



EMPLOYEES' RETIREMENT SYSTEM

The Maryland-National Capital Park and Planning Commission

REGULAR BOARD OF TRUSTEES MEETING CLOSED SESSION MINUTES Tuesday, June 4, 2019; 10:00 A.M.

The Maryland-National Capital Park and Planning Commission Employees' Retirement System Board of Trustees met in the ERS/Merit Board Conference Room at its office in Riverdale, Maryland and via teleconference call on Tuesday, June 4, 2019 and was called to order at 10:00 a.m. by CHAIRMAN HEWLETT and moved into Closed Session at 10:09 a.m.

Board Members Present

Elizabeth M. Hewlett, Board of Trustees Chairman, Prince George's County Commissioner

Gerald R. Cichy, Board of Trustees Vice Chairman, Montgomery County Commissioner

Anju A. Bennett, M-NCPPC Acting Executive Director, Ex-Officio

Melissa D. Ford, Prince George's County Open Trustee,

Amy Millar, MCGEO Represented Trustee,

Sheila Morgan-Johnson, Prince George's County Public Member

Elaine Stookey, Bi-County Open Trustee

Joseph C. Zimmerman, CPA, M-NCPPC Secretary-Treasurer, Ex-Officio

In at 10:15 a.m.
via conference call

Board Members Not Present

Howard Brown, FOP Represented Trustee

Pamela F. Gogol, Montgomery County Public Member

ERS Staff Present

Andrea L. Rose, Administrator

Heather D. Van Wagner, Senior Administrative Specialist

Sheila Joynes, ERS Accounting Manager

Presentations

Groom Law Group - Alexander P. Ryan, Counsel (via conference call)

Wilshire Associates - Bradley A. Baker, Managing Director and Martell McDuffy, Senior Analyst

Others Present

M-NCPPC Legal Department – William C. Dickerson, Principal Counsel

At 10:09 a.m. CHAIRMAN HEWLETT requested a motion to go into Closed Session under authority of the General Provisions Article of the Annotated Code of Maryland Section 3-305(b)(13) to comply with a specific constitutional, statutory, or judicially imposed requirement that prevents public disclosure about a particular proceeding or matter, namely the Maryland Public Information Act General Provisions 4-335 which prevents public disclosure of confidential commercial or financial information to discuss proprietary information of Oaktree Capital Management L.P. and White Oak Global Advisors; and, Section 3-305(b)(7) to consult with counsel to obtain legal advice on particular legal matters and to preserve attorney-client privilege.

ACTION: VICE CHAIRMAN CICHY made a motion, seconded by MS. BENNETT to go into Closed Session. The motion PASSED unanimously (7-0).
(Motion #19-31)

ITEM 1

Oaktree Capital Group, LLC and Brookfield Asset Management Inc. Merger

Presentations by Groom Law Group – Alex Ryan and

Wilshire Associates – Bradley A. Baker, Managing Director

Oaktree Capital Group, LLC ("Oaktree") notified its clients they entered into a merger agreement with Brookfield Asset Management, Inc ("Brookfield") and offered the opportunity for each client to voice their objection to the transaction. Wilshire's Brad Baker and the Groom Law Group's Alex

Ryan were asked to provide a recommendation from an investment and legal perspective, respectively.

The Groom Law Group's Alex Ryan reviewed the March 13, 2019 and May 23, 2019 letters from Oaktree and the Limited Partnership Agreements and Side Letters between the ERS and Oaktree and did not find a legal impediment that would preclude the merger from moving forward or that would require the ERS to object to the transaction. Mr. Ryan noted that Oaktree is not required to offer this opportunity but is doing so for customer relations and objecting to the merger doesn't mean the transaction will be cancelled.

Brad Baker noted that Brookfield Asset Management specializes in real estate, infrastructure, and private equity, which is complementary to Oaktree's credit specialty. Wilshire views the merger favorably and does not recommend clients oppose the merger.

The Board is interested in knowing if any of Oaktree's clients object and why.

ACTION: VICE CHAIRMAN CICHY made a motion, seconded by MS. BENNETT to not take any action or object to the merger of Oaktree and Brookfield as outlined in Oaktree's letters dated March 13, 2019 and May 23, 2019. The motion PASSED unanimously (8-0). (Motion #19-32)

Alex Ryan left the meeting via conference call at 10:32 a.m.

ITEM 2 Letter from White Oak Global Advisors dated May 23, 2019 re: British Steel
Presentation by Wilshire Associates - Bradley A. Baker

White Oak Global Advisors ("White Oak") notified its investors on recent events in the U.K. that impacted its investment with British Steel, a UK-based steel producer. Due to these events, British Steel has been ordered into compulsory liquidation and White Oak felt it was important to be completely transparent and swift in communicating with their investors. Wilshire's Brad Baker highlighted the events as outlined in White Oak's letter.

CHAIRMAN HEWLETT requested a motion to leave Closed Session.

ACTION: VICE CHAIRMAN CICHY made a motion, seconded by MS. BENNETT to leave Closed Session. The motion PASSED unanimously (8-0). (Motion #19-33)

The Board of Trustees moved back into Open Session at 10:40 a.m.

Respectfully,



Heather D. Van Wagner
Senior Administrative Specialist



Andrea L. Rose
Administrator