

BAY COUNTY RETIREMENT BOARD OF TRUSTEES
 AGENDA
 TUESDAY, JUNE 14, 2016 @ 1:30 P.M.
COMMISSIONERS CHAMBERS
515 CENTER AVENUE - 4TH FLOOR
BAY CITY, MI 48708

PAGE	I.	CALL TO ORDER
	II.	ROLL CALL
1 - 14	III.	MINUTES
	A.	APRIL 21, 2016 SPECIAL MEETING
	B.	MAY 10, 2016 REGULAR MEETING
	IV.	PUBLIC INPUT
	V.	PETITIONS & COMMUNICATIONS
	A.	HOTCHKIS & WILEY – JIM MILES, PORTFOLIO MANAGER & PRINCIPAL
15 - 17	B.	MONTHLY REPORTS - RES NO. 2016-24
	1.	PORTFOLIO VALUE - 1/1/16 - 05/31/2016
	2.	CHANGE IN BOOK AND MARKET VALUE -- 04/30/16
	3.	MONEY MANAGERS ON WATCH - (EFFECTIVE DATE)
	a.	NONE
	4.	MONEY MANAGER REPORTS
	a.	CORNERSTONE – ENDING 4/30/16
	b.	EAGLE ASSET MGMT - ENDING 4/30/16
18 - 31	c.	HOTCHKIS & WILEY – ENDING 4/30/16
	f.	MACKAY SHIELDS – ENDING 4/30/16
	e.	MFS HERITAGE TRUST – ENDING 4/30/16
	f.	MFS INVESTMENT - ENDING 4/30/16
	5.	RECAPTURE SERVICES
32 - 35	a.	ABEL/NOSER - SUMMARY ENDING 4/30/16
	b.	CAPIS - SUMMARY ENDING 4/30/16
36 - 41	6.	NORTHERN TRUST
	a.	SUMMARY EARNINGS - ENDING 04/30/16
42	7.	REFUNDS/RETIREMENTS ENDING 05/31/16
43-49	8.	BCERS YTD BUDGET REPORT – ENDING 05/31/16

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515 CENTER AVENUE - 4TH FLOOR
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- 50 9. INVOICES APPROVED – 05/31/16
- 51 – 110 C. SERVICE DISCLOSURE FORMS – RES NO. 2016- 25
- D. EDUCATION, TRAVEL & DUE DILIGENCE POLICY UPDATE
- 111 – 115 E. SERVICE TIME APPEAL PROCESS – RODNEY HOLLIDAY
* MOTION/ACTION NEEDED
- 116 F. NON-DUTY DISABILITY RETIREMENT – PAUL BRISSETTE
RES NO. 2016-27
- 117 G. NON-DUTY DISABILITY RETIREMENT – ALBERT LAFOND
RES NO. 2016-28
- Motion: To go into closed session
pursuant to MCLA 15.268, Sec. 8 (h) to
consider material exempt from
discussion or disclosure by state or
federal statute.**
- 118 H. MONTHLY PENSION DISTRIBUTION REPORT BY
LOCATION (MOTION TO RECEIVE)
- 119 I. CORRESPONDENCE - APPOINTMENT OF SECRETARY TO
THE BOARD (MOTION TO RECEIVE)
- 120 – 122 J. FIDUCIARY LIABILITY POLICY RENEWAL RES NO.
2016-26
- 123 – 124 K. DISABILITY RETIREMENT RE-EXAMINATION FORMS –
SUBMISSION DATE CHANGE RES NO. 2016-29
- 125 – 130 L. DISABILITY RETIREMENT PROCEDURES POLICY UPDATE
RES NO. 2016-30

VI. ANNOUNCEMENTS

- A. NEXT REGULAR MEETING – JULY 12, 2016 AT 1:30 P.M.,
COMMISSIONERS CHAMBERS, 515 CENTER AVENUE 4TH
FLOOR, BAY CITY, MI 48708

VII. UNFINISHED BUSINESS

VIII. NEW BUSINESS

IX. MISCELLANEOUS BUSINESS

X. ADJOURNMENT

MINUTES BAY COUNTY EMPLOYEES' RETIREMENT SYSTEM BOARD OF TRUSTEES (BCERS)
APRIL 21, 2016 **SPECIAL MONEY MANAGERS MEETING**

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NOTE: In addition to these typed minutes, this board meeting was also recorded. These audio files are available for review in the Retirement Office

A meeting of the Board of Trustees was held on April 21, 2016 at 9:00 a.m. in the Commission Chambers, 4th Floor, Bay County Building, 515 Center Avenue, Bay City, Michigan. Roll call taken.

Trustees Present: Chairperson Gray, Ms. Goetz, Mr. Gromaski, Mr. Krygier Mr. Morse, Mr. Pett, and Mr. Starkweather.

Trustees Absent: Trustees Brzezinski and Coonan.

Also Present:

Consultant: The Bogdahn Group: Howard Pohl.

Secretary: Amber Davis-Johnson for Shawna Walraven

Retirement Administrator: Katie Meeth

Corporation Counsel: Amber Davis-Johnson.

The meeting was called to order by Chairman, Steve Gray at 9:01 a.m.

MOTION 32: Moved, supported and carried to excuse Trustees Brzezinski and Coonan.

Trustee Coonan entered the meeting at 9:10 a.m.

Mr. Gray called for public input. There was no public input and he moved onto petitions and communications.

First to present today was Jeffrey Simmons, Managing Director from Baird Advisors, to present the performance report. A copy was provided to all Trustees, in advance, via the web.

Mr. Simmons gave an update of the firm. Things continue to go well. They have \$40 billion in assets under management as of March 2016. He spoke about their investment philosophy and process. There have been no changes and they continue to manage portfolios the way they have for many years.

Mr. Pohl asked Mr. Simmons to comment on risk with regard to Baird's Portfolio. Mr. Simmons explained specific to their portfolio they have very limited risk since they are in treasuries and AAA rated securities and high liquidity. They also do invest in other fixed-income portfolios where they invest in corporate bonds. Liquidity is definitely at the forefront of their thinking and the fact that the bond market has grown significantly over the past 10-15 years as well as dealer inventories shrinking because of the regulatory environment and other factors. Their concern is in these areas and sub asset classes within fixed income that have less liquidity. They think there may be some dislocations that could happen. They are talking about high-yield bonds, emerging market debt and high-yield bank loans. He stated AAA rated securities and higher quality corporates still seem to be pretty good. With sub asset classes, the concern is there are investors that have chased yield into the sub asset classes that think they have daily liquidity and they really don't.

MINUTES BAY COUNTY EMPLOYEES' RETIREMENT SYSTEM BOARD OF TRUSTEES (BCERS)
APRIL 21, 2016 **SPECIAL MONEY MANAGERS MEETING**

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Trustee Coonan asked if Mr. Simmons could give a quick explanation of emerging market debt and asked if it was rated as an AAA Bond. Mr. Simmons stated no and that they don't invest in those.

Trustee Coonan asked for a quick definition of a short-term bond versus immediate term. Mr. Simmons explained a short-term bond is generally regarded as something that matures in one, two, or three years. Intermediate is out on five to seven years and then longer term bonds would be longer.

Trustee Coonan asked what percentage of the Portfolio was treasuries versus corporate. Mr. Simmons referred to page 24 with the breakdown of the portfolio. Looking at sector weight, treasuries are 28% versus 47% in the customized benchmark, but duration weighted and accounting for the maturities of the bonds, 50% of the portfolio is in treasuries and 63% is the benchmark so the portfolio is slightly underweight in treasuries. Debentures were 2% versus the benchmark of 3%.

Trustee Coonan asked for an example of a U.S. Government Agency Debenture. Mr. Simmons explained. It is a government agency debt on that organization, not debt directly in treasury.

He went over the yield curve. He talked about risk control of the Portfolio.

The Investment Policy Statement is fine and they have no recommendations for that.

The Bay County Portfolio was \$26, 537,000 after the end of the first quarter. Performance shows the first quarter was a good quarter for the bond market. Yields came down and bond prices went up. It is a high rate Portfolio with a 2.85% return for the first quarter. Since inception, the Portfolio has had a 4.86% rate of return versus the benchmark at 4.69%. They have accomplished the objective set in the policy, to beat the benchmark.

Mr. Simmons answered questions of trustees, concluded his presentation and departed.

MOTION 33: Moved, supported and carried to receive the report from Baird.

Next to present were Mr. Patrick Olk, Senior Relationship Manager Institutional Client Service and Ms. Kari Montanus, Portfolio Manager for Columbia to present the performance report. A copy was provided to all Trustees, in advance, via the web.

Ms. Montanus gave an overview of the firm and their investment philosophy. They own 37 stocks in the Portfolio. They have been running the same investment process for over 20 years now.

She went over the Portfolio performance. Year-to-date the stock market is up 2% to 3%. The market sold off sharply earlier in the year on worries about recession, worries about China, negative interest rates, and oil dropped. These fears have subsided in the last couple of months. The market has been picking up in the last few weeks. They expect earnings to get better throughout the year. They continue to run the Portfolio the same way they always have. Their longer term numbers show solid returns. More recently, it has been a little bit challenging. They have given up beating the benchmark over the last 12 months. A lot of it has come in the first quarter and a lot of it has been due to a couple of things – their energy sector

MINUTES BAY COUNTY EMPLOYEES' RETIREMENT SYSTEM BOARD OF TRUSTEES (BCERS)
APRIL 21, 2016 **SPECIAL MONEY MANAGERS MEETING**

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holdings and financials more broadly have not been helping them. They do have a couple of things on the consumer's staples side that have done really well to offset some of the weakness. The healthcare sector performance has also been pretty strong.

She talked about energy and the stock market correlating with oil prices. The stock market goes up when oil goes up and goes down when oil goes down. They have seen contributors and detractors in the Portfolio from the energy holdings.

She went over characteristics of the Portfolio. The three to five year projected earnings growth for the Portfolio is 9.1% compared to the index which is 7.3%. The P/E ratio for the next 12 months is 13.6 x for the Portfolio compared to 14.8 x for the index. The dividend yield of the Portfolio is 2.5% which is kind of moderate end for the index.

With regard to sector allocation, they are aware of the benchmark but they are not managing to the benchmark per se. They are below the benchmark in energy and they have made some changes year-to-date. They are significantly below the benchmark in the financials exposure. The financials year-to-date is one sector that has not participated in the recovery in the market.

Trustee Coonan asked if their firm puts pressure on any of the companies to get a return. He gave an example of Verizon and their strike. Ms. Montanus talked about Verizon's growth that has been about 7% and that was due to cost cutting, firing people, buying back stock etc. She stated what has been missing is healthy revenue growth. Companies need to start investing again to generate healthy growth so that the Fed can have interest rates normalize.

Mr. Pohl asked Ms. Montanus how they vote their proxies relative to the compensation packages of corporate CEOs. She stated she was on the Proxy Committee and there is someone in the firm whose only job is to monitor corporate governance. It is becoming more and more important when they vote. If they are not happy, she stated they are not afraid to vote against executives or board members. They keep in mind whether executives are being compensated and if it is fair and reasonable. It is something they discuss and debate all the time.

She stated no changes are needed to the investment guidelines.

Trustee asked about the cost basis price of \$0.00 on page 9 under industrials for Union Pacific Corp. Ms. Montanus stated that was a typo and would look into it.

MOTION 34: Moved, supported and carried to receive the Columbia report.

The next to present were Richard Sennitt, Equities Portfolio Manager and Cathie Mazza, Institutional Director for Schroder Investment to present the performance report. A copy was provided to all Trustees, in advance, via the web.

Ms. Mazza updated the Board on the firm. There is one Senior Management change. Michael Dobson, who has been CEO for 15 years, has decided to retire from his CEO position. Peter Harrison, who has been Head of Investments, succeeded him earlier this month. Schroder ended the year at \$462 billion in assets

MINUTES BAY COUNTY EMPLOYEES' RETIREMENT SYSTEM BOARD OF TRUSTEES (BCERS)
APRIL 21, 2016 **SPECIAL MONEY MANAGERS MEETING**

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under management. They ended the year with \$1.4 billion in surplus capital that they keep in reserve for future investing.

Mr. Sennitt went over the investment philosophy. They practice a bottom up approach. Stock selection is the primary contributor to add value. With regard to the European Team, Jean Roche joined the team at the beginning of the year as a small cap specialist with a successful transition. Small caps have continued to do well.

He went over the performance of the Bay County Fund. Performance has been a bit behind for the recent quarter to the index as well as the recent year has been a bit behind. That has been driven by stock selection in Japan, but also a high head wind in small cap toward size where the large end of small cap stocks have generally done better than the small end of small cap. In the three-year numbers, in a relative sense, the Portfolio has outperformed the benchmark and performed in line with target. Looking at where the outperformance has come from and the underperformance, it has been determined by stock selection.

The Portfolio is underweight in Japan, as well as underweight in UK. They have added stock selection in the U.K. It is overweight in emerging markets, industrials and IT as well as consumer discretionary. It is underweight in financials and energy.

Earnings grown in small cap have done much better than large cap. Small cap has outperformed.

They answered questions of trustees, concluded their presentation and departed.

MOTION 35: Moved, supported and carried to receive the Schroder report.

Mr. Pohl announced a new partner, Asset Strategies, has joined Bogdahn and will be effective July 1, 2016.

Mr. Pohl stated the government announced that money market funds, especially those focused on institutions, are not going to be valued at a dollar anymore. They will have to be valued down to four decimal points like 99.4678 and trade on that basis. He explained the reasons the Feds are putting this in place and how it will affect the Plan's accounts. He explained the alternatives and stated Bogdahn's recommendation of going to a government treasury type money market fund for dividends and interest coming into the account that would normally have gone into a money market fund.

