

Minutes of the Meeting of the Board of Trustees of the Fire and Police Retiree Health Care Fund, San Antonio June 27, 2022

Meetings of the Health Care Fund are being held under provision of the Texas Open Meeting Act for video conferencing (Chaper 551). A quorum of the Board, and the Chair, will be present at the meeting location: 112 E. Pecan, Suite 1616, San Antonio, TX 78205. Meetings will be visible and audible recording of the meeting. There will be two-way audio and video of the meeting between each Board member sufficient that Board members and public can hear and see them. Health Fund will comply with all Videoconferencing Guidelines.

PRESENT:

Henry Trevino, Fire Department Retiree Representative;

Chris Lutton, Police Department Representative; Mike Despres, Retired Police Representative; Doug Berry, Fire Department Representative;

Andrew Estrada, Fire Department Representative; and Mayoral Appointee Tom Silliman, City of San Antonio.

ABSENT:

Jason Sanchez, Police Department Representative;

Councilperson John Courage, City of San Antonio; and Councilperson Melissa Cabello Havrda, City of San Antonio.

OTHERS

James Bounds, Executive Director,

PRESENT:

Cecilia Puga Retiree Health Care; and Frank Burney, Martin & Drought, P.C. Melissa Gonzales, City of San Antonio

At 10:03 a.m., Chair Berry called the meeting to order. The roll was called, and a quorum was declared present. The minutes from the meetings held on May 23, 2022 were reviewed and unanimously approved upon motion by Trustee Despres and second by Trustee Silliman.

EXECUTIVE

SESSION:

The Board went into Executive Session at 10:25 a.m. to discuss legal issues regarding members benefits and investment. The Executive Session adjourned at

10:56 a.m.

MEMBERS

TO BE

HEARD:

None.

ACTION ITEMS:

- 1. <u>Investments</u>: Next meeting will be August 30, 2022, at 10:00 a.m.
- 2. Personnel/ Audit: Audit field work will begin July 11, 2022.
- 3. <u>Benefits</u>: Ms. Puga commented on updated contract from Welldyne. Upon motion by Trustee Despres and second by Trustee Silliman, the Board unanimously approved extension of the revised contract subect to legal review.
- 4. <u>Legislative</u>: No report.
- 5. Administrative Report:
 - a. <u>Expenses:</u> Mr. Bounds presented the expenditures for the Fund. Upon motion by Trustee Despres and second by Trustee Silliman, a list of expenses and claims and the Financial Report were unanimously approved by the Board.
 - b. <u>Clinics</u>: Construction/finish-out of clinics is underway. Mr. Bounds recommends that Barney Randall be employed as a consultant to the Board on construction/finishing-out clinics at no more than \$2,000 per clinic per month on a month-to-month basis until completion of clinics, to be reviewed after six (6) months. Upon motion by Trustee Silliman and second by Trustee Despres, the Board unanimously approved engagement of Mr. Randall.

Upon motion by Trustee Silliman and second by Trustee Despres, the Board unanimously approved items 5 c, d, and e:

c. <u>Sonterra Medical Park Tract</u>: Authorization of the execution by the Chairman of the Board or the Executive Director of a Contract of Sale with M2G STONE OAK, LTD., a Texas limited partnership (the "Contract") for the purchase of an unimproved 3.006-acre tract of land in the Sonterra Medical Park Subdivision in the City of San Antonio, Bexar County, Texas (the "Property") containing the following material terms: (a) a purchase price of not greater than \$1,802,840.00; (b) earnest money in the amount of \$27,000.00 due upon Contract execution; (c) a 90-day feasibility period during which the earnest money is refundable; (c) additional non-refundable earnest money in the amount of \$50,000.00 due upon the expiration of the of the feasibility period; and (d) closing to occur 30 days following the end of the feasibility period.

Authorization for the Chairman or the Executive Director to take any and all actions and expend such funds as the Chairman or Executive Director deems necessary or useful in connection with the acquisition of the Property including, without limitation, (i) conducting a thorough due diligence investigation of the Property by the Fund's professional consultants during the feasibility period to determine if the Property is suitable for the Fund's purposes; (ii) executing, in consultation with the Fund's counsel, any amendments to the Contract; and (iii) taking such actions as may be deemed necessary in order to effectuate the performance by the Fund of its obligations under the Contract or to otherwise effectuate the acquisition of the Property.

