



**NAPPA**

National Association of  
Public Pension Attorneys

# 2018 WINTER SEMINAR

February 21 - February 23, 2018

*Registration Begins Tuesday, December 5, 2017*

**Tempe Mission Palms Hotel ♦ Tempe, AZ**



# Registration Information & Deadlines

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**Online registration** begins Tuesday, December 5, 2017.

To register for the conference:

Go to [www.nappa.org](http://www.nappa.org)

Click on "**2018 Winter Seminar Registration**"

|                         |  |
|-------------------------|--|
| December 5 - January 31 | Winter Seminar Registration Open<br><b>Winter Seminar Fee: \$485</b> <i>(if registered before 1/17)</i><br><b>Winter Seminar Fee: \$585</b> <i>(if registered 1/17 or after)</i>   |
| December 5 - January 31 | Senior Counsel Meeting Registration Open<br><b>Senior Counsel Registration Fee: \$70</b><br>This session is designed for attorneys with substantial experience as counsel for a public retirement system. Less experienced attorneys are welcome, but may not find this session as valuable. |
| January 31, 2018        | Last day to register for the Winter Seminar  |

## Seminar Cancellation Policy

|                         |                                  |
|-------------------------|----------------------------------|
| Prior to January 17     | Full refund                      |
| January 17 - January 31 | \$100 administrative fee charged |
| February 1 or later     | No refund                        |

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

Karen Holterman .....[Karen@nappa.org](mailto:Karen@nappa.org)

Brenda Faken.....[Brenda@nappa.org](mailto:Brenda@nappa.org)

Doris Dorge.....[Doris@nappa.org](mailto:Doris@nappa.org)

# Hotel Information

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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](http://www.missionpalms.com)

**Conference Room Rate: \$216 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, 2018, at 5:00 p.m. (MST), whichever comes first.**

## To Make 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.



**Online:** [www.nappa.org](http://www.nappa.org)

Click on "**2018 Winter Seminar Registration**"

**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 21

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**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. - 9:20 a.m.      Subscription Agreements – Creation of a Standard Uniform Template**

This panel will discuss the role of the Subscription Agreement in private investment transactions. In addition, the panel will address ILPA's project to streamline the Subscription Agreement and other fund documents (such as the Limited Partnership Agreement) to create standard uniform templates acceptable to GPs and LPs.

**9:20 a.m. - 10:10 a.m.      Strategies for Negotiating Best Terms Before Investing and Available Exit Strategies**

This panel will discuss considerations to negotiating the best possible fund terms and protections for LPs before making an investment and how to hold the GPs accountable, as well as suggested exit strategies should problems arise afterwards.

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

**10:40 a.m. - 11:30 a.m.      Everything LPs Need to Know About Credit Facilities**

This panel will discuss credit facilities/lines of credit from a business and legal perspective. The discussion will also address ILPA guidelines for use of subscription lines of credit.

**11:30 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. - 2:45 p.m.      Public Pension System Operational Compliance**

This session will focus on building a strong culture of compliance within a public pension system. Our panelists will discuss the pros and cons of having a separate compliance function/office within the pension system and share some success stories of high functioning compliance offices or compliance officers. To whom does the compliance officer report? How does the compliance function interact with the legal office? With internal audits? How big is the staff? We will look to models in the industry and discuss the challenges/obstacles of creating a compliance office. Is this something only a big system can afford? If you don't have a separate function/office, who is in charge of compliance within your organization and what challenges does that present?

### **2:45 p.m. - 3:15 p.m.      Break**

### **3:15 p.m. - 4:30 p.m.      Delegation Without Abdication**

We've heard it time and again, a retirement board can better meet its fiduciary duties if it has appropriate and clear delegations to competent staff and advisors. But how often does this happen in practice? This panel will focus on actual examples of success stories where pension boards have evolved from micromanaging boards to those with clear delegations to, accountability of, and trust in staff and advisors. The panelists will discuss the hallmarks of an effective model of delegation and how systems have made it happen. We will consider what the impetus for the change might be and the obstacles to success. Finally, what have been some of the positive outcomes from sound delegation practices? Fewer or shorter board meetings? Better service to members? Better investment returns? Greater accountability? A higher functioning organization?