Trustee Pett asked for Mr. Pohl's thoughts on the presentations today. Mr. Pohl stated they were fine. They were exactly what he thought they would be. He did not feel any action was required.

ANNOUNCEMENTS:

- A. Next regularly scheduled meeting will be Tuesday, May 10, 2016 at 1:30 P.M. in Commissioner's Chambers, 515 Center Avenue - 4th Floor, Bay City, MI 48708.

UNFINISHED BUSINESS:

NEW BUSINESS: None

MISCELLANEOUS BUSINESS: None

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APRIL 21, 2016 **SPECIAL MONEY MANAGERS MEETING**

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ADJOURNMENT:

MOTION 36: Moved, supported and carried to adjourn the meeting at
10:47 a.m.

Respectfully submitted,


Shawna Walraven
Interim Secretary

Transcribed by: Tracy Cederquist

MEETING OF THE BCERS BOARD OF TRUSTEES COMMITTEE
APRIL 21, 2016

IN THE BOARD OF COMMISSIONER'S CHAMBERS, LOCATED AT 515 CENTER AVENUE, 4TH FLOOR,
 BAY CITY, MI 48708

MEETING CALLED TO ORDER BY: CHAIRPERSON STEVE GRAY AT 9:01 A.M.

MOTIONS

TRUSTEE	32	33	34	35	36					
BRZEZINSKI	E	E	E	E	E					
COONAN	E	Y	Y	S-Y	Y					
GOETZ	Y	Y	Y	Y	Y					
GRAY	Y	Y	Y	Y	Y					
GROMASKI	Y	Y	S-Y	Y	Y					
KRYGIER	S-Y	S-Y	M-Y	M-Y	M-Y					
MORSE	Y	Y	Y	Y	S-Y					
PETT	M-Y	M-Y	Y	Y	Y					
STARKWEATHER	Y	Y	Y	Y	Y					

CODE: M - MOVED; S - SUPPORTED; Y-YEA; N-NAY; A-ABSENT; E-EXCUSED

MINUTES BAY COUNTY EMPLOYEES' RETIREMENT SYSTEM BOARD OF TRUSTEES (BCERS)
MAY 10, 2016

PAGE 1

NOTE: In addition to these typed minutes, this board meeting was also recorded. These audio files are available for review in the Retirement Office

A meeting of the Board of Trustees was held on May 10, 2016 at 1:30 p.m. in the Commission Chambers, 4th Floor, Bay County Building, 515 Center Avenue, Bay City, Michigan. Roll call taken.

Trustees Present: Chairperson Gray, Mr. Brzezinski, Mr. Coonan, Ms. Goetz, Mr. Gromaski, Mr. Krygier, Mr. Morse, Mr. Pett, and Mr. Starkweather.

Trustees Absent: None.

Also Present:

Consultant: The Bogdahn Group: Howard Pohl and Peter Brown.
Secretary: Shawna Walraven
Retirement Administrator: Katie Meeth
Corporation Counsel: Shawna Walraven

The meeting was called to order by Chairman, Steve Gray at 1:34 p.m.

MOTION 37: Moved, supported and carried to approve the minutes, as printed from the April 12, 2016 meeting.

Mr. Gray called for public input. There was no public input and he moved onto petitions and communications.

Kim Priessnitz, from Finance, addressed the Board today regarding the agenda item of separate Pension Plan financials. Ms. Priessnitz explained the new GASB reporting. She stated that in 2015 Corporation Counsel issued a legal opinion that Bay County Employees' Retirement System is an agent multiple employer defined benefit plan. Bay-Arenac Behavioral Health is one employer and all other groups within Bay County Employees Retirement System make up one employer; therefore, making up two employer groups. The financials will need to include all of the information regarding these two employers, this relationship and a footnote. It is going to cost \$2,000 for the auditors to do this report for the GASB requirement. She explained that those numbers need to be available for all other units so they have the numbers when doing their audits. It was clarified the expense would be divided among all the entities.

Resolution No 2016-23:

Moved, supported and carried to approve resolution 2016-23 that this Board approves preparation, maintenance and audit of separate BCERS financials, any required budget adjustments and to include an estimate for this expense in the budget for future years.

Present today were Howard Pohl and Peter Brown, from The Bogdahn Group, to present the first quarter report. A copy was provided to all Trustees, in advance, via the web. Mr. Brown gave a summary of the first quarter. The market fell about 10% and then came back about 13% and the S&P ended up positive at 1%. Mid caps were up 2% and small caps were down about 1.5%. Interest rates went down and fixed income had positive returns. The aggregate was up 3%, mortgage-

MINUTES BAY COUNTY EMPLOYEES' RETIREMENT SYSTEM BOARD OF TRUSTEES (BCERS)
MAY 10, 2016

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backed securities were up 2%, and corporates were up 4%.

For the year there were really mixed results. International markets were down anywhere from 10% to 12%. Emerging markets were down because of the fear of slowing global economy.

Fixed income markets had a good return. On a one-year basis, returns were similar although not as dramatic.

The total fund had a balance of \$301.6 million at the beginning of the quarter with net flows of -\$3,693,957 and return on investment of \$2,729,038. The market value at the end of the quarter was \$300,645,308. The Fund, a year ago, was at \$314 million with nearly \$12 million withdrawn and a return on investment of a -\$1.6 million.

Asset allocation versus target asset allocation was within policy target low and high. The PRISA fund is down 1.4%. REIT was up almost 1%.

PRISA has announced Bay County is now in the queue and will need to raise cash by June 30th. The target is 5% exposure. It has already been approved to rebalance for this.

Performance showed total Plan assets up not quite 1% for the quarter. For the one year, the Fund ranked in the top 28% compared to everyone and the top 20% relative to funds with a similar mix. Going back five years, it is in the top decile in both. Going back ten years to include the down market, it shows the performance in the top 14% to 15% of all plans. Long-term numbers continue to be very strong on a relative basis.

Performance for money managers showed most were below index benchmarks. The reason for that is, in general, stocks that were heavily weighted in indices where the best performance was in the larger cap.

International looks strong on a relative basis in the top 30%. The Bay County Fund ranked in the top 3% with the international assets.

Fixed income also performed well on a relative basis in the top third. Looking at everything, the Fund ranked almost top third for the quarter and top third for the year on a total fund basis. On a specialty basis, MacKay Shields has had a strong performance on a relative basis for the quarter and for the year.

The PRISA fund was right around median for the quarter. For the year, they had a return of close to 14%. In absolute returns, private real estate was by far the best performing

Overall, the Fund performed around the median for the quarter, but for the longer time periods performing top decile for five years and top quartile for ten years.

MOTION 38: Moved, supported and carried to receive the report from The Bogdahn Group.

RESOLUTION NO. 2016-18:

Moved, supported and carried to approve Resolution No. 2016-18 to receive the following reports: PORTFOLIO VALUE - 1/1/16 - 4/30/16 (Today's Value is \$299,647,000), Change in

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MAY 10, 2016

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Book & Market Value– 3/31/16, Money Manager Reports – Baird – Ending 4/30/16, Columbia - Ending 3/31/16 & 1Q 2016 Proxy Voting, Cornerstone - Ending 3/31/16, Q1 & Proxy Voting Report Q1, Eagle Asset Management – Ending 3/31/16, Geneva - Ending 3/31/16 & Privacy Notice, Hotchkis & Wiley - Ending 3/31/16 & 1Q 2016 & Proxy Voting, Integrity - Ending 3/31/16, ADV 2A & 2B REPORTS; Loomis Sayles - Ending 3/31/16 & Privacy Practices; Mackay Shields - Ending 3/31/16, MFS Investment - Ending 3/31/16, & 1Q 2016 Proxy Voting, MFS Heritage Trust - Ending 3/31/16 & Holdings report, 1Q 2016 Proxy Voting, Portfolio Compliance Report; Mackay Shields - Ending 3/31/16, PRISA - 1 Q 2016 Report; RECAPTURE SERVICES: ABEL/NOSER – Summary Ending 3/31/16, CAPIS – Summary Ending 3/31/16; Northern Trust Summary Earnings - 3/31/16; Refunds & Retirement- Ending 4/30/16, BCERS YTD Budget Report – Ending 4/30/16, and Invoices Approved – 4/30/16.

Resolution No. 2016-19:

Moved, supported and carried to approve Resolution No. 2016-19 to refer the Non-duty Disability Retirement application of Paul Brissette to the Medical Director.

Resolution No. 2016-22:

Moved, supported and carried to approve Resolution No. 2016-22 to refer the Non-Duty Disability Retirement application of Albert LaFond to the Medical Director.

MOTION 39:

Moved, supported and carried to go into closed session pursuant to MCLA 15.268, Sec. 8 (h) to consider material exempt from discussion or disclosure by state or federal statute.

ROLL CALL VOTE:

Brzezinski:	Yes
Coonan:	Yes
Goetz	Yes
Gray	Yes
Gromaski	Yes
Krygier	Yes
Morse	Yes
Pett	Yes
Starkweather	Yes

MOTION 40: Moved, supported and carried to return to open session.

RES NO. 2016-20:

Moved, supported and carried to follow recommendation of the Medical Director to approve the Non-Duty Disability Retirement of Rodney Holliday.

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MAY 10, 2016

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ROLL CALL VOTE:

Brzezinski: Yes
Coonan: Yes
Goetz: Yes
Gray: Yes
Gromaski Yes
Krygier Yes
Morse Yes
Pett Yes
Starkweather Yes

Ms. Meeth stated Crystal Backus was denied Duty Disability Retirement last month. Ms. Backus is appealing this decision.

MOTION 41: Moved, supported and carried to receive this Duty Disability Retirement appeal by Crystal Backus.

RESOLUTION 2016-21:

Moved, supported and carried to approve Resolution NO. 2016-21 that this Board authorizes the Board Chair to execute the Proposed Services and Actuarial Fee letter and to approve any and all related budget adjustments following legal review.

MOTION 42: Moved, supported and carried to receive the correspondence from Loomis Sayles announcing John Gidman as the new Chief Operating Officer.

MOTION 43: Moved, supported and carried to receive the calendar of events for the MAPERS conference May 2016.

Trustee Starkweather asked about staying on Saturday night to attend a hospitality suite event at the MAPERS conference. He stated he was told the Retirement System does not pay for the Saturday night attendance. Ms. Walraven stated this Board adopted an Education, Travel and Due Diligence Policy that addresses lodging and discusses that lodging will be paid for the conference or seminar. The question to the Board is whether this Hospitality Suite is part of the educational conference. Trustee Coonan and Trustee Krygier agreed with the Chair that this third night should not be paid for.

Trustee Krygier asked about making a change to the policy so that it does not come up again. Ms. Walraven said that could be done.

MOTION 44: Moved, supported and carried to approve only paying for two days nights' stay at MAPERS Conference.

ROLL CALL VOTE:
Brzezinski - Yes

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Coonan - Yes
Goetz – Yes
Gray – Yes
Gromaski – Yes
Krygier- Yes
Morse- Yes
Pett- Yes
Starkweather - No

Trustees discussed paying per diems for conferences. Trustee Pett asked if it was addressed at all in the policy. Ms. Walraven stated it is addressed in the Travel, Education and Due Diligence Policy that representatives may, upon Board pre-approval, receive a per diem amount based upon the rates established by the Retirement System for Retirement System business. Representatives may be reimbursed for additional amounts if actual expenses exceed the per diem rate. This Board can approve per diems. They discussed how per diems amounts were set. Chairman Gray clarified the per diem would be for someone who is not getting paid in another way.

MOTION 45: Moved and supported to pay one per diem per day for the two days of the MAPERS conference.
***(MOTION FAILED)**

ROLL CALL VOTE:

Brzezinski – No
Coonan – No
Goetz – No
Gray – No
Gromaski – Yes
Krygier – No
Morse – No
Pett – No
Starkweather -Yes

MOTION 46: Moved, supported and carried to receive correspondence regarding renaming Prudential to PGIM Real Estate.

ANNOUNCEMENTS:

- A. Next regularly scheduled meeting will be Tuesday, June 14, 2016 at 1:30 P.M. in Commissioner's Chambers, 515 Center Avenue - 4th Floor, Bay City, MI 48708.
- B. The MAPERS Spring 2016 Conference will be Sunday, May 22 to Tuesday May 24, 2016 at the Soaring Eagle in Mount Pleasant. Please contact Katie to register if you have not already registered.

UNFINISHED BUSINESS:

NEW BUSINESS: None

MINUTES BAY COUNTY EMPLOYEES' RETIREMENT SYSTEM BOARD OF TRUSTEES (BCERS)
MASTER - REGULAR MEETING
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MISCELLANEOUS BUSINESS None
ADJOURNMENT:

MOTION 47: Moved, supported and carried to adjourn the meeting
at 2:35 p.m.

Respectfully submitted,



Shawna Walraven
Interim Secretary

Transcribed by: Tracy Cederquist

MEETING OF THE BCERS BOARD OF TRUSTEES COMMITTEE
MAY 10, 2016

IN THE BOARD OF COMMISSIONER'S CHAMBERS, LOCATED AT 515 CENTER AVENUE, 4TH
 FLOOR, BAY CITY, MI 48708

MEETING CALLED TO ORDER BY: CHAIRPERSON STEVE GRAY AT 1:30 P.M.