Ratification of any and all prior actions taken by the Chairman of the Board or the Executive Director consistent with the foregong authorization.

d. Roosevelt Heights Tract: Authorization of the execution by the Chairman of the Board or the Executive Director of a Contract of Sale with WE-ROOSEVELT, L.P., a Texas limited partnership (the "Contract") for the purchase of an unimproved 1.2-acre tract of land on S.E. Loop 410 near the northwest corner of S.E. Loop 410 and Roosevelt Avenue in the City of San Antonio, Bexar County, Texas (the "Property") containing the following material terms: (a) a purchase price of not greater than \$940,896.00; (b) earnest money in the amount of \$27,000.00 due upon Contract execution; (c) a 90-day feasibility period during which the earnest money is refundable; and (d) closing to occur 30 days following the end of the feasibility period.

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e. Wurzbach Parkway Tract: Authorization of the execution by the Chairman of the Board or the Executive Director of a Contract of Sale with 4348 WP, LLC, a Texas limited liability company, and LOCKHILL MOSAIC, LLC, a Texas limited liability company (the "Contract") for the purchase of an unimproved 4.348-acre tract of land situated at the northwest corner of Wurzbach Parkway and San Pedro Avenue in the City of San Antonio, Bexar County, Texas (the "Property") containing the following material terms: (a) a purchase price of not greater than \$2, 681,584.00; (b) earnest money in the amount of \$50,000.00 due upon Contract execution; (c) a 75-day feasibility period during which the earnest money is refundable; and (d) closing to occur 15 days following the end of the feasibility period.

Authorization for the Chairman or the Executive Director to take any and all actions and expend such funds as the Chairman or Executive Director deems necessary or useful in connection with the acquisition of the Property including, without limitation, (i) conducting a thorough due diligence investigation of the Property by the Fund's professional consultants during the feasibility period to determine if the Property is suitable for the Fund's purposes; (ii) executing, in consultation with the Fund's counsel, any amendments to the Contract; and (iii) taking such actions as may be deemed necessary in order to effectuate the performance by the Fund of its obligations under the Contract or to otherwise effectuate the acquisition of the Property.

Ratification of any and all prior actions taken by the Chairman of the Board or the Executive Director consistent with the foregong authorization.

f. <u>HQ Office Lease</u>: Upon motion by Trustee Silliman and second by Trustee Despres, the Board unanimously approved extension of the office lease with Pension Fund for three (3) years. Mr. Bounds also is instructed to discuss extension of the term for additional two (2) years.

6. <u>Consultant Report:</u>

- a. <u>Legal</u>: Mr. Burney reported on NAPPA Legal Education Conference.
- b. Actuarial: None.
- 7. <u>Educational Opportunities</u>: None.

8. Next Meeting: The next regularly scheduled meeting will be July 25, 2022 at 10:00 a.m.

ADJOURNMENT:

There being no further business, a motion was made by Trustee Despres and second by Trustee Silliman that the meeting adjourn. The motion carried unanimously. The meeting adjourned at 11:03 a.m.

Enclosures

- Financial Statement
- List of approved claims and expenses
- Agenda
- Minutes

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AGENDA BOARD OF TRUSTEES MEETING FIRE AND POLICE RETIREE HEALTH CARE FUND TO BE HELD AT THE OFFICE OF MARTIN & DROUGHT LOCATED AT 112 E. PECAN STREET, Suite 1616, SAN ANTONIO, TX 78251 Monday, June 27, 2022-10:00 a.m.

Meetings of the Health Care Fund are being held under provision of the Texas Open Meeting Act for video conferencing (Chapter 551). A quorum of the Board, and the Chair, will be present at the meeting location: 112 E. Pecan Street, Suite 1616, San Antonio, TX 78251. Meetings will be visible and audible to the public at the Host location, and there will be a visual or audio recording of the meeting. There will be two-way audio and video of the meeting between each Board member sufficient that Board members and public can hear and see them. Health Fund will comply with all Videoconferencing Guidelines.

