

2015

ACT 44 DISCLOSURE FORM FOR ENTITIES PROVIDING PROFESSIONAL SERVICES TO THE DALLAS BOROUGH'S PENSION SYSTEM

CHAPTER 7-A OF ACT 44 OF 2009 MANDATES the annual disclosure of certain information by every entity (hereinafter "**Contractor**") which is a party to a professional services contract with one of the pension funds of DALLAS BOROUGH (hereinafter the "**Requesting Municipality**"). Act 44 disclosure requirements apply to *Contractors* who provide professional pension services and receive payment of any kind from the **Requesting Municipality's** pension fund. The **Requesting Municipality** has determined that your company falls under the requirements of Act 44 and must complete this disclosure form. You are expected to submit this completed form, to the Requesting Municipality below, by **November 1, 2015**. If, for any reason you believe that Act 44 does not require you to complete this disclosure form, please provide a written explanation of your reason(s) by **October 20, 2015**.

**RETURN COMPLETED
DISCLOSURE TO:**

Dallas Borough
Attn: Tracey M. Carr, Chief Administrative Officer (CAO)
25 Main Street, Dallas PA 18612
570-675-1389
570-675-7308 (FAX)
tcarr@dallasborough.org

OCT 12 2015

REQUIRED UPDATES:

Where noted, information in this form must be updated in writing as changes occur.

DEFINITIONS FOR DISCLOSURE

TERM:	DEFINITION:
CONTRACTOR	Any person, company, or other entity that receives payments, fees, or any other form of compensation from a municipal pension fund in exchange for rendering professional services for the benefit of the municipal pension fund.
SUBCONTRACTOR OR ADVISOR	Anyone who is paid a fee or receives compensation from a municipal pension system – directly or indirectly from or through a contractor.
AFFILIATED ENTITY	Any of the following: <ol style="list-style-type: none"> 1. A subsidiary or holding company of a lobbying firm or other business entity owned in whole or in part by a lobbying firm. 2. An organization recognized by the Internal Revenue Service as a tax-exempt organization under section 501(c) of the Internal Revenue Code of 1986 (Public Law 99-514, 26 U.S.C. § 501 (c)) established by a lobbyist or lobbying firm or an affiliated entity.
CONTRIBUTIONS	As defined in section 1621 of the act of June 3 rd , 1937 (P.L. 1333, No. 320), known as the Pennsylvania Election Code
POLITICAL COMMITTEE	As defined in section 1621 of the act of June 3 rd , 1937 (P.L. 1333, No. 320), known as the Pennsylvania Election Code
EXECUTIVE LEVEL EMPLOYEE	Any employee or person or the person's affiliated entity who: <ol style="list-style-type: none"> 1. Can affect or influence the outcome of the person's or affiliated entity's actions, policies, or decisions relating to pensions and the conduct of business with a municipality or a municipal pension system; or 2. Is directly involved in the implementation or development policies relating to pensions, investments, contracts or procurement or the conduct of business with a municipality or municipal pension system.
MUNICIPAL PENSION SYSTEM	Any qualifying pension plan, under Pennsylvania state law, for any municipality within the Commonwealth of Pennsylvania; includes the Pennsylvania Municipal Retirement System. <i>Example: the Police Pension Plan for the Borough of Winchesterville</i>
MUNICIPAL PENSION SYSTEM OFFICIALS AND EMPLOYEES; MUNICIPAL OFFICIALS AND EMPLOYEES	Specifically , those listed in TABLE 2 titled: <i>"List of Pension System and Municipal Officials and Employees"</i> on the next page. Where applicable, includes any employee of the Requesting Municipality .
PROFESSIONAL SERVICES CONTRACT	A contract to which the municipal pension system is a party that is: (1) for the purchase of professional services including investment services, legal services, real estate services, and other consulting services; and, (2) not subject to a requirement that the lowest bid be accepted.