MOTIONS

Trustee	37	38	39	40	41	42	43	44	45
BRZEZINSKI	S-Y	Y	Y	Y	Y	Y	Y	Y	N
COONAN	Y	Y	S-Y	Y	Y	Y	Y	M-Y	N
GOETZ	Y	Y	Y	Y	Y	Y	Y	Y	N
GRAY	Y	Y	Y	Y	Y	Y	Y	Y	N
GROMASKI	M-Y	Y	Y	Y	Y	Y	S-Y	S-Y	M-Y
KRYGIER	Y	M-Y	Y	M-Y	S-Y	M-Y	M-Y	Y	N
MORSE	Y	S-Y	M-Y	S-Y	Y	Y	Y	Y	N
PETT	Y	Y	Y	Y	M-Y	S-Y	Y	Y	N
STARKWEATHER	Y	Y	Y	Y	Y	Y	Y	N	S-Y

Trustee	46	47							
BRZEZINSKI	Y	Y							
COONAN	M-Y	Y							
GOETZ	Y	Y							
GRAY	Y	Y							
GROMASKI	Y	Y							
KRYGIER	S-Y	M-Y							
MORSE	Y	Y							
PETT	Y	S-Y							
STARKWEATHER	Y	Y							

MEETING OF THE **BCERS** BOARD OF TRUSTEES COMMITTEE
May 10, 2016

IN THE BOARD OF COMMISSIONER'S CHAMBERS, LOCATED AT 515 CENTER AVENUE, 4TH FLOOR,
 BAY CITY, MI 48708

MEETING CALLED TO ORDER BY: CHAIRPERSON STEVE GRAY 1:30P.M.

RESOLUTIONS

TRUSTEE	2016-23	2016-18	2016-19	2016-20	2016-21	2016-22				
BRZEZINSKI	Y	M-Y	Y	Y	M-Y	Y				
COONAN	Y	Y	Y	Y	Y	M-Y				
GOETZ	S-Y	Y	Y	Y	S-Y	Y				
GRAY	Y	Y	Y	Y	Y	Y				
GROMASKI	Y	Y	S-Y	Y	Y	Y				
KRYGIER	M-Y	Y	Y	M-Y	Y	Y				
MORSE	Y	Y	Y	S-Y	Y	Y				
PETT	Y	S-Y	M-Y	Y	Y	S-Y				
STARKWEATHER	Y	Y	Y	Y	Y	Y				

CODE: M - MOVED; S - SUPPORTED; Y-YEA; N-NAY; A-ABSENT; E-EXCUSED

**BAY COUNTY RETIREMENT BOARD
6/14/2016
RESOLUTION**

BY: BAY COUNTY RETIREMENT BOARD

RESOLVED By the Bay County Retirement Board that the following reports are received:

1. PORTFOLIO VALUE - 1/1/16 - 5/31/16
2. CHANGE IN BOOK AND MARKET VALUE - 4/30/16
3. MONEY MANAGERS ON WATCH - NONE
4. MONEY MANAGER REPORTS
 - a. CORNERSTONE - ENDING 4/30/16
 - b. EAGLE ASSET MGMT - ENDING 4/30/16
 - d. HOTCHKIS & WILEY - ENDING 4/30/16
 - e. MACKAY SHIELDS - ENDING 4/30/16
 - f. MFS HERITAGE - ENDING 4/30/16
 - g. MFS INVESTMENT - ENDING /16
5. RECAPTURE SERVICES
 - a. ABEL/NOSER - SUMMARY ENDING 4/30/16
 - b. CAPIS - SUMMARY ENDING 4/30/16
6. NORTHERN TRUST SUMMARY EARNINGS -4/30/16
7. REFUNDS/RETIREMENTS -ENDING 5/31/16
8. BCERS YTD BUDGET REPORT - ENDING 5/31/16
9. APPROVED EXPENSES -5/31/16

STEVE GRAY, CHAIR
AND BOARD

MONTHLY REPORTS FEBRUARY

MOVED BY TRUSTEE _____
SUPPORTED BY TRUSTEE _____

TRUSTEE	Y	N	E	TRUSTEE	Y	N	E	TRUSTEE	Y	N	E
Richard Brzezinski				Steve Gray				Jon Morse			
Kim Coonan				Richard Gromaski				Matthew Pett			
Kristal Goetz				Ernie Krygier				Thomas Starkweather			

Vote Totals:
 Roll Call: Yeas _____ Nays _____ Excused _____
 Voice: Yeas _____ Nays _____ Excused _____
 Disposition: Adopted _____ Defeated _____ Withdrawn _____
 Amended _____ Corrected _____ Referred _____

RET.	2016	BARRING	CORNERSTONE	DENVER	EAGLE (EJLV)	GENEVA	HITCHKIS & WILEY	LOOMIS SAYLES	MACKAY SHIELDS	MFS	MFS INTL NATIONAL	INTEGRITY	SCHRODER	COLUMBIA	VANGUARD	PRISA	CASH	TOTAL
VENDOR #	69341	1530	464	20624	2880	4200	62402	30472	30472	4024	206972	00190	00327	44007				
JAN	26,293,359.90	9,549.37	8,024,569.78		9,137,770.44	19,317,122.12	8,843,010.65	35,826,694.74	12,045,416.39	31,368,773.03	24,387,024.29	18,703,644.28	25,440,447.89	27,919,505.11	28,992,907.66	10,204,968.00	2,118,603.07	288,213,359.69
FEB	26,478,395.80	9,724.10	7,983,427.70		8,466,632.78	18,429,552.58	7,745,292.81	35,982,113.98	12,118,530.94	30,801,024.66	23,447,311.75	18,310,761.32	25,285,539.05	28,067,691.20	28,943,986.38	10,492,136.00	3,590,989.69	286,130,124.60
MARCH	26,537,197.15	10,149.14	8,760,986.78		9,039,428.01	18,356,954.70	8,553,808.96	37,093,053.79	12,796,517.82	32,525,775.18	23,144,525.39	18,257,453.44	27,153,795.99	29,997,154.52	30,906,457.95	10,492,136.00	5,185,465.43	298,760,091.22
APRIL	26,550,263.68	10,165.72	8,539,439.80		9,194,415.00	18,433,022.68	8,635,510.45	37,718,228.09	13,045,771.83	32,389,182.35	24,828,194.61	18,620,664.90	27,366,757.32	30,654,357.79	31,026,396.89	10,693,192.00	3,962,112.72	301,669,473.83
MAY	26,562,219.04	9,828.33	8,789,939.91		9,397,770.03	19,016,525.74	8,536,977.58	37,670,659.73	13,193,476.59	33,351,798.79	25,081,638.99	19,066,924.49	27,721,210.17	31,257,251.67	31,591,730.62	10,693,192.00	2,594,037.53	304,607,191.40
JUNE																		0.00
JULY																		0.00
AUG																		0.00
SEPT																		0.00
OCT																		0.00
NOV																		0.00
DEC																		0.00
2016																		
1ST QTR	16,565.73		13,141.48		18,078.76	31,790.00	20,782.97	28,180.20	14,383.93	45,260.73	41,948.92	38,295.00	49,179.87	34,422.36				352,059.95
2ND QTR																		0.00
3RD QTR																		0.00
4TH QTR																		0.00
2014 YTD	16,565.73	0.00	13,141.48	0.00	18,078.76	31,790.00	20,782.97	28,180.20	14,383.93	45,260.73	41,948.92	38,295.00	49,179.87	34,422.36				352,059.95

Portfolio Statement

1 APR 16 - 30 APR 16

ACCOUNT NUMBER: 45765
ACCOUNT NAME: FAMILY CODE: FAM565

◆ Change in Book and Market Value

Page 1 of 138

	Cost	Market value	For more information
Opening balance	262,887,020.58	300,444,251.75	
Miscellaneous Cash Receipts	60,979.05	60,979.05	See funding & disbursement summary
Participant Contributions	171,067.98	171,067.98	See funding & disbursement summary
Sponsor Contributions	219,232.66	219,232.66	See funding & disbursement summary
Benefit Payment Redeposits	798.92	798.92	See funding & disbursement summary
Total receipts	452,078.61	452,078.61	See funding & disbursement summary
Benefit Payments / Beneficiary Payments	- 1,407,526.14	- 1,407,526.14	See funding & disbursement summary
Total disbursements	- 1,407,526.14	- 1,407,526.14	See funding & disbursement summary
Income received	324,882.87	324,882.87	See income & expense summary, cash activity detail
Expenses paid	- 274,122.02	- 274,122.02	See income & expense summary
Unrealized gain/loss change	0.00	1,538,230.45	See asset summary
Realized gain/loss	826,536.11	826,536.11	See realized gain/loss summary
Accrued income change	4,622.89	4,622.89	See income & expense summary
Closing balance	262,813,492.90	301,908,954.52	

Northern Trust

Generated by Northern Trust from periodic data on 13 May 16

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CORNERSTONE

PERFORMANCE HISTORY

Bay County Employees' Retirement System

U.S. REIT Strategy

Percent Total Return
Per Period

Time Period	4/30/2016	Portfolio		FTSE/NAREIT
		Gross	Net	Equity REIT Index
1 Month		-2.53%	-2.58%	-2.39%
YTD		2.55%	2.35%	3.47%
1 Year		7.82%	7.18%	7.86%
3 Year		9.13%	8.48%	7.25%
5 Year		10.98%	10.33%	10.12%
Inception (October 21, 2008)		15.95%	15.26%	14.09%



CORNERSTONE

April 30, 2016

Bay County Employees' Retirement System
U.S. REIT Strategy

Equity Holdings

Symbol	Description	Property Type	Shares	Cost	Cost Per Share	Closing Price 4/30/2016	Percentage of Portfolio	Market Value 4/30/2016	Dividend Yield
ACC	American Campus Communities In	Apartment	6,010	\$257,292	\$42.81	\$44.75	3.1%	\$268,948	3.6%
AV	Apartment Investment & Managem	Apartment	4,670	\$195,175	\$41.79	\$40.06	2.2%	\$187,080	3.3%
ESS	Essex Property Trust Inc	Apartment	1,420	\$320,642	\$225.80	\$220.45	3.7%	\$313,039	2.9%
CON	CyrusOne Inc	Data Center	6,420	\$281,610	\$43.86	\$44.13	3.3%	\$283,315	3.4%
DLR	Digital Realty Trust Inc	Data Center	3,820	\$289,254	\$75.72	\$87.98	3.9%	\$336,084	4.0%
EQIX	Equinix Inc	Data Center	1,060	\$317,315	\$299.35	\$330.35	4.1%	\$350,171	2.1%
DOC	Physicians Realty Trust	Healthcare	8,470	\$132,156	\$15.61	\$18.13	1.8%	\$153,561	5.0%
HCN	Welltower Inc	Healthcare	6,190	\$398,231	\$64.33	\$69.42	5.0%	\$429,710	5.0%
NHI	National Health Investors Inc	Healthcare	1,417	\$87,646	\$61.85	\$68.09	1.1%	\$96,484	5.3%
VTR	Ventas Inc	Healthcare	4,017	\$251,638	\$62.64	\$62.12	2.9%	\$249,536	4.7%
CLDT	Chatham Lodging Trust	Hotels	1,900	\$56,140	\$29.55	\$21.31	0.5%	\$40,489	6.2%
CHSP	Chesapeake Lodging Trust	Hotels	4,840	\$112,121	\$23.17	\$24.63	1.4%	\$119,209	6.5%
DRH	DiamondRock Hospitality Co	Hotels	6,690	\$87,501	\$13.08	\$8.91	0.7%	\$59,608	5.6%
FCH	FelCor Lodging Trust Inc	Hotels	18,960	\$183,458	\$9.68	\$7.16	1.6%	\$135,754	3.4%
HIT	Hilton Worldwide Holdings Inc	Hotels/Not Indexed	4,580	\$108,519	\$23.69	\$22.05	1.2%	\$100,989	1.3%
DRE	Duke Realty Corp	Industrial	9,810	\$199,230	\$20.31	\$21.87	2.5%	\$214,545	3.3%
FR	First Industrial Realty Trust	Industrial	3,780	\$86,055	\$22.77	\$22.94	1.0%	\$86,713	3.3%
PLD	Prologis Inc	Industrial	8,340	\$334,558	\$40.11	\$45.41	4.4%	\$378,719	3.7%
SUI	Sun Communities Inc	Manufactured Homes	2,850	\$196,232	\$68.85	\$67.87	2.3%	\$193,430	3.8%
BXP	Boston Properties Inc	Office	2,830	\$305,049	\$107.79	\$128.86	4.3%	\$364,674	2.0%
HIW	Highwoods Properties Inc	Office	3,680	\$139,280	\$37.85	\$46.73	2.0%	\$171,966	3.6%
KRC	Kirroy Realty Corp	Office	4,062	\$253,550	\$62.42	\$64.81	3.1%	\$263,258	2.2%
PGRE	Paramount Group Inc	Office	14,190	\$250,710	\$17.67	\$16.70	2.8%	\$236,973	2.3%
SLG	SL Green Realty Corp	Office	1,340	\$129,121	\$96.36	\$105.08	1.6%	\$140,807	2.7%
MAC	Macerich Co/The	Regional Mall	4,580	\$361,833	\$79.00	\$76.08	4.1%	\$348,446	3.6%
SPG	Simon Property Group Inc	Regional Mall	4,268	\$506,074	\$118.57	\$201.17	10.1%	\$858,594	3.2%
TCO	Taubman Centers Inc	Regional Mall	3,180	\$242,848	\$76.37	\$69.45	2.6%	\$220,851	3.4%
EXR	Extra Space Storage Inc	Self-Storage	3,280	\$270,751	\$82.55	\$84.95	3.3%	\$278,636	2.8%
PSA	Acadia Realty Trust	Self-Storage	1,490	\$348,022	\$233.57	\$244.81	4.3%	\$364,767	2.8%
AKR	Acadia Realty Trust	Shopping Centers	7,041	\$208,648	\$29.63	\$33.70	2.8%	\$237,282	3.0%
EQY	Equity One Inc	Shopping Centers	5,090	\$134,657	\$26.46	\$28.30	1.7%	\$144,047	3.1%
KIM	Kimco Realty Corp	Shopping Centers	8,120	\$205,590	\$25.32	\$28.12	2.7%	\$228,334	3.6%
REG	Regency Centers Corp	Shopping Centers	5,130	\$302,666	\$59.00	\$73.70	4.4%	\$378,081	2.7%
SKT	Tanger Factory Outlet Centers	Shopping Centers	3,730	\$123,266	\$33.05	\$35.08	1.5%	\$130,848	3.7%
Total Equities							98.0%	\$8364,947	3.4%
Total Cash & Cash Equivalents							2.0%	\$174,437	
Total Portfolio Value							100.0%	\$8,539,384	