Members of the public may provide comment on any Agenda item, consistent with procedural rules governing the Board meetings and state law. Public comment may be provided as follows:

- a. <u>Written:</u> Submit written comments, along with name and address, by emailing them to Leticia Deleon at <u>leticia.deleon@swbell.net</u> by 12:00 p.m. on the day before the meeting. Comments will be read into the record during the designated time on the agenda.
- b. <u>In Person</u>: Speakers shall be given the opportunity to speak at the beginning of the meeting during "Public Comment" for up to 2 minutes (6 minutes if translation is needed).

For those members of the public that would like to participate by Zoom, please use this code: https://us06web.zoom.us/j/83698235076?pwd=YmR5WC9ubjlWeG12aFB0WmtXaUFrdz09

Meeting ID: 836 9823 5076

Passcode: 531195

- 1. Call to Order:
- 2. Roll Call: Doug Berry, Henry Trevino, Andrew Estrada, Chris Lutton, Michael Despres, Jason Sanchez, Councilperson Melissa Cabello Havrda, Councilperson John Courage, Tom Silliman.

3. EXECUTIVE SESSION (Discussion only - Closed to Public):

The Board of Trustees may recess the meeting to the public at any time and hold an Executive Session pursuant to the Texas Open Meetings Act, Chapter 551.071, of the Texas Government Code. Such Act provides for Executive Session on any matter to be considered during the meeting as it relates to consultation with attorneys, real property, personnel and other matters. While any matter on the agenda may also be discussed, these specific matters may be discussed with counsel in Executive Session:

- a. Government Code §551.072 Discussions Regarding Purchase, Exchange, Lease, or Value of Real Property if Deliberation in an Open Meeting Would Have a Detrimental Effect on the Position of Health Fund in Negotiations with a Third Party;
- b. Government Code §551.071 All Matters Where Health Fund Seeks the Advice of its Attorney as Privileged Communications under the Texas Disciplinary Rules of Professional Conduct of the State Bar of Texas:
- c. Pending or Contemplated Litigation; and
- d. Government Code §551.074- Personnel Matters involving Senior Executive Staff and Employees of Health Fund.
- 4. Minutes (Discussion and possible action):
 - Board Meeting Minutes for May 23, 2022
- 5. Public Comment
- 6. Committee Reports (discussion and possible action):
 - a. Investments:
 - b. Personnel/Audit:
 - Update on Audit
 - c. Benefits:
 - Discussion and possible action on renewal of Welldyne Contract
 - d. Legislative:
- 7. Administrative report (discussion and possible action):
 - a. Draft financial reports and list of expenditures for May 2022
 - b. Update on Real Estate
 - c. Update on clinics

d. Sonterra Medical Park Tract - Agenda Item for Regular Board Meeting - June 27, 2022:

Authorization of the execution by the Chairman of the Board or the Executive Director of a Contract of Sale with M2G STONE OAK, LTD., a Texas limited partnership (the "Contract") for the purchase of an unimproved 3.006-acre tract of land in the Sonterra Medical Park Subdivision in the City of San Antonio, Bexar County, Texas (the "Property") containing the following material terms: (a) a purchase price of not greater than \$1,802,840.00; (b) earnest money in the amount of \$27,000.00 due upon Contract execution; (c) a 90-day feasibility period during which the earnest money is refundable; (c) additional non-refundable earnest money in the amount of \$50,000.00 due upon the expiration of the of the feasibility period; and (d) closing to occur 30 days following the end of the feasibility period.

Authorization for the Chairman or the Executive Director to take any and all actions and expend such funds as the Chairman or Executive Director deems necessary or useful in connection with the acquisition of the Property including, without limitation, (i) conducting a thorough due diligence investigation of the Property by the Fund's professional consultants during the feasibility period to determine if the Property is suitable for the Fund's purposes; (ii) executing, in consultation with the Fund's counsel, any amendments to the Contract; and (iii) taking such actions as may be deemed necessary in order to effectuate the performance by the Fund of its obligations under the Contract or to otherwise effectuate the acquisition of the Property.