List of Municipal Officials for the Requesting Municipality

Certain requests for information in this form will refer to a “**List of Municipal Officials.**”

To assist you in preparing your answers, you should consider the following names to be a complete list of pension system and municipal officials and employees. Throughout this Disclosure Form, the below names will be referred to as the “*List of Municipal Officials.*”

Dallas Borough

Elected Officials

Timothy Carroll - Mayor

Robert Edgerton - Borough Council President

Christopher Matus – Council Member

John Appel - Council Member (Police & Non-Uniformed Pension Committee Member)

Charles Youngman - Council Member (Police & Non-Uniformed Pension Committee Member)

John Oliver – Borough Council Vice-President – appointed July 2015

Lee Eckert – Deceased Council Member – June 2015

Jeffrey J. Malak, Esq. – Solicitor

Appointed Officials or Employees

Tracey M. Carr - Borough Manager / CAO, Non-Uniform Plan / CAO, Police Plan

Tracey M. Carr - Borough Secretary (Police & Non-Uniformed Pension Committee Member)

Mary Herbert – Treasurer

Pension Committee(s)

Robert Richardson – Police & Non-Uniform Committee Member (resident)

Frank Kus – Police & Non-Uniform Committee Member (Road Department)

James Martin – Police & Non-Uniform Committee Member (Police Department)

IDENTIFICATION OF CONTRACTORS & RELATED PERSONNEL

CONTRACTORS: (See “Definitions” – page 2) Any entity who currently provides service(s) by means of a Professional Services Contract to the Municipal Pension System of the **Requesting Municipality**, please complete all of the following:

Identify the Municipal Pension System(s) for which you are providing information:

Indicate all that apply with an “X”:

<input checked="" type="checkbox"/>	Non- Uniform Plan	<input checked="" type="checkbox"/>	Police Plan
<input type="checkbox"/>	Fire Plan		

****NOTE:** For all that follow, you may answer the questions / items on a separate sheet of paper and attach it to this Disclosure if the space provided is not sufficient. Please reference each question / item you are responding to by the appropriate number. (example: REF – Item #1.)

1. Please provide the names and titles of all individuals providing professional services to the **Requesting Municipality**'s pension plan(s) identified above. Also include the names and titles of any advisors and subcontractors of the Contractor, identifying them as such. After each name provide a description of the responsibilities of that person with regard to the professional services being provided to each designated pension plan.

SEE ATTACHED

2. Please list the name and title of any *Affiliated Entity* and their *Executive-level Employee(s)* that require disclosure; after each name, include a brief description of their duties. (See: Definitions)

No

3. Are any of the individuals named in **Item 1** or **Item 2** above, a current or former official or employee of the **Requesting Municipality**?

➔ **IF “YES”**, provide the name and of the person employed, their position with the municipality, and dates of employment.

No

4. Are any of the individuals named in **Item 1** or **Item 2** above a current or former registered Federal or State lobbyist?

➔ **IF “YES”**, provide the name of the individual, specify whether they are a state or federal lobbyist, and the date of their most recent registration /renewal.

YES- SEE ATTACHED

NOTICE: All information provided for items 1- 4 above must be updated as changes occur.

5. Since December 17th 2009, has the **Contractor** or an **Affiliated Entity** paid compensation to or employed any third party intermediary, agent, or lobbyist that is to directly or indirectly communicate with an official or employee of the **Municipal Pension System** of the **Requesting Municipality** (OR), any municipal official or employee of the **Requesting Municipality** in connection with any transaction or investment involving the **Contractor** and the Municipal Pension System of the **Requesting Municipality**?

This question does not apply to an officer or employee of the **Contractor** who is acting within the scope of the firm's standard professional duties on behalf of the firm, including the actual provision of legal, accounting, engineering, real estate, or other professional advice, services, or assistance pursuant to the professional services contact with municipality's pension system.

- ➔ IF "YES", identify: (1) whom (the third party intermediary, agent, or lobbyist) was paid the compensation or employed by the **Contractor** or **Affiliated Entity**, (2) their specific duties to directly or indirectly communicate with an official or employee of the **Municipal Pension System** of the **Requesting Municipality** (OR), any municipal official or employee of the **Requesting Municipality**, (3) the official they communicated with, and (4) the dates of this service.

NO

6. Since December 17th 2009, has the **Contractor**, or any agent, officer, director or employee of the **Contractor** solicited a contribution to any municipal officer or candidate for municipal office in the **Requesting Municipality**, or to the political party or political action committee of that official or candidate?

- ➔ IF "YES", identify the agent, officer, director or employee who made the solicitation and the municipal officials, candidates, political party or political committee who were solicited (to whom the solicitation was made).

