, 2012, Eagle Small Cap Account returned 10.12%, compared to 12.44% for the Russell 2000. The 3 & 5 Year returns were valued at 24.00% & 3.77% in comparison to the benchmark returns of 26.90% & 2.13% respectively.

Note: The Eagle Mid Cap Account was closed out during the quarter and the assets were moved to the Rhumblin Index Fund.

Mr. Ashworth spoke of the performance of the Russell 2000 Index, that consumer discretionary sector increased and that utilities were down for the quarter. Mr. Ashworth cited that materials outperformed the benchmark, & that energy outperformed the benchmark due to security selection. Healthcare underperformed as did financials. Sector allocation was highlighted as well as the variations in the sectors.

Mr. Williams reminded Mr. Ashworth that the Mid Cap product was terminated because of under-performance. Further stated Mr. Williams felt that as an active manager, they should ensure positive gains over the index and/or provide downside protection to the fund. If they cannot, the alternative is index funds.

OPEN DISCUSSION

Mr. Williams advised that he polled all board members and the start time of 10:30 A.M. was approved. Formal announcement and notification would follow.

MEETING ADJOURNED

There being no further business, the meeting was adjourned at 9:45 A.M.

Respectfully submitted,

C. Marano, Secretary

APPROVED:

D. Strauss, Chairperson