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

# Thursday, February 22

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

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

**Benefit Section Meeting**  
(8:30 a.m. - 11:30 a.m.)

**8:30 a.m. - 9:15 a.m.      When Public Plans Sue Their Actuaries**

The panel will discuss litigation between public plans and their actuaries.

**9:15 a.m. - 10:00 a.m.      Overview of Changes Nationwide**

The following topics will be discussed during this session:

- State and Local Pension Reform Since the Financial Crisis
- Alternative Plans: Money Purchase, Cash Balance, Hybrid and Recent Events

**10:00 a.m. - 10:30 a.m.      Break**

**10:30 a.m. - 11:30 a.m.      Limitations on Changes – "Tracks of My Tiers"**

The panel will discuss legal and administrative challenges of identifying and managing different tiers.

**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. - 2:00 p.m.      Demystifying the Legislative Process**

The Tax Cuts and Jobs Act of 2017 ("TCJA") represents the most significant revision of the Internal Revenue Code in 30 years. This session will provide an overview of the legislative procedures for complex tax legislation, the roles of the various committees, the impact of revenue estimates and the interplay between the House and Senate that is specific to the tax legislative process.

### **2:00 p.m. - 2:45 p.m.      TCJA: Impact on Tax Qualified Plans**

TCJA has a number of provisions that will impact the operation and documentation of tax-qualified defined benefit, defined contribution and governmental 457(b) plans. Specifically addressed in this panel discussion are new rules regarding in-service distributions, plan loan requirements and hardship withdrawals. We will also discuss proposed increases in the "cash-out" limitations under the Retirement Plan Modernization Act.

### **2:45 p.m. - 3:15 p.m.      Break**

### **3:15 p.m. - 3:45 p.m.      TCJA: Impact on Executive Compensation**

TCJA contains a number of revenue raisers targeting executive level employees. These provisions will impact highly paid employees of governmental entities, and to a surprising extent, the governmental entities themselves. This session will discuss the impact on governmental non-qualified deferred compensation plans and qualified governmental excess benefit plans. The panel will also discuss proposed compensation-based excise taxes applicable to governmental entities.

### **3:45 p.m. - 4:30 p.m.      The Third Rail – Governmental Plans and UBTI**

Unrelated Business Taxable Income ("UBTI") has always been a potential issue for governmental tax-qualified plans. In many ways, it represents the proverbial "third rail" of pension tax policy that neither the IRS nor the governmental plan community appear anxious to address. TCJA addresses UBTI head on. This session will provide an overview of UBTI, why it is so controversial in the governmental plan context and the proposed manner in which it is addressed in the TCJA.

# Friday, February 23

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**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. - 11:30 a.m.)

**8:30 a.m. - 9:30 a.m.**      **UBTI and Other Hot Investment Topics**

Whether proposed Unrelated Business Taxable Income (UBTI) legislation passes or not, private equity investment vehicles often have options for tax avoidance. This session will discuss deal structuring and other strategies to minimize UBTI. Additional discussion will include current trends in waterfalls and clawbacks.

**9:30 a.m. - 10:30 a.m.**      **Using Social or Political Criteria in Making Investment  
Decisions for Pension Plans**

There are no consistent legal standards for fiduciaries across types of pension funds using, or not using, social or political criteria as a factor in making investment decisions. This session will look at the different standards under various state plans, ERISA, DOL and common law for what is required and allowed under a fiduciary's duty of prudence and loyalty.

**10:30 a.m. - 11:00 a.m.**      **Break**

**11:00 a.m. - 11:30 a.m.**      **After The Breach: When the Worst Happens, What Happens?**

Insights from those that have been through it.

***This Senior Counsel Meeting is designed for attorneys with substantial experience as counsel for a public retirement system. Less experienced attorneys are welcome but may not find this session as valuable.***



## NAPPA Executive Board

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- Adam Franklin, *President* (Colorado Public Employees' Retirement Association)
- Michael Herrera, *Vice President* (Los Angeles County Employees' Retirement Association)
- Ashley Dunning (Nossaman)
- Mary Beth Foley (Ohio Police & Fire Pension Fund)
- Brian Goodman (Virginia Retirement System)
- Kevin Lindahl (Colorado Fire & Police Pension Association)
- Paul Madden (Whiteford, Taylor & Preston)
- Erin Perales (Houston Municipal Employees Pension System)
- Georgette Schaefer (Morgan, Lewis & Bockius)