NO

7. Since December 17th, 2009: Has the **Contractor** or an **Affiliated Entity** made any contributions to a municipal official or any candidate for municipal office in the **Requesting Municipality**?

- ➔ IF "YES", provide the name and address of the person(s) making the contribution, the contributor's relationship to the Contractor, The name and office or position of the person receiving the contribution , the date of the contribution, and the amount of the contribution.

NO

8. Does the **Contractor** or an **Affiliated Entity** have any direct financial, commercial or business relationship with any official identified on the **List of Municipal Officials**, of the **Requesting Municipality**?

- ➔ IF "YES", identify the individual with whom the relationship exists and give a detailed description of that relationship.

****NOTE:** A written letter is required from the **Requesting Municipality** acknowledging the relationship and consenting to its existence. The letter must be attached to this disclosure. Contact the **Requesting Municipality** to obtain this letter and attach it to this disclosure before submission.

NO

9. Has the **Contractor** or an **Affiliated Entity** given any gifts having more than a nominal value to any official, employee or fiduciary – specifically, those on the **List of Municipal Officials** of the **Requesting Municipality**?

- ➔ IF "YES", Provide the name of the person conferring the gift, the person receiving the gift, the office or position of the person receiving the gift, specify what the gift was, and the date conferred.

NO

10. Disclosure of contributions to any political entity in the Commonwealth of Pennsylvania

Applicability: A "yes" response is required and full disclosure is required ONLY WHEN ALL of the following applies:

- a) The contribution was made within the last 5 years (specifically since: December 18th 2004)
- b) The contribution was made by an officer, director, executive-level employee or owner of at least 5% of the *Contractor* or *Affiliated Entity*.
- c) The amount of the contribution was at least \$500 and in the form of:
 - 1. A single contribution by a person in (b.) above, **OR**
 - 2. The aggregate of all contributions all persons in (b.) above;
- d) The contribution was for
 - 1. Any candidate for any public office or any person who holds an office in the Commonwealth of Pennsylvania;
 - 2. The political committee of a candidate for public office or any person that holds an office in the Commonwealth of Pennsylvania.

➔ **IF "YES"**, provide the name and address of the person(s) making the contribution, the contributor's relationship to the *Contractor*, The name and office or position of the person receiving the contribution (or the political entity / party receiving the contribution), the date of the contribution, and the amount of the contribution.

YES- SEE ATTACHED

11. With respect to your provision of professional services to the Municipal Pension System of the **Requesting Municipality**:

Are you aware of any apparent, potential or actual conflicts of interest with respect to any officer, director or employee of the *Contractor* and officials or employees of the **Requesting Municipality**?

NOTE: If, in the future, you become aware of any apparent, potential, or actual conflict of interest, you are expected to update this **Disclosure Form** immediately in writing by:

- Providing a brief synopsis of the conflict of interest (and);
- An explanation of the steps taken to address this apparent, potential, or actual conflict of interest.

➔ **IF "YES"**, Provide a detailed explanation of the circumstances which provide you with a basis to conclude that an apparent, potential, or actual conflict of interest may exist.

NO

12. To the extent that you believe that **Chapter 7-A of Act 44 of 2009** requires you to disclose any additional information beyond what has been requested above, please provide that information below or on a separate piece of paper.

NONE NOTED

Please provide the name(s) and position(s) of the person(s) participating in the completion of this Disclosure. **One of the individuals** identified by the *Contractor* in *Item #1* above must participate in completing this Disclosure and must sign the below verification attesting to the participation of those individuals named below.

Name: LINDA COSTA

Name: CHRIS CAP

Position: MRT-COO

Position: MRT-TREASURER

Name:

Name:

Position:

Position:

Name:

Name:

Position:

Position:


SIGNATURE

MRT-COO
TITLE

10/7/15
DATE

VERIFICATION

I, LINDA COSTA, hereby state that I am MRT - COO for
(Name) (Position)
PSAB - MAT and I am authorized to make this verification.
(Contractor)

I hereby verify that the facts set forth in the foregoing Act 44 Disclosure Form for Entities Providing Professional Services to **Dallas Borough Pension System** are true and correct to the best of my knowledge, information and belief. I also understand that knowingly making material misstatements or omissions in this form could subject the responding Contractor to the penalties in Section 705-A(e) of Act 44.