Ratification of any and all prior actions taken by the Chairman of the Board or the Executive Director consistent with the foregong authorization.

e. Roosevelt Heights Tract - Agenda Item for Regular Board Meeting - June 27, 2022:

Authorization of the execution by the Chairman of the Board or the Executive Director of a Contract of Sale with WE-ROOSEVELT, L.P., a Texas limited partnership (the "Contract") for the purchase of an unimproved 1.2-acre tract of land on S.E. Loop 410 near the northwest corner of S.E. Loop 410 and Roosevelt Avenue in the City of San Antonio, Bexar County, Texas (the "Property") containing the following material terms: (a) a purchase price of not greater than \$940,896.00; (b) earnest money in the amount of \$27,000.00 due upon Contract execution; (c) a 90-day feasibility period during which the earnest money is refundable; and (d) closing to occur 30 days following the end of the feasibility period.

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Ratification of any and all prior actions taken by the Chairman of the Board or the Executive Director consistent with the foregong authorization.

- g. Ratify amendment to office lease.
- 8. Consultant Reports (discussion and possible action):
 - . a. Legal: Report by Frank Burney
 - b. Rudd & Wisdom:
- 9. Educational Opportunities (discussion and possible action):
- 10. Adjournment:

NOTE:

Speakers may address the Board regarding any specific Agenda Item, on any matter related to Fund business, or on matters that are within the scope of the authority and legislative functions of the Board. Speakers shall be given the opportunity to speak at the beginning of the meeting during "Public Comment" for up to 3 minutes (6 minutes if translation is needed.) Enumerated agenda items are assigned numbers for ease of reference only and will not necessarily be considered by the Board in that particular order. For those who need assistance due to physical challenges, accommodations can be made by contacting James Bounds at 210-494-6500.

I move that the Board approve the following actions:

Authorization of the execution by the Chairman of the Board or the Executive Director of a Contract of Sale with M2G STONE OAK, LTD., a Texas limited partnership (the "Contract") for the purchase of an unimproved 3.006-acre tract of land in the Sonterra Medical Park Subdivision in the City of San Antonio, Bexar County, Texas (the "Property") containing the following material terms: (a) a purchase price of not greater than \$1,802,840.00; (b) earnest money in the amount of \$27,000.00 due upon Contract execution; (c) a 90-day feasibility period during which the earnest money is refundable; (c) additional non-refundable earnest money in the amount of \$50,000.00 due upon the expiration of the of the feasibility period; and (d) closing to occur 30 days following the end of the feasibility period.

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Minutes of the Meeting of the Board of Trustees of the Fire and Police Retiree Health Care Fund, San Antonio May 23, 2022

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PRESENT: Henry Trevino, Fire Department Retiree Representative;

Chris Lutton, Police Department Representative; Mike Depres, Retired Police Representative; Doug Berry, Fire Department Representative; Jason Sanchez, Police Department Representative; Mayoral Appointee Tom Silliman, City of San Antonio.

ABSENT: Andrew Estrada, Fire Department Representative;

Councilperson John Courage, City of San Antonio;

Councilperson Melissa Cabello Havrda, City of San Antonio;

OTHERS James Bounds, Executive Director,

PRESENT: Cecilia Puga Retiree Health Care; and

Frank Burney, Martin & Drought, P.C. Jay Blackwell, City of San Antonio

At 10:00 a.m., Chair Berry called the meeting to order. The roll was called, and a quorum was declared present. The minutes from the meetings held on April 19, 2022 and April 29, 2022 were reviewed and unanimously approved upon motion

by Trustee Despres and second by Trustee Trevino.

EXECUTIVE

SESSION: The Board went into Executive Session at 10:32 a.m. to discuss legal issues

regarding members benefits and investment. The Executive Session adjourned at

11:28 a.m.

MEMBERS

TO BE

HEARD: None.

ACTION ITEMS:

- 1. <u>Investments</u>: Chair Lutton reported that the Committee is considering reducing fixed income allocation from 6% to 4%. Meketa will recommend investment of reallocated funds. Upon motion by Trustee Lutton and second by Trustee Trevino, the Board unanimously approved a reduction in fixed income from 6% to 4% to open-ended private debt.
- 2. Personnel/ Audit: Schedule for Audit exam is pending.

3. <u>Benefits</u>:

- a. <u>Welldyne</u>: Review of contract is still underway, with possible consideration of contract in June, 2022.
- b. <u>Member Appeals</u>: Staff presented appeal from Jeanie Paradise-Saucedo. WebTPA recommended denial based on no medical necessity and proposed treatment is experimental and investigational for the medical condition the member has. Upon motion by Trustee Despres and second by Trustee Silliman, the Board unanimously affirmed Web's denial.
- 4. <u>Legislative</u>: None. Election Day for Democrat and Republican runoffs is tomorrow.