Bay County Employees' Retirement System - 05231100
Portfolio Style: SmallCap Growth Equity

Portfolio Summary

	Month To Date	Year To Date
Beginning Market Value	9,039,381.73	10,188,378.45
Contributions	0.00	342.61
Withdrawals	-16.28	-625,514.62
Dividend and Interest Income	3,711.41	24,631.32
Change in Market Value	151,261.26	-393,499.64
Ending Market Value	9,194,338.12	9,194,338.12

Performance Summary

	MTD	QTD	YTD	1 Year	3 Years	5 Years	Annualized Since Inception
Gross	1.71	1.71	-2.57	-1.35	7.67	7.31	13.70
Net	1.51	1.51	-2.99	-2.17	6.70	6.39	12.75
RU20GRT ¹	1.00	1.00	-3.73	-8.27	8.50	7.15	14.34

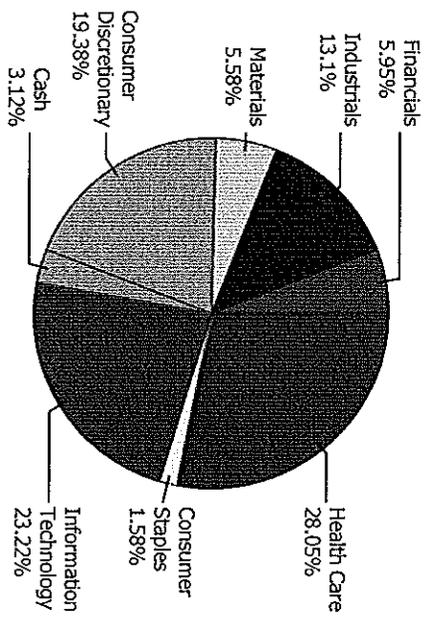
¹ Russell 2000 Growth Index

Performance is based on fiscal year end of portfolio

Top Ten Holdings

Security Description	Total Market Value	% of Market Value
UNIVERSAL ELECTRONICS INC	374,818.04	4.08%
QUAKER CHEMICAL CORP	227,726.42	2.48%
GENESCO INC	207,332.46	2.26%
NATUS MEDICAL INC	200,239.21	2.18%
IMPERVA INC	196,889.28	2.14%
VAIL RESORTS INC	194,071.08	2.11%
COHERENT INC	191,563.40	2.08%
WASTE CONNECTIONS INC	189,796.88	2.06%
MARTIN MARIETTA MATERIALS	189,029.91	2.06%
SYNOVUS FINANCIAL CORP	179,419.28	1.95%

Industry Weightings



BAY COUNTY EMPLOYEES' RETIREMENT SYSTEM

Small Cap Value

Total Market Value: \$8,635,458 (1.7% Cash)

Month Ended April 30, 2016

Performance Returns - Gross of Fees	Weighted Average Portfolio Characteristics		
	MTD	QTD	YTD
Portfolio - Total Return	0.96 %	0.96 %	-1.79 %
Russell 2000 Value Index	2.12	2.12	3.86
Russell 2000 Index	1.57	1.57	0.03
S&P 500 Index	0.39	0.39	1.74
Since Incept: 9.05 %			
Projected P/E (FY2)			
Price / Normal Earnings			
Price / Cash Flow			
Price / Book			
Dividend Yield			
Market Capitalization (mm)			
# of Holdings / 1-Yr Turnover			
Top and Bottom Five Contributors to Performance		Trading Data	
Avg Wgt	Ttl Ret	Cont.	Major Buy/Sell
First Niagara Finl Grp Inc.	3.58 %	9.09 %	0.31 %
Rush Enterprises Inc.	3.70	7.95	0.29
First BanCorp./Puerto Rico.	0.89	33.56	0.28
Xura Inc.	1.59	13.83	0.21
NRG Energy Inc.	1.30	16.30	0.20
Invacare Corp.	0.93 %	-14.57 %	-0.13 %
Ruby Tuesday Inc.	0.64	-18.22	-0.14
Great Plains Energy Inc.	6.00	-3.16	-0.20
Geo Grp Inc.	3.69	-5.77	-0.22
Office Depot Inc.	3.95	-17.18	-0.70
Performance Attribution			
Portfolio		Russell 2000 Value	
Avg Wgt	Equ. Ret.	Avg Wgt	Equ. Ret.
Information Technology	11.70 %	1.17 %	10.67 %
Industrials	24.42	3.21	11.92
Financials	29.29	2.05	42.95
Consumer Staples	0.00	0.00	3.62
Utilities	9.01	0.23	7.94
Telecommunication Services	0.00	0.00	0.89
Energy	2.47	10.69	4.34
Materials	3.88	2.84	3.64
Health Care	8.73	-2.51	4.25
Consumer Discretionary	10.50	-6.99	9.78
Allocation			
Sector	Stock	Total	End Wgt
Banks	-0.05	0.42	0.37
Insurance	0.04	0.19	0.23
Electric Utilities	0.03	0.05	0.08
Machinery	0.02	0.00	0.02
Specialty Retail	-0.03	0.03	0.00
Health Care Prov. & Svcs	-0.02	0.00	-0.02
Construction & Engineering	-0.21	-0.07	-0.28
Real Estate Inv. Trusts	0.03	-0.41	-0.39
Communications Equip.	0.11	-0.57	-0.46
Trading Cos & Distributors	-0.02	-0.68	-0.71
	-0.09	-1.05	-1.14

Top and Bottom Five Contributors to Performance			Trading Data		Top Ten Holdings - Total Portfolio	
Avg Wgt	Ttl Ret	Cont.	Major Buy/Sell	New buy/final sell	End Wgt	%
First Niagara Finl Grp Inc.	3.58 %	9.09 %	0.31 %	Office Depot Inc.	5.6	5.6 %
Rush Enterprises Inc.	3.70	7.95	0.29		4.5	
First BanCorp./Puerto Rico.	0.89	33.56	0.28		4.1	
Xura Inc.	1.59	13.83	0.21		4.0	
NRG Energy Inc.	1.30	16.30	0.20		3.7	
Invacare Corp.	0.93 %	-14.57 %	-0.13 %		3.7	
Ruby Tuesday Inc.	0.64	-18.22	-0.14		3.5	
Great Plains Energy Inc.	6.00	-3.16	-0.20		3.5	
Geo Grp Inc.	3.69	-5.77	-0.22		3.1	
Office Depot Inc.	3.95	-17.18	-0.70		3.1	
Top Ten Industries - Total Portfolio						
56 / 34%						
Great Plains Energy Inc.						
Horace Mann Educ. Corp.						
Office Depot Inc.						
Rush Enterprises Inc.						
First Niagara Finl Grp Inc.						
Masorite Intl Corp.						
Geo Grp Inc.						
Empo Inds. Inc.						
LifePoint Hospitals Inc.						
ARRIS Intl PLC						

Performance Attribution				Allocation		
Portfolio	Equ. Ret.	Avg Wgt	Equ. Ret.	Sector	Stock	Total
Information Technology	11.70 %	1.17 %	10.67 %	-0.05	0.42	0.37
Industrials	24.42	3.21	11.92	0.04	0.19	0.23
Financials	29.29	2.05	42.95	0.03	0.05	0.08
Consumer Staples	0.00	0.00	3.62	0.02	0.00	0.02
Utilities	9.01	0.23	7.94	-0.03	0.03	0.00
Telecommunication Services	0.00	0.00	0.89	-0.02	0.00	-0.02
Energy	2.47	10.69	4.34	-0.21	-0.07	-0.28
Materials	3.88	2.84	3.64	0.03	-0.41	-0.39
Health Care	8.73	-2.51	4.25	0.11	-0.57	-0.46
Consumer Discretionary	10.50	-6.99	9.78	-0.02	-0.68	-0.71
				-0.09	-1.05	-1.14

Returns are calculated using daily holding information, gross of fees. Performance attribution returns can differ from actual client portfolio returns due to data differences, cash flows, trading and other activity.

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BAY COUNTY EMPLOYEES RETIREMENT SYSTEM



Portfolio Composition and Performance — Account 1256
 April 30, 2016

Composition	Market Value	Percent of Total
Fixed Income	9,782,521	74.77
Equity	2,085,264	15.94
Cash & Equivalents	1,216,562	9.30
Total Portfolio	\$13,084,347	100.00%

Performance	Latest Month	Latest 3 Months	Year To Date	Latest 12 Months	3 Years Annualized	5 Years Annualized	Since 10/1/2003	Annualized Since 10/1/2003
	2.12%	8.06%	2.26%	-0.25%	7.86%	6.01%	115.08%	6.27%
	1.46%	6.43%	-0.13%	-6.02%	7.53%	6.73%	80.14%	4.79%
	1.46%	6.43%	-0.13%	-5.82%	N/A	N/A	N/A	N/A

Expressed in USD
 Note: Custom Benchmarks consist of BofAML All Convrt (Inc Mand) since 8/31/15. Previously, (I) was BofAML Convrt Inv Grade Bds (Inc Mand) Index and (II) was BofAML Convrt Inv Grade Bds (Inc Mand) 5% Cap Index.
 Past performance is not indicative of future results.

BAY COUNTY EMPLOYEES RETIREMENT SYSTEM



Summary Report — Account 1256
 April 30, 2016

	Total Cost	Percent at Cost	Yield at Cost	Market Value	Percent of Assets	Yield at Market	Annual Income
Bonds	9,241,337	83.24	1.36	9,748,897	74.51	1.29	125,556
Stocks	1,860,243	16.76	0.58	2,072,362	15.84	0.52	10,820
Cash & Equivalents	0	0.00		1,216,562	9.30	0.00	0
Accrued Income				46,517	0.36		
Accrual Adjustment for Unsettled Trades				9	0.00		
	<u>\$11,101,580</u>	<u>100.00%</u>	<u>1.23</u>	<u>\$13,084,347</u>	<u>100.00%</u>	<u>1.05</u>	<u>\$136,376</u>

Bay County Employees' Retirement System

MFS® Heritage Trust Company CIT - MFS International Growth Fund
(Class 1 Shares)



30 April 2016

Performance results (%) class 1 shares net of expenses (USD)	Portfolio	Benchmark ^A	Excess returns
April 2016	0.94	1.52	-0.58
2016 YTD	2.77	1.18	1.59
1 year	-4.71	-8.68	3.97
Since client inception (06-Aug-14)	-0.40	-2.51	2.11

Source for benchmark performance: SPAR, FactSet Research Systems Inc.

All periods greater than one year are annualized.

Past performance is no guarantee of future results.

For periods prior to the inception date of a unit class, performance information shown for such class is based on the performance of an older class of units that dates back to the Fund's inception, as adjusted to reflect differences in fees paid and expenses incurred by the newer class.

Net of expenses performance does not include management fees.

^A MSCI All Country World (ex-US) Growth Index (net div)

Performance results reflect any applicable expense subsidies and waivers in effect during the periods shown. Without such subsidies and waivers the fund's performance results would be less favorable. All results are historical and assume the reinvestment of dividends and capital gains.

Asset summary (USD)

Beginning value as of 31-Mar-16	24,828,193
Contributions	0
Withdrawals	0
Change in market value	+233,444
Ending value as of 30-Apr-16	25,061,638

Characteristics	Portfolio	Benchmark ^{AA}
IBES long-term EPS growth - weighted median ¹	8.5%	9.2%
Price/earnings (12 months forward ex-negative earnings) - weighted median	18.7x	17.9x
Return on invested capital - weighted median	12.4%	10.8%
Market capitalization (USD) ²	38.3 bn	25.9 bn
Number of holdings	83	1,058
Trailing 1 year turnover ³	24%	--
Barra predicted tracking error ⁴	3.10%	--

¹ Source: Thomson Reuters

² Weighted median.

³ (Lesser of Purchase or Sales)/Average Month End Market Value

⁴ Source: Barra

No forecasts can be guaranteed.

Portfolio characteristics are based on equivalent exposure, which measures how a portfolio's value would change due to price changes in an asset held either directly or, in the case of a derivative contract, indirectly. The market value of the holding may differ.