I understand that false statements herein are made subject to the penalties of 18 P.A.C.S. § 4904 relating to unsworn falsification to authorities.

Linda Costa
Signature
10/7/15
Date

INSTRUCTIONS FOR MUNICIPALITY:

DO NOT INCLUDE THIS INSTRUCTION PAGE WITH THE DISCLOSURE

You will need to prepare and send one of these disclosure forms to **each Contractor** that you have a contract for providing services to your pension plan (AND) a separate set of disclosures for each type of plan – fire, police, etc. IF ONE CONTRACTOR services two or more plans, then only one disclosure is required, but the contractor must indicate he / she is completing the disclosure for more than one plan....**PAGE 4, Question One.**

You should also prepare a brief cover letter explaining the reason you are sending this disclosure out.

➤ **Who should receive this disclosure?**

Generally there are 5 primary service providers for each pension plan but it is not limited to just these:

- Actuarial Services** **Investment Services** **Administration Services** **Advisory Services**
- Legal Advisory Services** – usually performed by the municipal solicitor

IF some of these services are combined through one service provider **or Contractor**, then you only need to send this to that one entity. **For Example**, your administrative services and actuarial services are conducted through **Robert Smith and Associates** and your contract is with this company. However, **Robert Smith and Associates** subcontracts certain portions of these services to two other companies. You need only send one disclosure to **Robert Smith and Associates**, and one to any other entity that provides specific services – other than administrative and actuarial.

➤ **PLEASE CHECK WITH YOUR SOLICITOR**...as a precaution regarding whom you should send this disclosure to.

Every place you see this: [ENTER NAME OF MUNICIPALITY] Enter the name of the municipality. Change the Font color to Black and remove the brackets.

Pages 1, 3, and 8 are the only pages that require modification and reprinting by the Municipality.

Instructions for the “Requesting Municipality” for completion of PAGE 3:

Under the header, prepare a list of Names and Positions of all personnel that are a party to ANY Pension Plan the municipality has. This should include: every Elected Official, Municipal Manager or equivalent position, Municipal Finance Director or equivalent position, Chief Administrative Officer for each plan , The Solicitor, Any Pension Advisory Committee or Pension Board Members (not listed above)

Dallas Borough

Elected Officials

- Timothy Carroll - Mayor
- Robert Edgerton - Borough Council President
- Christopher Matus – Council Member
- John Appel - Council Member (Police & Non-Uniformed Pension Committee Member)
- Charles Youngman - Council Member (Police & Non-Uniformed Pension Committee Member)
- John Oliver – Council Member (Appointed July 2015)
- Lee Eckert – Council Member (Deceased June 2015)
- Jeffrey J. Malak, Esq. – Solicitor

Appointed Officials or Employees

- Tracey M. Carr - Borough Manager / CAO, Non-Uniform Plan / CAO, Police Plan
- Tracey M. Carr - Borough Secretary (Police & Non-Uniformed Pension Committee Member)
- Mary Herbert – Treasurer

Pension Committee(s)

- Robert Richardson – Police & Non-Uniform Committee Member (resident)
- Frank Kus – Police & Non-Uniform Committee Member (Road Department)
- James Martin – Police & Non-Uniform Committee Member (Police Department)

2014 Addendum - Required Disclosure Form Statements

(Reference Question #1) List of MRT Personnel

PSAB Municipal Retirement Trust (MRT) – State Association and Pension Operations Contractor

The Municipal Retirement Trust is wholly owned and operated by the PSAB and is the primary contractor. The MRT employs several sub-contracted firms to provide specific and unique services to the Trust. The principal PSAB-MRT team members are listed first, followed by those of each sub-contractor.

Contractor Team Listing

PSAB Municipal Retirement Trust (MRT)

The PA State Association of Boroughs and Principal Pension Operations Contractor

Chris Cap, PSAB Executive Director – Serves as MRT Treasurer

Jeffrey Heishman, Deputy Executive Director – Serves as MRT Secretary

Linda Costa, Chief Operations Officer – Inside/Outside pension services and CAO

Joseph Scott, Chief Field Operations Officer – Inside/Outside pension service liaison

Sub-contractor and Advising Team Listing

Administrative, Accounting, Custodial, and Actuarial Companies

Thomas J. Anderson & Associates – Trust Administrator

James Kennedy, President – Manages Act 205 administrative compliance efforts.