5. Administrative Report:

- a. <u>Expenses:</u> Mr. Bounds presented the expenditures for the Fund. Upon motion by Trustee Despres and second by Trustee Lutton, a list of expenses and claims and the Financial Report were unanimously approved by the Board. Trustees Silliman and Trustee Sanchez questioned increase in drug and hospital costs, which is attributed to several large claims.
- b. <u>Real Estate</u>: Mr. Bounds reported that City Base contract has been signed and due diligence is underway (Roosevelt). When completed, contract will come to the Board for consideration. Two other contracts on Wurzbach and Sonterra are being negotiated.
- c. <u>Clinics</u>: Schertz Parkway is undergoing site work. Rogers Road to be completed at the end of June, with Open House on July 29, 2022. Rialto Clinic is under construction with estimated completion date of late September.

6. <u>Consultant Report:</u>

- a. <u>Legal</u>: Arbitration of WebTPA litigation is underway with selection of arbitrator pending.
- b. Actuarial: None.

7. <u>Educational Opportunities</u>:

Upon motion by Trustee Despres and second by Trustee Lutton, the Board approved attendance at any of the following educational opportunities:

- TEXPERS: Summer Forum, August 21-23, 2022
- Next Meeting: The next regularly scheduled meeting will be June 27, 2022 at 10:00 a.m.

Upon motion by Trustee Lutton and second by Trustee Sanchez, the September meeting will be rescheduled from September 26th to September 19, 2022.

ADJOURNMENT:

There being no further business, a motion was made by Trustee Lutton and second by Trustee Sanchez that the meeting adjourn. The motion carried unanimously. The meeting adjourned at 11:32 a.m.

Enclosures

- Financial Statement
- List of approved claims and expenses
- Agenda
- Minutes

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CERTIFIED AGENDA OF CLOSED MEETING

HEALTH FUND

I, DOUG BERRY, THE PRESIDING OFFICER OF HEALTH FUND, CERTIFY THAT THIS DOCUMENT ACCURATELY REFLECTS ALL SUBJECTS CONSIDERED IN AN EXECUTIVE SESSION OF THE BOARD CONDUCTED ON MAY 23, 2022.

- 1. The executive session began with the following announcement by the presiding officer: "Health Fund is now in executive session May 23, 2022 at 10:32 a.m.
- 2. SUBJECT MATTER OF EACH DELIBERATION:
 - Discussions with attorney relating to his or her advice on legal matters related to any matter in which the duty of the attorney to Health Fund under the Texas Disciplinary Rules of Professional Conduct of the State Bar of Texas clearly conflicts with the Open Meetings Act; and
 - Discussions regarding contractual, real estate, investment and benefit matters.
- 3. No further action was taken.
- 4. The executive session ended with the following announcement by the presiding officer: "This executive session ended on May 23, 2021 at 11:28 a.m."

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Presiding Office	er	

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F&P Retiree Health Care Fund - Calendar Statement of Plan Net Assets May 31, 2022

		May 31, 2022		December 31, 2021
ASSETS				
Cash - City Cash - Trust Leasehold Improvements Investments - Trust Accrued Interest - Trust Pre-paid Expenses Total Assets	\$	0.00 483,788.05 5,482,490.79 529,344,790.53 1,297,149.78 621,744.56	\$	0.00 26,516.15 5,482,490.79 548,553,506.97 1,639,737.68 18,328.00 555,720,579.59
Total Assets	-		-	333,120,319.39
LIABILITIES Claims Payable		4,643,430.86		4,522,968.68
Accounts Payable Security Lending Collateral		69,881.68		158,532.42 0.00
Total Liabilities	-	4,713,312.54	-	4,681,501.10
Net Assets Held in Trust	\$	532,516,651.17	\$	551,039,078.49

F&P Retiree Health Care Fund - Calendar Statement of Changes in Plan Net Assets For the Five Months Ending May 31, 2022