## NAPPA Staff

- Susie Dahl, *Executive Director*
- Karen Holterman, *Administrative Assistant*
- Brenda Faken, *Administrative Technician*
- Doris Dorge, *Administrative Aide*

# 2017 - 2018 Section Steering Committees

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## Benefit Section

- Paul Neal, *Chair* (Washington LEOFF Plan 2 Retirement Board)
- Kristin Bellar (Michigan Municipal Employees' Retirement System)
- Valerie Budzik (New York City Teachers' Retirement System)
- Robert Gauss (Ice Miller)
- Reina Minoya (California State Teachers' Retirement System)
- Jonathan Needle (Houston Firefighters' Relief & Retirement Fund)
- Jason Paulsmeyer (Missouri Local Government Employees Retirement System)
- Johnny Tran (San Diego City Employees' Retirement System)
- Kathryn Wyatt (Washington State Attorney General's Office)
- Erin Perales, *Board Liaison* (Houston Municipal Employees Pension System)

## Investment Section

- Yuliya Oryol, *Chair* (Nossaman)
- Maureen Hazen (Florida State Board of Administration)
- Joseph Indelicato (New York State Teachers' Retirement System)
- Ann Marie Johnson (Delaware Department of Justice)
- Norman Levedahl (California Public Employees' Retirement System)
- Christine Roseland (Los Angeles County Employees' Retirement Association)
- Jerry Sanchez (Utah Retirement Systems)
- Shawn Wooden (Day Pitney)
- Georgette Schaefer, *Board Liaison* (Morgan, Lewis & Bockius)

## Fiduciary & Plan Governance Section

- Gina Ratto, *Chair* (Orange County Employees Retirement System)
- Julie Becker (Ohio Public Employees Retirement System)
- Suzanne Dugan (Cohen Milstein Sellers & Toll)

## 2017 - 2018 Section Steering Committees

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- Ann Marie Johnson (Delaware Department of Justice)
- Susan Lenczewski (Minnesota Legislative Commission on Pensions and Retirement)
- James O’Leary (Massachusetts Teachers’ Retirement System)
- Steven Rice (Los Angeles County Employees’ Retirement Association)
- *Ashley Dunning, Board Liaison (Nossaman)*

### Tax Section

- John Nixon, *Chair* (Duane Morris)
- Luke Bailey (Strasburger & Price)
- Mary Beth Braitman (Ice Miller)
- James Canup (Hirschler Fleischer)
- Adina Dorch (DC Retirement Board)
- Robert Gauss (Ice Miller)
- Gwin Hall (Georgia Municipal Employees’ Benefit System)
- Lindsey Knowles (Indiana Public Retirement System)
- Susan Lenczewski (Minnesota Legislative Commission on Pensions and Retirement)
- Mary Alice McGreevy (Wisconsin Department of Employee Trust Funds)
- Megan Peitzmeier (Colorado Public Employees’ Retirement Association)
- David Powell (Groom Law Group)
- Tony Roda (Williams & Jensen)
- Katherine Talley (Montana Public Employee Retirement Administration)
- Patricia Tarini (Michigan Municipal Employees’ Retirement System)
- Joshua Vecchio (Pennsylvania Municipal Retirement System)
- Don Wellington (Steptoe & Johnson)
- *Paul Madden, Board Liaison (Whiteford, Taylor & Preston)*

## Future Conferences

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### **2018 Legal Education Conference - Savannah, GA**

Tuesday, June 26 - Friday, June 29, 2018

*New Attorney Session on June 26, 2018*

Savannah Hyatt Regency



### **2019 Winter Seminar - Tempe, AZ**

Wednesday, February 20 - Friday, February 22, 2019

Tempe Mission Palms Hotel



### **2019 Legal Education Conference - San Diego, CA**

Tuesday, June 25 - Friday, June 28, 2019

*New Attorney Session on Tuesday, June 25, 2019*

Sheraton San Diego



### **2020 Winter Seminar - Tempe, AZ**

Wednesday, February, 19 - Friday, February 21, 2020

Tempe Mission Palms Hotel



### **2020 Legal Education Conference - Ft. Lauderdale, FL**

Wednesday, June 24, - Friday, June 26, 2021

*New Attorney Session on Tuesday, June 23, 2021*

Marriott Ft. Lauderdale Harbor Beach