Brown, Schultz, Sheridan & Fritz – Trust Auditor

John W. Bonawitz, Jr., Principal – Supervises annual audit functions for the Trust.

Hamilton & Musser – Accounting Sub-contractor

Robert Mast, Shareholder – Manages account reporting, tax filings and fund disbursements.

Fulton Bank – Fund Depository

Tammy Snyder, VP of Corporate Development – Manages checking and disbursement accounts.

Morgan Stanley – Investment Market Monitor

H. Jeffrey Herb, Senior Vice President - Investments – Serves as investment monitor of MRT.

Thomas J. Schatzman, CIMA, Senior Vice President - Investments – Serves as investment monitor of MRT.

Mette Evans & Woodside – Law firm providing legal counsel

James Ulsh and Mary Alice Busby, Shareholders – Serve as the MRT Solicitor.

Investment Management – Style-Specific Companies

Herndon Capital Management - Large Cap Value

Randell A Cain, Jr., CFA – Portfolio Manager
Marc Reid - Director of Marketing & Client Services

CS McKee – Large Cap Core Manager

Gregory Melvin, CFA – Portfolio Manager
Mark Gensheimer- Director of Marketing & Client Services

Atalanta Sosnoff – Large Cap Growth Manager

Martin Sosnoff, CFA, CIO - Portfolio Manager
William DiPietro, Senior VP – Director of Client Services

Winslow Capital / Nuveen – Large Cap Growth Manager

Justin H. Kelly, CFA, CIO - Portfolio Manager
Michael Palmer, President - Business Mgmt & Client Service

Wedge Capital Management L.L.P – Mid-Cap, Core Bond Manager and Short Term Fixed

Bradley W. Horstmann, CFA, General Partner- Chief Compliance Officer
John G. Norman, Executive Vice President – Portfolio Manager - Equity

The London Company – Small Cap Core Manager

Stephen M. Goddard, CFA - Portfolio Manager
Tim McCoy - Director of Institutional Sales and Marketing

NFJ Investment Group, Allianz Global Investors - International Fund Manager

Ben Fischer, CFA – Lead Portfolio Manager
John Stergiou, - Director of Marketing & Client Services

ING Clarion Real Estate Securities – Real Estate Investment Trust Manager

Steven D. Burton, CFA, Managing Director - Global Strategy Portfolio Manager.

Robeco/Boston Partners - Large Cap Value Manager (Inception 5/31/2014)

Mark Donovan, CFA, Co-CEO – Portfolio Manager
Martin Coughlin – Consultant Relations

SPDR S&P 500 - Large Cap Core Manager (Inception 4/30/14)

John Tucker - Senior Managing Director

Apex - Small Cap Growth Manager (Inception 6/30/14)

Nitin Kumbhani, CIO – Portfolio Manager
Mark Harrell – Director of Marketing

Manning & Napier - International Manager (Inception 5/31/14)

Michele Caccamise - Senior Marketing Liaison

Shaffer /Cullen Capital Management, Inc. - Large Cap Value (Terminated 5/31/2014)

Luther King Capital Management – Small/Mid Cap Core (Terminated 6/30/2014)

Wentworth, Hauser and Violich – International Fund (Terminated 5/31/2014)

Neuberger Berman – Select Equity, Large Cap Core (Terminated 4/30/2014)
The Endowment Fund – Alternative Investments (Terminated 5/31/2014)

(Reference Question # 4) List current or former registered Federal or State lobbyists

Chris Cap, State Registered Lobbyist (last renewed 1/1/2013) Position: PA State Association of
Boroughs – PSAB Executive Director

(Reference Question # 10) Disclosure of contributions to any political entity

**Includes Contractor’s principal officers, administration staff, the MRT Trustees, and the PSAB Board of
Directors – only those members who made qualifying contributions are listed below.**

David Perruso – PSAB Board of Directors

2487 Lincoln Avenue
Easton, PA 18042

Contributions:

(2012, 2014) Robert Freeman – State Representative - \$25

Nancy Sherlock – PSAB Board of Trustees

424 West Bridge Street
Morrisville, PA 19067

Contributions:

(2011) State Representative John Galloway - \$20
 State Representative Steven Santarsiero - \$50