	Current Month	Current Budget		Year to Date	YTD Budget
Additions					
Contributions: City of San Antonio Active Retirees less then 30 COBRA Children Total Contributions	\$ 3,397,137.66 1,700,816.00 110,918.37 3,007.06 41,300.00 5,253,179.09	3,875,000.00 1,938,000.00 91,000.00 2,000.00 37,000.00 5,943,000.00	\$	18,754,255.37 9,378,983.57 519,491.10 16,903.06 195,650.00 28,865,283.10	19,375,000.00 9,687,000.00 455,000.00 8,000.00 183,000.00
Investment Income: Interest Net Appreciation of Inves Other Income Less Investment Expense Net Investment Income	119,870.37 8,568,521.72 73,348.92 (27,633.33) 8,734,107.68	334,000.00 2,856,000.00 2,000.00 (13,000.00) 3,179,000.00	-	851,506.12 (18,906,934.24) 86,848.90 (165,371.08) (18,133,950.30)	1,666,000.00 14,283,000.00 8,000.00 (62,000.00) 15,895,000.00
Total Additions	13,987,286.77	9,122,000.00	-	10,731,332.80	45,603,000.00
Deductions Members Benefit Paymen COBRA Benefit Payment Children's Benefit Payme General and Administrati Total Deductions	5,639,783.14 262.70 27,083.36 960,656.17 6,627,785.37	2,653,000.00 1,000.00 37,000.00 947,400.00 3,638,400.00		24,367,182.15 2,022.84 100,967.20 4,783,587.93 29,253,760.12	13,265,000.00 8,000.00 181,000.00 4,799,000.00 18,253,000.00
Net Increase	7,359,501.40	5,483,600.00	•	(18,522,427.32)	27,350,000.00

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5824	Cynthia Hovanec	Refund	\$	468.01
	JCH Diversified	May	\$	140.00
5825		•		
5826	City Base West	June	\$	7,461.16
5827	Clinic	June	\$	8,248.53
5828	Tezel	June	\$	17,669.17
5829	Office	June	\$ \$ \$	6,623.48
5830	Lockhill Mosaic	Wurzbach	\$	1,000.00
Void 5805	Tezel	May	\$	(17,669.17)
5831	Tezel	May	\$	17,669.17
3031	16261	May	Ψ	17,000.17
			Ф	220.00
6/12/2022	Frost		\$	238.66
Expenses to be paid a	t this Board Meeting			
5832	CDS Muery	May	\$	996.00
5833	FCB	May	\$	1,526.00
5834	Raba Kistener	May	\$	1,901.63
	RVK	May	\$	11,994.86
5835	KVK	iviay	Ψ	11,554.66
5836	Andrew Estrada	Phone	\$	70.00
5837	AT&T Mobility	Data	\$	68.75
5838	Cecilia Puga	Per Diem	\$	288.00
5839	Doug Berry	Phone	\$	70.00
	GDC	June	\$	5,000.00
5840			φ	
5841	Henry Trevino	Phone	\$ \$	70.00
5842	Jason Sanchez	Phone	\$	70.00
5843	Christopher Lutton	Phone	\$	70.00
5844	Martin Drought	May	\$	35,898.36
5845	Meketa	June	\$	20,833.33
5846	Mike Despres	Phone/Per Diem	\$	358.00
5847	USI	June	\$	7,750.00
	T-Moble	June	\$	83.33
5848	1-Mobile	Julie	Ψ	00.00
5849	City Base West	July	\$	7,461.16
5850	Clinic	July	\$	8,228.76
5851	Tezel	July	\$	17,669.17
5852	Office	July	\$	6,623.48
3002	Onioc	oury	<u> </u>	0,0=00
		Total	 \$	168,879.84
		, otal	*	
	IFEBP	Phoenix	Ф	1,718.60
	,,		\$	
	Ironside	Site Visit	\$	2,140.62
	TexPERS	Trustee Ed	\$	-
	CPS	Electric	\$	1,759.03
	AT&T	Phone	\$	534.35
	Supplies	sam's	\$	441.14
	Documation	Copier	\$	411.00
	Meeting	Workshop	\$	249.84
	Postage	Claim Forms	\$	
	Dues	Paper	\$	67.00
		Fees	φ \$	30.67
	Frost	୮୯୯୬	Φ	30.07
		Total	\$	7,352.25