Top 10 issuers	Sector
ROCHE HOLDINGS AG	Health Care
NESTLE SA	Consumer Staples
DANONE	Consumer Staples
ACCENTURE PLC	Special Products & Services
TAIWAN SEMICONDUCTOR MANUFACTURING COMPANY LIMITED	Technology
AIA GROUP LTD	Financial Services
NOVARTIS AG	Health Care
UBS GROUP AG	Financial Services
LVMH MOET HENNESSY	Retailing
CANADIAN NATIONAL RAILWAY CO	Transportation

Sectors (%)	Portfolio	Benchmark ^{AA}
Consumer Staples	19.1	15.6
Health Care	15.7	12.1
Technology	13.0	11.7
Financial Services	11.3	14.5
Special Products & Services	8.7	4.8
Industrial Goods & Services	8.2	5.4
Basic Materials	7.1	5.5
Retailing	5.9	7.6
Leisure	4.6	4.7
Transportation	2.5	4.4
Autos & Housing	1.1	5.6
Energy	1.0	1.4
Utilities & Communications	0.7	6.8

Regions (%)	Portfolio	Benchmark ^{AA}
Europe ex-U.K.	47.4	35.0
United Kingdom	17.7	11.8
Emerging Markets	11.8	20.8
Japan	7.9	16.9
North America	7.6	6.3
Asia/Pacific ex-Japan	5.1	8.7
Developed - Middle East/Africa	1.5	0.5

1.1% Cash & cash equivalents

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MFS Heritage Trust Company

^{AA} MSCI All Country World (ex-US) Growth Index

FOR MORE INFORMATION CONTACT

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Thomas Shanley, Client Service Manager
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Email: tshanley@mfs.com



MFS HERITAGE TRUST COMPANY
 111 Huntington Avenue, Boston, Massachusetts 02199

MFS HERITAGE TRUST COMPANY

Account Statement
 04/01/2016 - 04/30/2016
 Page 1 of 2

Registration: BAY COUNTY EMPLOYEES' RETIREMENT SYSTEM
 (BCERS)

Account Number: 193

PETER BROWN
 C/O THE BOGDAHNS GROUP
 5000 ROCKSIDE RD, STE 320
 INDEPENDENCE, OH 44131

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Account Summary - Period

Fund Name	04/30/2016 NAV	Beginning Market Value	Period Purchases	Period Redemptions	Ending Units	Ending Market Value
MFS INTERNATIONAL GROWTH FUND CL 1	\$126.68	\$24,828,193.36	\$0.00	(\$0.00)	197,834,210	\$25,061,637.72
Account Total		\$24,828,193.36				\$25,061,637.72

Account Summary - YTD

Fund Name	YTD Purchases	YTD Redemptions	Account Inception
MFS INTERNATIONAL GROWTH FUND CL 1	\$0.00	(\$0.00)	08/06/14

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BAY COUNTY EMPLOYEES' RETIREMENT SYSTEM



MFS HERITAGE TRUST COMPANY
111 Huntington Avenue, Boston, Massachusetts 02199

MFS HERITAGE TRUST COMPANY

Account Statement
04/01/2016 - 04/30/2016
Page 2 of 2

Transaction History

Trade Date	Transaction Type	Gross Amount	Net Amount	NAV	Transaction Units	Total Units
MFS INTERNATIONAL GROWTH FUND CL 1						
— There are no transactions for this section —						

Message

Please contact your MFS relationship team for any questions regarding your account statement or transaction confirm.

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Bay County Employees' Retirement System

MFS® Heritage Trust Company CIT - MFS International Growth Fund

Class 1 Shares

Report as of 30 April 2016

Performance results (%) class 1 shares net of expenses (USD)

Period	Portfolio net	Benchmark ^a	Excess ^a
April	0.94	1.52	-0.58
1Q 2016	1.81	-0.34	2.14
2016 YTD	2.77	1.18	1.59
1 year	-4.71	-8.68	3.97
Since client inception (06-Aug-14)	-0.40	-2.51	2.10

Source for benchmark performance: SPAR, FactSet Research Systems Inc.

All periods greater than one year are annualized.

Past performance is no guarantee of future results.

For periods prior to the inception date of a unit class, performance information shown for such class is based on the performance of an older class of units that dates back to the Fund's inception, as adjusted to reflect differences in fees paid and expenses incurred by the newer class.

Net of expenses performance does not include management fees.

^a MSCI All Country World (ex-US) Growth Index (net div)

^{aa} Excess return net vs benchmark (%)

FOR EXISTING INSTITUTIONAL CLIENT USE ONLY.

MFS Heritage Trust Company

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MFJ Full Holdings Report

MFJ - MFJ Heritage Trust Company Collective

Currency: USD



ISIN	Company Name	Current	USD	ISIN	Company Name	Current	USD	ISIN	Company Name	Current	USD	ISIN	Company Name	Current	USD	
000000	AGRIUM	44.00	195,290	0198102370	AGRIUM	0.70	0.70	5100.52	Basic Materials	Capital Goods	0.70	0.70	0231327	AGRIUM	0.70	0.70
000000	AGRIUM	44.00	195,290	0198102370	AGRIUM	0.70	0.70	5100.52	Basic Materials	Capital Goods	0.70	0.70	0231327	AGRIUM	0.70	0.70
000000	AGRIUM	44.00	195,290	0198102370	AGRIUM	0.70	0.70	5100.52	Basic Materials	Capital Goods	0.70	0.70	0231327	AGRIUM	0.70	0.70
000000	AGRIUM	44.00	195,290	0198102370	AGRIUM	0.70	0.70	5100.52	Basic Materials	Capital Goods	0.70	0.70	0231327	AGRIUM	0.70	0.70
000000	AGRIUM	44.00	195,290	0198102370	AGRIUM	0.70	0.70	5100.52	Basic Materials	Capital Goods	0.70	0.70	0231327	AGRIUM	0.70	0.70

Portfolio characteristics reflect to market value, and is not based on equivalent exposure, which may differ.

Run Date:



Bay County Employees' Retirement System - Growth Equity

BCS

Valuation Summary	30-Apr-16		Portfolio Currency: USD		Total Value
	Cost	Market Value	Accrued Income	Total Value	
CASH	646,694.60	646,694.60	0.00	646,694.60	2.00 %
COMMON STOCK	23,939,554.04	31,431,818.77	12,106.32	31,443,925.09	97.08 %
ADR	303,454.67	297,997.27	0.00	297,997.27	.92 %
	24,899,703.31	32,376,510.64	12,106.32	32,388,616.96	100.00 %
Accrued Income:		12,106.32			
Total Value:		32,388,616.96			

This report contains trade date position values, calculated by MFS. This is not the official book of record for the account. Cash is a net cash balance comprised of cash on deposit, and payables and receivables that have not settled.

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Bay County Employees' Retirement System
 Growth Equity
 Report as of 30 April 2016

Performance results (%) gross and net of fees (USD)

Period	Portfolio gross	Portfolio net	Benchmark ^a	Excess ^{a,b}
April	-0.42	-0.47	-0.91	0.44
1Q 2016	-1.59	-1.73	0.74	2.47
2016 YTD	-2.01	-2.19	-0.18	-2.01
1 year	2.40	1.80	1.07	0.72
3 year	13.17	12.50	12.47	0.03
Since client inception (04-Sep-12)	14.94	14.25	13.74	0.51

Source for benchmark performance: SPAR, FactSet Research Systems Inc.

All periods greater than one year are annualized.

Past performance is no guarantee of future results.

^a Russell 1000 Growth Index

^b Excess return net vs benchmark (%)

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MFS Institutional Advisors, Inc.



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 New York, NY 10004-1405
 phone:646.432.4000 800.322.2610
 fax: 212.363.7571
 website: www.abelnoser.com>

Ms. Crystal Herbert
 Bay County Financial Officer
 Bay County Retirement System
 515 Center Avenue
 Suite 701
 Bay City, MO 48708

Date 5/17/2016
 Page 1 of 2

Commission Program Review
 Rep: MARY DAVIDSON

Month Summary: BAY COUNTY EMPLOYEES RETIREMENT SYSTEM

Period: April 1, 2016 To April 30, 2016

	<u>April 2016</u>	<u>Year To Date</u>
Opening Balance:	\$0.00	\$0.00*
Commission:	\$3.00	\$121.17
Credit:	\$0.00	\$0.00
Payments:	\$0.00	\$0.00
Adjustments:	\$0.00	\$0.00
Ending Balance:	\$0.00	\$0.00

**Previous Year's closing balance*

Manager Commission Summary

	<u>April 2016 Commission</u>	<u>April 2016 Credit</u>	<u>Year to Date Commission</u>	<u>Year to Date Credit</u>
HOTCHKIS & WILEY	\$3.00	\$0.00	\$121.17	\$0.00
Total:	\$3.00	\$0.00	\$121.17	\$0.00

Are you considering making a portfolio change soon? Contact your Abel Noser representative or Transitions@abelnoser.com for information about our Transition Service which was rated #1 in the 'Overall Service' category in the 2013 aiCIO Global TM Survey.

In order to comply with ERISA; It is our understanding that the monies disbursed from your commission recapture account are for the exclusive benefit of the plan's participants and their beneficiaries. Please contact us if you see there are any exceptions to this compliance.

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 fax: 212.363.7571
 website: www.abelnoser.com>

Date 5/17/2016
 Page 2 of 2

Commission Program Review
 Rep: MARY DAVIDSON

Trade Details: BAY COUNTY EMPLOYEES RETIREMENT SYSTEM

Period: April 1, 2016 To April 30, 2016

Account: 1122-BAY COUNTY EMPL RET SYSTEM/ HOTCHKIS EAN71916

<u>trade date</u>	<u>side</u>	<u>ticker</u>	<u>security description</u>	<u>share</u>	<u>commission</u>	<u>credit</u>	<u>cumulation</u>
							<u>credit</u>
04/20/16	S	GXP	GREAT PLAINS ENERGY INC COM	300	\$3.00	\$0.00	\$0.00
Account Total:				300	\$3.00	\$0.00	
Grand Total:				300	\$3.00	\$0.00	

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Dallas, Texas 75201

214.720.0055
800.247.6729

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Bay County Employees' Ret. Sys.

CAPIS Account: 10263

Settlement Month Ending: 4/30/2016

TOTAL COMMISSION

COMMISSION ALLOCATION

	April	YTD
Beginning Balance		
U.S. Equity	131.89	1,170.33
International Equity	-	-
Fixed Income	-	-
International Fixed Income	-	-
New Issues	-	-
Options	-	-
Futures	-	-
Foreign Currency	-	-
Syndicates	-	-
U.S. Correspondent Equity	36.93	2,008.34
Recapture Subtotals	\$ 168.82	\$ 3,178.67
Execution	\$ 0.00	\$ 0.00
Directed	\$ 0.00	\$ 0.00
Correspondent Broker/Dealer	\$ 0.00	\$ 0.00
Total	\$ 168.82	\$ 3,178.67

	April	YTD	April	YTD
Execution	33.99	299.57		
Recapture			19.70	1,069.00
U.S. Equity	17.23	939.34		
International Equity				
Fixed Income				
International Fixed Income				
New Issues				
Options				
Futures				
Foreign Currency				
Syndicates				
U.S. Correspondent Equity	17.23	939.34	19.70	1,069.00
Recapture Subtotals	\$ 51.22	\$ 1,238.91	\$ 117.60	\$ 1,939.76
Execution	\$ 0.00	\$ 0.00		
Directed	\$ 0.00	\$ 0.00		
Correspondent Broker/Dealer	\$ 0.00	\$ 0.00		
Total	\$ 51.22	\$ 1,238.91	\$ 117.60	\$ 1,939.76

Total Earned	\$ 117.60	\$ 1,939.76
Total Redeemed	\$ 884.63	\$ 1,998.17
Balance as of 4/30/2016	\$ 117.60	\$ 117.60

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Bay County Employees' Ret. Sys.

CAPIS Account: 10263

Settlement Month Ending: 4/30/2016

Summary of Segregated Account Detail

	April	YTD
Payment from Segregated Account	\$ 884.63	\$ 1,999.17
	\$ 884.63	\$ 1,999.17

Segregated Account Detail

Service Period	Comments/Notes	Vendor Invoice #	Date Paid	April	Prior Months	YTD	Mixed Use %
Payment from Segregated Account							
December 2015	Commission Recapture	305624Bay Count	01/15/2016		\$ 177.01		
January 2016	Commission Recapture	306237Bay Count	02/12/2016		\$ 381.33		
February 2016	Commission Recapture	306725Bay Count	03/15/2016		\$ 556.20		
March 2016	Commission Recapture	307305Bay Count	04/15/2016	\$ 884.63			
	Payment from Segregated Account Total			\$ 884.63	\$ 1,114.54	\$ 1,999.17	
	Grand Total			\$ 884.63	\$ 1,114.54	\$ 1,999.17	

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Account Executive: Jon Lantz
Phone: (214) 978-4778

Sales Assistant: Christilla Moreno
Phone: (214) 978-4743

Securities Lending

Summary Earnings Report for MR

FAMILY CODE FAM8765

From Apr. 1, 2016 To Apr. 30, 2016

Page 1 of 6

	US FIXED	US EQUITY	GLOBAL FIXED	GLOBAL EQUITY	TOTAL
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ACCOUNT NUMBER : 2608694

ACCOUNT NAME : *BAYCO - COLUMBIA MANAGEMENT

CURRENCY : USD

OPEN CASH	0.00	3,696.47	0.00	0.00	3,696.47
TERM CASH	0.00	0.00	0.00	0.00	0.00
NON CASH	0.00	0.00	0.00	0.00	0.00
DEAL STOCKS	0.00	0.00	0.00	0.00	0.00
EXCLUSIVES	0.00	0.00	0.00	0.00	0.00
GROSS EARNINGS	0.00	3,696.47	0.00	0.00	3,696.47
TOTAL REBATES	0.00	1,370.02	0.00	0.00	1,370.02
COMMISSIONS	0.00	0.00	0.00	0.00	0.00
CLIENT EARNINGS	0.00	2,326.45	0.00	0.00	2,326.45
BANK FEES	0.00	697.34	0.00	0.00	697.34
NET INCOME	0.00	1,629.11	0.00	0.00	1,629.11

ACCOUNT NUMBER : 2618668

ACCOUNT NAME : *BAYCO - BAIRD -SL

CURRENCY : USD

OPEN CASH	1,006.87	0.00	0.00	0.00	1,006.87
TERM CASH	0.00	0.00	0.00	0.00	0.00
NON CASH	25.06	0.00	0.00	0.00	25.06
DEAL STOCKS	0.00	0.00	0.00	0.00	0.00
EXCLUSIVES	0.00	0.00	0.00	0.00	0.00
GROSS EARNINGS	1,031.93	0.00	0.00	0.00	1,031.93
TOTAL REBATES	674.75	0.00	0.00	0.00	674.75
COMMISSIONS	0.00	0.00	0.00	0.00	0.00
CLIENT EARNINGS	357.18	0.00	0.00	0.00	357.18
BANK FEES	107.09	0.00	0.00	0.00	107.09
NET INCOME	250.09	0.00	0.00	0.00	250.09

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Securities Lending
Summary Earnings Report for MR
FAMILY CODE FAM8765
 From Apr. 1, 2016 To Apr. 30, 2016

	US FIXED	US EQUITY	GLOBAL FIXED	GLOBAL EQUITY	TOTAL
--	----------	-----------	--------------	---------------	-------

ACCOUNT NUMBER : 2622490					
ACCOUNT NAME : *BAYCO - MACKAY SHIELDS -SL					
CURRENCY : USD					
OPEN CASH	1,304.42	376.57	146.09	84.39	1,911.47
TERM CASH	0.00	0.00	0.00	0.00	0.00
NON CASH	158.82	0.00	0.00	0.00	158.82
DEAL STOCKS	0.00	0.00	0.00	0.00	0.00
EXCLUSIVES	0.00	0.00	0.00	0.00	0.00
GROSS EARNINGS	1,463.24	376.57	146.09	84.39	2,070.29
TOTAL REBATES	-167.59	-61.64	62.91	33.51	-132.81
COMMISSIONS	0.00	0.00	0.00	0.00	0.00
CLIENT EARNINGS	1,630.83	438.21	83.18	50.88	2,203.10
BANK FEES	488.97	131.27	24.93	15.23	660.40
NET INCOME	1,141.86	306.94	58.25	35.65	1,542.70

ACCOUNT NUMBER : 2622536

ACCOUNT NAME : *BAYCO - HOTCHKIS & WILEY -SL

CURRENCY : USD

OPEN CASH	0.00	2,154.83	0.00	563.78	2,718.61
TERM CASH	0.00	0.00	0.00	0.00	0.00
NON CASH	0.00	1.66	0.00	0.00	1.66
DEAL STOCKS	0.00	0.00	0.00	0.00	0.00
EXCLUSIVES	0.00	0.00	0.00	0.00	0.00
GROSS EARNINGS	0.00	2,156.49	0.00	563.78	2,720.27
TOTAL REBATES	0.00	859.06	0.00	230.44	1,089.50
COMMISSIONS	0.00	0.00	0.00	0.00	0.00
CLIENT EARNINGS	0.00	1,297.43	0.00	333.34	1,630.77
BANK FEES	0.00	385.97	0.00	99.39	485.36
NET INCOME	0.00	911.46	0.00	233.95	1,145.41

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Securities Lending
Summary Earnings Report for MR
FAMILY CODE FAM8765
 From Apr 1, 2016 To Apr 30, 2016

	US FIXED	US EQUITY	GLOBAL FIXED	GLOBAL EQUITY	TOTAL
--	----------	-----------	--------------	---------------	-------

ACCOUNT NUMBER : 2641401					
ACCOUNT NAME : *BAYCO - LDOOMIS SAYLES -SL					
CURRENCY : USD					
OPEN CASH	1,662.01	0.00	593.80	0.00	2,255.81
TERM CASH	0.00	0.00	0.00	0.00	0.00
NON CASH	18.93	0.00	0.12	0.00	19.05
DEAL STOCKS	0.00	0.00	0.00	0.00	0.00
EXCLUSIVES	0.00	0.00	0.00	0.00	0.00
GROSS EARNINGS	1,680.94	0.00	593.92	0.00	2,274.86
TOTAL REBATES	527.17	0.00	106.96	0.00	634.13
COMMISSIONS	0.00	0.00	0.00	0.00	0.00
CLIENT EARNINGS	1,153.77	0.00	486.96	0.00	1,640.73
BANK FEES	344.82	0.00	145.81	0.00	490.63
NET INCOME	808.95	0.00	341.15	0.00	1,150.10

ACCOUNT NUMBER : 26419057

ACCOUNT NAME : *BAYCO GENEVA CAPITAL MGMT -SL

CURRENCY : USD

OPEN CASH	0.00	4,296.70	0.00	180.90	4,477.60
TERM CASH	0.00	0.00	0.00	0.00	0.00
NON CASH	0.00	0.00	0.00	0.00	0.00
DEAL STOCKS	0.00	0.00	0.00	0.00	0.00
EXCLUSIVES	0.00	0.00	0.00	0.00	0.00
GROSS EARNINGS	0.00	4,296.70	0.00	180.90	4,477.60
TOTAL REBATES	0.00	1,579.91	0.00	76.05	1,655.96
COMMISSIONS	0.00	0.00	0.00	0.00	0.00
CLIENT EARNINGS	0.00	2,716.79	0.00	104.85	2,821.64
BANK FEES	0.00	814.03	0.00	31.39	845.42
NET INCOME	0.00	1,902.76	0.00	73.46	1,976.22

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Securities Lending
Summary Earnings Report for MR
FAMILY CODE FAM8765
 From Apr. 1, 2016 To Apr 30, 2016

	US FIXED	US EQUITY	GLOBAL FIXED	GLOBAL EQUITY	TOTAL
--	----------	-----------	--------------	---------------	-------

ACCOUNT NUMBER : 2653308					
ACCOUNT NAME : *BAYCO - INTEGRITY -SL					
CURRENCY : USD					
OPEN CASH	0.00	3,674.14	0.00	176.46	3,850.60
TERM CASH	0.00	0.00	0.00	0.00	0.00
NON CASH	0.00	7.85	0.00	0.00	7.85
DEAL STOCKS	0.00	0.00	0.00	0.00	0.00
EXCLUSIVES	0.00	0.00	0.00	0.00	0.00
GROSS EARNINGS	0.00	3,681.99	0.00	176.46	3,858.45
TOTAL REBATES	0.00	1,434.97	0.00	73.55	1,508.52
COMMISSIONS	0.00	0.00	0.00	0.00	0.00
CLIENT EARNINGS	0.00	2,247.02	0.00	102.91	2,349.93
BANK FEES	0.00	672.28	0.00	30.80	703.08
NET INCOME	0.00	1,574.74	0.00	72.11	1,646.85

ACCOUNT NUMBER : 2653296

ACCOUNT NAME : *BAYCO - CORNERSTONE REALES-SL

CURRENCY : USD

OPEN CASH	0.00	1,983.02	0.00	0.00	1,983.02
TERM CASH	0.00	0.00	0.00	0.00	0.00
NON CASH	0.00	0.00	0.00	0.00	0.00
DEAL STOCKS	0.00	0.00	0.00	0.00	0.00
EXCLUSIVES	0.00	0.00	0.00	0.00	0.00
GROSS EARNINGS	0.00	1,983.02	0.00	0.00	1,983.02
TOTAL REBATES	0.00	829.36	0.00	0.00	829.36
COMMISSIONS	0.00	0.00	0.00	0.00	0.00
CLIENT EARNINGS	0.00	1,153.66	0.00	0.00	1,153.66
BANK FEES	0.00	345.17	0.00	0.00	345.17
NET INCOME	0.00	808.49	0.00	0.00	808.49

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Securities Lending
Summary Earnings Report for MR
FAMILY CODE FAM8765
 From Apr. 1, 2016 To Apr 30, 2016

	US FIXED	US EQUITY	GLOBAL FIXED	GLOBAL EQUITY	TOTAL
--	----------	-----------	--------------	---------------	-------

ACCOUNT NUMBER : 2695063					
ACCOUNT NAME : *BAYCO - MFS INVESTMENTS -SL					
CURRENCY : USD					
OPEN CASH	0.00	3,629.97	0.00	87.27	3,717.24
TERM CASH	0.00	0.00	0.00	0.00	0.00
NON CASH	0.00	19.22	0.00	0.00	19.22
DEAL STOCKS	0.00	0.00	0.00	0.00	0.00
EXCLUSIVES	0.00	0.00	0.00	0.00	0.00
GROSS EARNINGS	0.00	3,649.19	0.00	87.27	3,736.46
TOTAL REBATES	0.00	1,395.40	0.00	-89.04	1,306.36
COMMISSIONS	0.00	0.00	0.00	0.00	0.00
CLIENT EARNINGS	0.00	2,253.79	0.00	176.31	2,430.10
BANK FEES	0.00	675.16	0.00	52.74	727.90
NET INCOME	0.00	1,578.63	0.00	123.57	1,702.20

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ACCOUNT NUMBER : 2695063					
ACCOUNT NAME : *BAYCO - EAGLE ASSET -SL					
CURRENCY : USD					
OPEN CASH	0.00	3,265.36	0.00	95.49	3,360.85
TERM CASH	0.00	0.00	0.00	0.00	0.00
NON CASH	0.00	205.89	0.00	0.00	205.89
DEAL STOCKS	0.00	0.00	0.00	0.00	0.00
EXCLUSIVES	0.00	0.00	0.00	0.00	0.00
GROSS EARNINGS	0.00	3,471.25	0.00	95.49	3,566.74
TOTAL REBATES	0.00	587.48	0.00	40.76	628.24
COMMISSIONS	0.00	0.00	0.00	0.00	0.00
CLIENT EARNINGS	0.00	2,883.77	0.00	54.73	2,938.50
BANK FEES	0.00	861.64	0.00	16.22	877.86
NET INCOME	0.00	2,022.13	0.00	38.51	2,060.64

Securities Lending

Summary Earnings Report for MR

FAMILY CODE FAM8765

From Apr. 1, 2016 To Apr 30, 2016

	US FIXED	US EQUITY	GLOBAL FIXED	GLOBAL EQUITY	TOTAL
GRAND TOTAL					
CURRENCY : USD					
OPEN CASH	3,973.30	23,077.06	739.89	1,188.29	28,978.54
TERM CASH	0.00	0.00	0.00	0.00	0.00
NON CASH	202.81	234.62	0.12	0.00	437.55
DEAL STOCKS	0.00	0.00	0.00	0.00	0.00
EXCLUSIVES	0.00	0.00	0.00	0.00	0.00
GROSS EARNINGS	4,176.11	23,311.68	740.01	1,188.29	29,416.09
TOTAL REBATES	1,034.33	7,994.56	169.87	365.27	9,564.03
COMMISSIONS	0.00	0.00	0.00	0.00	0.00
CLIENT EARNINGS	3,141.78	15,317.12	570.14	823.02	19,852.06
BANK FEES	940.88	4,582.86	170.74	245.77	5,940.25
NET INCOME	2,200.90	10,734.26	399.40	577.25	13,911.81

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Although this report has been prepared using information believed to be reliable, it may contain information provided by third parties or derived from third party information, and/or information that may have been obtained from, categorized or otherwise reported based upon client direction. The Northern Trust Company does not guarantee the accuracy, timeliness or completeness of any such information. The information included in this report is intended to assist clients with their financial reporting needs, but you must consult with your accountants, auditors and/or legal counsel to ensure your accounting and financial reporting complies with applicable laws, regulations and accounting guidance. The Northern Trust Company and its affiliates shall have no responsibility for the consequences of investment decisions made in reliance on information contained in this report.

Northern Trust

REFUNDS: FOR THE MONTH ENDED:

May 31, 2016

EMPLOYEE/BENEFICIARY	CONTRIBUTIONS	PROCESSED	DEPARTMENT	TERMINATION
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TOTAL REFUNDS: \$ -

NEW RETIREE	CONTRIBUTIONS TRANSFERRED	RETIREMENT GROUP/ COUNTY DEPT	EFFECTIVE DATE
Patricia Worth	\$ 28,828.89	General	2/28/2015
Ann Briggs	\$ 32,288.28	General	5/2/2015
Paul Cormier	\$ 24,131.35	General	6/30/2015
Barbara Rahn (Gregory Licht)	\$ 20,713.41	General	11/1/2015
Susan Guc	\$ 61,621.11	General/ Health Dept	4/23/2016
Charles Suchodolski	\$ 90,311.56	DWS	4/30/2016
John Babiarz	\$ 114,689.17	Sheriff	5/1/2016
Rodney Holliday	\$ 40,674.32	BMCF	5/13/2016

DECEASED EMPLOYEE/ RETIREE	BENEFICIARY	REFUND/ PENSION	DATE OF DEATH	DIVISION/ DEPARTMENT
Gail Phillips	-		3/5/2015	General
Arlene Bond	-		3/5/2015	General
Genevieve Gorzinski	-		3/12/2015	BMCF
William Raushi	-		3/26/2015	General
Gary Stanley	-		7/24/2015	General
Edward Griffith	-		10/22/2015	BMCF
Dolores Botzau	-		5/8/2016	Road
Ronald Mattison	-		5/14/2016	General
Maureen Foucault	-		5/24/2016	General
Robert Elliot	-		5/30/2016	Sheriff

NO REFUNDS EMPLOYEE NAME	ACCUMULATED CONTRIBUTIONS	UNION GROUP	DATE TERMINATED
TAWIL, MIRIAM	\$ 6,044.74	BMC RN/LPN	4/28/2016
SPILLER, KELLY	\$ 533.86	BMC GEN UNIT	4/20/2016
POZENEL, KAYLA	\$ 8,251.33	BMC USW	4/28/2016
HUMES, TERESA	\$ 10,509.52	BMC RN/LPN	4/27/2016
EBELT, CARRIE	\$ 1,494.37	BMC RN/LPN	4/28/2016
CALLAHAN, JILL	\$ 630.55	BMC USW	4/20/2016
FEINAUER, KIRK	\$ 2,801.49	BMC USW	5/13/2016
WORLEY, SAMUEL	\$ 103.95	GEN	4/4/2016
KRUSE, JOSEPH	\$ 6,585.03	BMC	5/9/2016
	<u>\$ 30,910.10</u>		

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ACCOUNTS FOR: RETIREMENT SYSTEM FUND ORIGINAL APPROV TRANSFRS/ ADJUSTMTS REVISED BUDGET YTD ACTUAL ENCUMBRANCES AVAILABLE BUDGET PCT USED

73127400 RETIREMENT BOARD

RA FUND BALANCE, NET AS

73127400 40001	FUND BALANCE	0	.00	.00	.00	.00	.00	.00	-1,100,000.00	.00	.00
73127400 40003	FUND BALANCE-RESRVS	0	.00	.00	.00	.00	.00	.00	-10,322.84	.00	20.68*
73127400 40004	NET ASSETS - RESERVY	4,601,447	.00	4,601,447.00	.00	.00	.00	.00	-46,494.79	.00	22.58*
TOTAL FUND BALANCE, NET AS		4,601,447	.00	4,601,447.00	.00	.00	.00	.00	4,601,447.00	.00	.00

RJ LOCAL UNIT CONTRIBUT

73127400 59401	ER CONTR-BEHAVE,HEA	-1,100,000	.00	-1,100,000.00	.00	.00	.00	.00	-1,100,000.00	.00	.00
73127400 59402	ER CONTR-MOSQUITO C	-13,000	.00	-13,000.00	.00	.00	.00	.00	-10,322.84	.00	20.68*
73127400 59403	ER CONTR-HEALTH FUN	-60,000	.00	-60,000.00	.00	.00	.00	.00	-46,494.79	.00	22.58*
73127400 59404	ER CONTR-ROAD COMM	-550,000	.00	-550,000.00	.00	.00	.00	.00	-550,000.00	.00	.00
73127400 59405	ER CONTR-LIBRARY	-180,000	.00	-180,000.00	.00	.00	.00	.00	-174,628.71	.00	3.08*
73127400 59406	ER CONTR-GOLF COURS	-5,000	.00	-5,000.00	.00	.00	.00	.00	-4,038.48	.00	19.28*
73127400 59407	ER CONTR-GENERAL FU	-375,000	.00	-375,000.00	.00	.00	.00	.00	-284,387.95	.00	24.28*
73127400 59408	ER CONTR-GENERAL FU	-375,000	.00	-375,000.00	.00	.00	.00	.00	-340,111.15	.00	9.38*
73127400 59409	ER CONTR-DMS	-45,000	.00	-45,000.00	.00	.00	.00	.00	-35,448.04	.00	21.28*
73127400 59410	ER CONTR-911 SERVIC	-40,000	.00	-40,000.00	.00	.00	.00	.00	-30,894.98	.00	22.88*
73127400 59411	ER CONTR-CHILD CARE	-43,000	.00	-43,000.00	.00	.00	.00	.00	-32,554.71	.00	24.38*
73127400 59412	ER CONTR-DIV ON AGI	-1,900	.00	-1,900.00	.00	.00	.00	.00	-1,673.05	.00	11.98*
73127400 59413	ER CONTR-RETIRE SYS	-3,000	.00	-3,000.00	.00	.00	.00	.00	-3,000.00	.00	.00
73127400 59414	ER CONTR-HOMELAND S	-2,000	.00	-2,000.00	.00	.00	.00	.00	-1,511.63	.00	24.48*
73127400 59415	ER CONTR-GYPSY WOTH	-2,000	.00	-2,000.00	.00	.00	.00	.00	-1,171.43	.00	4.88*
73127400 59416	ER CONTR-HOME BEHAR	-180	.00	-180.00	.00	.00	.00	.00	-2,521.64	.00	23.68*
73127400 59417	ER CONTR-100% TAX P	-3,300	.00	-3,300.00	.00	.00	.00	.00	-600,000.00	.00	.00
73127400 59418	ER CONTR-MED CARE F	-600,000	.00	-600,000.00	.00	.00	.00	.00	-467.33	.00	22.18*
73127400 59419	ER CONTR-SHIF INSUR	-600	.00	-600.00	.00	.00	.00	.00	-1,714.68	.00	18.38*
73127400 59420	ER CONTR-SELE INSUR	-2,100	.00	-2,100.00	.00	.00	.00	.00	-1,887.17	.00	24.58*
73127400 59421	ER CONTR-E.O.C. FUN	-2,500	.00	-2,500.00	.00	.00	.00	.00	-4,650.20	.00	22.58*
73127400 59422	ER CONTR-HOUSING FU	-6,000	.00	-6,000.00	.00	.00	.00	.00	-297.07	.00	1.08*
73127400 59423	ER CONTR-LOCAL CEO	-300	.00	-300.00	.00	.00	.00	.00	90.56	.00	100.08*
73127400 59424	ER CONTR-CONC PIS	0	.00	0.00	.00	.00	.00	.00	-5,000.00	.00	.00
73127400 59425	ER CONTR-SHERIFF DE	-5,000	.00	-5,000.00	.00	.00	.00	.00	-500,000.00	.00	.00
73127400 59426	ER CONTR-BEHAVE,HEA	-500,000	.00	-500,000.00	.00	.00	.00	.00	-10,072.84	.00	21.08*
73127400 59501	EE CONTR-MOSQUITO C	-12,750	.00	-12,750.00	.00	.00	.00	.00	-46,494.79	.00	22.58*
73127400 59502	EE CONTR-HEALTH FUN	-60,000	.00	-60,000.00	.00	.00	.00	.00		.00	

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ACCOUNTS FOR:
7310 RETIREMENT SYSTEM FUND

ORIGINAL
APPROP

TRANSFERS/
ADJUSTMENTS

REVISED
BUDGET

YTD ACTUAL

ENCUMBRANCES

AVAILABLE
BUDGET

PCT
USED

73127400	59504	EE CONTR-ROAD COMM	-130,000	.00	-130,000.00	.00	-130,000.00	.00	-130,000.00	.00	7.2%
73127400	59506	EE CONTR-LIBRARY	-75,000	.00	-75,000.00	.00	-75,000.00	.00	-75,000.00	.00	2.2%
73127400	59507	EE CONTR-GOLF COURS	-4,200	.00	-4,200.00	.00	-4,200.00	.00	-4,200.00	.00	22.9%
73127400	59508	EE CONTR-GENERAL FU	-450,000	.00	-450,000.00	.00	-450,000.00	.00	-450,000.00	.00	20.5%
73127400	59509	EE CONTR-DMS	-85,000	.00	-85,000.00	.00	-85,000.00	.00	-85,000.00	.00	4.4%
73127400	59510	EE CONTR-911 SERVIC	-60,000	.00	-60,000.00	.00	-60,000.00	.00	-60,000.00	.00	21.8%
73127400	59511	EE CONTR-CHILD CARE	-40,000	.00	-40,000.00	.00	-40,000.00	.00	-40,000.00	.00	22.8%
73127400	59512	EE CONTR-DIV ON AGI	-43,000	.00	-43,000.00	.00	-43,000.00	.00	-43,000.00	.00	24.3%
73127400	59513	EE CONTR-RETIRE SYS	-2,200	.00	-2,200.00	.00	-2,200.00	.00	-2,200.00	.00	10.3%
73127400	59514	EE CONTR-HOMELAND S	0	.00	0.00	.00	0.00	.00	0.00	.00	.0%
73127400	59515	EE CONTR-GYPSY MOTH	-1,900	.00	-1,900.00	.00	-1,900.00	.00	-1,900.00	.00	25.7%
73127400	59516	EE CONTR-HOME REHAB	-200	.00	-200.00	.00	-200.00	.00	-200.00	.00	4.3%
73127400	59518	EE CONTR-100% TAX P	-3,100	.00	-3,100.00	.00	-3,100.00	.00	-3,100.00	.00	25.1%
73127400	59519	EE CONTR-MED CARE E	-400,000	.00	-400,000.00	.00	-400,000.00	.00	-400,000.00	.00	.0%
73127400	59524	EE CONTR-SELF INSUR	-450	.00	-450.00	.00	-450.00	.00	-450.00	.00	29.5%
73127400	59527	EE CONTR-COMM CORRE	-1,500	.00	-1,500.00	.00	-1,500.00	.00	-1,500.00	.00	25.7%
73127400	59529	EE CONTR-F.O.C. FUN	-2,500	.00	-2,500.00	.00	-2,500.00	.00	-2,500.00	.00	24.5%
73127400	59530	EE CONTR-HOUSING FU	-5,800	.00	-5,800.00	.00	-5,800.00	.00	-5,800.00	.00	23.3%
73127400	59534	EE CONTR-LOCAL CEO	-300	.00	-300.00	.00	-300.00	.00	-300.00	.00	1.0%
73127400	59535	EE CONTRIB-CONC PIS	0	.00	0.00	.00	0.00	.00	0.00	.00	100.0%
73127400	59599	EE CONTR-SHERIFF DE	-230,000	.00	-230,000.00	.00	-230,000.00	.00	-230,000.00	.00	22.8%
TOTAL LOCAL UNIT CONTRIBUT			-5,520,780	.00	-5,520,780.00	.00	-5,520,780.00	.00	-5,520,780.00	.00	7.7%

RP INTEREST & RENTALS

73127400	66400	INVESTMENT INTEREST	-5,000,000	.00	-5,000,000.00	.00	-5,000,000.00	.00	-5,000,000.00	.00	.0%
73127400	66500	GAIN ON SALE OF INV	-20,000,000	.00	-20,000,000.00	.00	-20,000,000.00	.00	-20,000,000.00	.00	.0%
73127400	66501	UNREALIZED GAIN ON	-3,000,000	.00	-3,000,000.00	.00	-3,000,000.00	.00	-3,000,000.00	.00	.0%
73127400	66502	GAIN ON FOREIGN CUR	-40,000	.00	-40,000.00	.00	-40,000.00	.00	-40,000.00	.00	.0%
73127400	66600	SECURITIES LENDING	-180,000	.00	-180,000.00	.00	-180,000.00	.00	-180,000.00	.00	7.4%
TOTAL INTEREST & RENTALS			-28,220,000	.00	-28,220,000.00	.00	-28,220,000.00	.00	-28,220,000.00	.00	.0%

RR OTHER REVENUE

73127400	67104	MISCELLANEOUS REVENUE	0	.00	0.00	.00	0.00	.00	0.00	.00	.0%
73127400	67600	REIMBURSEMENTS	0	.00	0.00	.00	0.00	.00	0.00	.00	.0%
73127400	67601	REIMBURSEMENT - IND	0	.00	0.00	.00	0.00	.00	0.00	.00	.0%
73127400	68900	TRADE-IN ALLOWANCE	0	.00	0.00	.00	0.00	.00	0.00	.00	.0%

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ACCOUNTS FOR: 7310 RETIREMENT SYSTEM FUND	ORIGINAL APPROP	TRANSFERS/ ADJUSTM	REVISED BUDGET	YTD ACTUAL	ENCUMBRANCES	AVAILABLE BUDGET	PCT USED
73127400 69000 COMMISSION RECAPTUR	-15,000	.00	-15,000.00	-177.01	.00	-14,822.99	1.2%*
73127400 69200 CLAIMS/SETTLEMENTS/	-100,000	.00	-100,000.00	-157.74	.00	-99,842.26	.2%*
TOTAL OTHER REVENUE	-115,000	.00	-115,000.00	-334.75	.00	-114,665.25	.3%

XE WAGES & SALARIES

73127400 70300 SALARIES-DEFLECTED OR	51,012	.00	51,012.00	2,812.33	.00	48,199.67	5.5%
73127400 70400 WAGES-CERICAL-OTHR	10,566	.00	10,566.00	2,226.40	.00	8,339.60	21.1%
73127400 70401 PAY IN LIEU OF HEAL	0	.00	.00	.00	.00	.00	.0%
73127400 70500 TEMPORARY HELP	9,000	.00	9,000.00	.00	.00	9,000.00	.0%
73127400 70501 PART TIME WAGES	0	.00	.00	.00	.00	.00	.0%
73127400 70600 OVERTIME	2,809	.00	2,809.00	.00	.00	2,809.00	.0%
73127400 70800 HOLIDAY PAY	0	.00	.00	546.88	.00	-546.88	100.0%*
73127400 71000 PER DIEM	3,420	.00	3,420.00	450.00	.00	2,970.00	13.2%
73127400 71200 VACATION PAY	0	.00	.00	40.48	.00	-40.48	100.0%*
73127400 71202 SICK PAY	0	.00	.00	48.12	.00	-48.12	100.0%*
73127400 71203 TERMINATION SICK PA	0	.00	.00	.00	.00	.00	.0%
73127400 71204 TERMINATION VACTION	0	.00	.00	.00	.00	.00	.0%
TOTAL WAGES & SALARIES	76,807	.00	76,807.00	6,124.21	.00	70,682.79	8.0%

XF FRINGES

73127400 71500 SOCIAL SECURITY	4,713	.00	4,713.00	396.73	.00	4,316.27	8.4%
73127400 71600 HEALTH INSURANCE	17,435	.00	17,435.00	1,666.93	.00	15,768.07	9.6%
73127400 71603 RETIREE HEALTH CARE	0	.00	.00	.00	.00	.00	.0%
73127400 71632 EMPLOYER INCENTIVE	177	.00	177.00	.00	.00	177.00	.0%
73127400 71700 LIFE INSURANCE	131	.00	131.00	16.45	.00	114.55	12.6%
73127400 71800 RETIREMENT	4,928	.00	4,928.00	453.90	.00	4,474.10	9.2%
73127400 71900 OTHER FRINGE BENEFIT	0	.00	.00	.00	.00	.00	.0%
73127400 72001 STP ADMINISTRATION	0	.00	.00	.00	.00	.00	.0%
73127400 72100 WORKERS' COMPENSATI	93	.00	93.00	8.53	.00	84.47	9.2%
73127400 72200 SICK AND ACCIDENT I	709	.00	709.00	37.32	.00	671.68	5.3%
73127400 72300 UNEMPLOYMENT COMPEN	93	.00	93.00	8.53	.00	84.47	9.2%
TOTAL FRINGES	28,279	.00	28,279.00	2,588.39	.00	25,690.61	9.2%

XI SUPPLIES

73127400 72700 OFFICE SUPPLIES	2,000	.00	2,000.00	48.78	.00	1,951.22	2.4%
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ACCOUNTS FOR:	RETIREMENT SYSTEM FUND	ORIGINAL APPROP	TRANSFRS/ADJUSTMNTS	REVISED BUDGET	YTD ACTUAL	ENCUMBRANCES	AVAILABLE BUDGET	PCT USED
73127400 72702	BOOK SUPPLIES	0	.00	.00	.00	.00	.00	.0%
73127400 72800	PRINTING AND BINDIN	1,000	.00	1,000.00	.00	.00	1,000.00	.0%
73127400 72900	POSTAGE	500	.00	500.00	137.30	.00	362.70	27.5%*
73127400 73000	MAGAZINES AND PERIO	400	.00	400.00	.00	.00	400.00	.0%
73127400 73301	COPIER / FAX SUPPLI	500	.00	500.00	.00	.00	500.00	.0%
73127400 74200	FOOD SUPPLIES	150	.00	150.00	.00	.00	150.00	.0%
73127400 74700	PHOTO & MICROFILM/F	0	.00	.00	.00	.00	.00	.0%
73127400 75000	GAS, OIL AND GREASE	0	.00	.00	.00	.00	.00	.0%
73127400 75100	COMPUTER SUPPLIES	1,500	.00	1,500.00	.00	.00	1,500.00	.0%
TOTAL SUPPLIES		6,050	.00	6,050.00	186.08	.00	5,863.92	3.1%

XL OTHER SERVICES AND C

73127400 80100	PROFESSIONAL SERVIC	1,750,000	.00	1,750,000.00	201,774.92	.00	1,548,225.08	11.5%
73127400 80101	ACTUARIAL SERVICES	70,000	.00	70,000.00	-1,400.00	.00	71,400.00	-2.0%
73127400 80200	CONTRACTUAL SERVICE	0	.00	.00	.00	.00	.00	.0%
73127400 81200	MEDICAL SERVICES	1,000	.00	1,000.00	.00	.00	1,000.00	.0%
73127400 81400	INVESTMENT/BANK SER	250,000	.00	250,000.00	414.16	.00	249,585.84	.2%
73127400 81700	LEGAL FEES	7,500	.00	7,500.00	.00	.00	7,500.00	.0%
73127400 81900	CONSULTANTS	175,000	.00	175,000.00	38,500.00	.00	136,500.00	22.0%
73127400 82000	MEMBERSHIPS AND DUE	550	.00	550.00	350.00	.00	200.00	63.6%*
73127400 82900	FILING FEES	200	.00	200.00	.00	.00	200.00	.0%
73127400 83500	HEALTH SERVICES	0	.00	.00	.00	.00	.00	.0%
73127400 85200	TELEPHONE	400	.00	400.00	13.90	.00	386.10	.3%
73127400 85100	CONFERENCE FEES & E	15,000	.00	15,000.00	.00	.00	15,000.00	.0%
73127400 86500	STATE TRAVEL MILEAG	2,700	.00	2,700.00	.00	.00	2,700.00	.0%
73127400 86600	LOCAL TRAVEL MILEAG	300	.00	300.00	23.36	.00	276.64	7.8%
73127400 87500	PENSION PAYMENTS	16,250,000	.00	16,250,000.00	1,386,054.14	.00	14,863,945.86	8.5%
73127400 90000	PRINTING/PUBLISHING	500	.00	500.00	.00	.00	500.00	.0%
73127400 90100	LEGAL NOTICES	1,000	.00	1,000.00	.00	.00	1,000.00	.0%
73127400 93100	EQUIPMENT REPAIR &	500	.00	500.00	.00	.00	500.00	.0%
73127400 93700	HARD/SOFTWARE REPAI	4,100	.00	4,100.00	.00	.00	4,100.00	.0%
73127400 94600	EQUIPMENT RENTAL-CO	5,000	.00	5,000.00	122.52	.00	4,877.48	2.5%
73127400 95500	MISCELLANEOUS	500	.00	500.00	.00	.00	500.00	.0%
73127400 95600	INDIRECT COST EXPEN	259,947	.00	259,947.00	64,986.75	.00	194,960.25	25.0%
73127400 96000	EDUCATION AND TRAIN	1,500	.00	1,500.00	.00	.00	1,500.00	.0%
73127400 96200	LOSS ON DISPOSAL OF	9,000,000	.00	9,000,000.00	.00	.00	9,000,000.00	.0%
73127400 96201	UNREALIZED LOSS ON	1,000,000	.00	1,000,000.00	.00	.00	1,000,000.00	.0%
73127400 96203	LOSS ON FOREIGN CUR	100,000	.00	100,000.00	.00	.00	100,000.00	.0%
73127400 96401	CONTRIB RETIRED-GENE	60,000	.00	60,000.00	.00	.00	60,000.00	.0%
73127400 96402	CONTRIB REFUND-SHER	5,000	.00	5,000.00	.00	.00	5,000.00	.0%

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Bay County Michigan

FOR 2016 03

ACCOUNTS FOR:	RETIREMENT SYSTEM FUND	7310	ORIGINAL APPROP	TRANSFERS/ADJUSTMENTS	REVISED BUDGET	YTD ACTUAL	ENCUMBRANCES	AVAILABLE BUDGET	PCT USED
73127400	96403	CONTRIB REFUND-ROAD	5,000	.00	5,000.00	.00	.00	5,000.00	.0%
73127400	96404	CONTRIB REFUND-MED	40,000	.00	40,000.00	.00	.00	40,000.00	.0%
73127400	96405	CONTRIB REFUND-B.A.	100,000	.00	100,000.00	.00	.00	100,000.00	.0%
73127400	96406	CONTRIB REFUND-D.W.	5,000	.00	5,000.00	.00	.00	5,000.00	.0%
73127400	96407	CONTRIB REFUND-LIBR	5,000	.00	5,000.00	.00	.00	5,000.00	.0%
73127400	96500	INSURANCE AND BONDS	22,000	.00	22,000.00	.00	.00	22,000.00	.0%
73127400	96730	MACHINERY & EQUIPME	3,400	.00	3,400.00	.00	.00	3,400.00	.0%
73127400	96740	OFFICE EQUIP & FURN	2,100	.00	2,100.00	.00	.00	2,100.00	.0%
73127400	96741	COMPUTER HARDWARE E	0	.00	.00	.00	.00	.00	.0%
73127400	96742	COMPUTER SOFTWARE E	0	.00	.00	.00	.00	.00	.0%
73127400	96770	BOOK EXPENSE	0	.00	.00	.00	.00	.00	.0%
73127400	96999	BUDGET REDUCTION TA	0	.00	.00	.00	.00	.00	.0%
TOTAL OTHER SERVICES AND C			29,143,197	.00	29,143,197.00	1,690,839.75	.00	27,452,357.25	5.8%
XQ CAPITAL OUTLAY									
73127400	98001	COMPUTER SOFTWARE	0	.00	.00	.00	.00	.00	.0%
TOTAL CAPITAL OUTLAY			0	.00	.00	.00	.00	.00	.0%
TOTAL RETIREMENT BOARD			0	.00	.00	1,262,947.80	.00	-1,262,947.80	100.0%
TOTAL RETIREMENT SYSTEM FUND			0	.00	.00	1,262,947.80	.00	-1,262,947.80	100.0%
TOTAL REVENUES			-29,254,333	.00	-29,254,333.00	-436,790.63	.00	-28,817,542.37	
TOTAL EXPENSES			29,254,333	.00	29,254,333.00	1,699,738.43	.00	27,554,594.57	

44

Bay County Michigan

06/06/2016 13:01
 KMeeth

BAY COUNTY, MI
 YEAR-TO-DATE BUDGET REPORT

P 6
 glydbud

FOR 2016 03

ORIGINAL APPROP	TRANSFRS/ ADJUSTMTS	REVISED BUDGET	YTD ACTUAL	ENCUMBRANCES	AVAILABLE BUDGET	PCT USED
GRAND TOTAL	0	.00	1,262,947.80	.00	-1,262,947.80	100.0%

** END OF REPORT - Generated by Kathleen Meeth **

Bay County Michigan

06/06/2016 13:01
KMeeth

BAY COUNTY, MI
YEAR-TO-DATE BUDGET REPORT

P
glyrbud
7

REPORT OPTIONS

Sequence	Field #	Total	Page Break
Sequence 1	1	Y	Y
Sequence 2	9	Y	N
Sequence 3	10	Y	N
Sequence 4	0	N	N

Report title: BUDGET REPORT
YEAR-TO-DATE BUDGET REPORT

Includes accounts exceeding 0% of budget.
Print totals only: N
Print Full or Short description: F
Print full GL account: N
Format type: 2
Double space: N
Suppress zero bal accets: N
Include requisition amount: N
Print Revenues-Version headings: N
Print revenue as credit: Y
Print revenue budgets as zero: N
Include Fund Balance: N
Print Journal detail: N
From Yr/Per: 2015/1
To Yr/Per: 2015/13
Include budget entries: Y
Incl encumb/liq entries: Y
Sort by JE # or PO #: J
Detail format option: 1
Include additional JE comments: N
Multiyear view: D
Amounts/totals exceed 999 million dollars: N

Year/period: 2016 / 3
Print MTD Version: N
Roll projects to object: N
Carry forward code: 1

Find Criteria
Field Name Field Value

Fund
FUNCTION
ACTIVITY
SPECIAL CODE
SPECIAL COD2
Character Code
Org
Object
Project
Account type
Account status
Rollup Code
73127400

BCERS

Invoices Approved:

May-16

Invoice Date	Vendor	Amount	Description
4/21/2016	BAIRD	\$ 16,585.73	BAIRD 1Q MONEY MANAGER FEES
4/30/2016	BOA CREDIT CARD	\$1,441.84	HOTEL DEPOSITS SOARING EAGLE MAPERS CONFERENCE

**BAY COUNTY RETIREMENT BOARD
6/14/16
RESOLUTION**

BY: BAY COUNTY RETIREMENT BOARD 6/14/16)

WHEREAS, As part of the requirement of the Bay County Employees' Retirement System Policy on Service Provider Disclosures, the Board requires information to be provided annually by all of its service providers to acknowledge that they are in compliance with Section 13e of Act 314 [MCL 38.113e] and/or Rule 206(4)-5 of the Investment Advisers Act of 1940 in the case of a regulated investment adviser.

WHEREAS, Compensation disclosure forms and political contribution disclosure forms have been received by the following money managers:

- | | |
|--|----------------------------|
| Baird Advisors | Loomis Sayles & Co. |
| Columbia Management | Bogdahn Consulting |
| Cornerstone Real Estate Advisors | Mackay Shields |
| Eagle Asset Management | MFS Institutional Advisors |
| Geneva/Henderson | MFS Heritage Trust |
| Hotchkis & Wiley | Schroder Investment |
| Prudential (PRISA) | ABEL/NOSER |
| Northern Trust | Gabriel Roeder Smith |
| Victory Capital/Integrity Asset Management | CAPIS |

Therefore, Be It

RESOLVED That this Board receive these Compensation Disclosure Forms and Political Contribution Disclosure forms.

STEVE GRAY, CHAIR
AND BOARD

RESOLUTION
MOVED BY TRUSTEE _____

SUPPORTED BY TRUSTEE _____

TRUSTEE	Y	N	E	TRUSTEE	Y	N	E	TRUSTEE	Y	N	E
Richard Brzezinski				Steve Gray				Jon Morse			
Kim Coonan				Richard Gromaski				Matthew Pett			
Kristal Goetz				Ernie Krygier				Thomas Starkweather			

Vote Totals:

Roll Call: Yeas _____ Nays _____ Excused _____

Voice: Yeas _____ Nays _____ Excused _____

Disposition: Adopted _____ Defeated _____ Withdrawn _____

Amended _____ Corrected _____ Referred _____

**STATE OF MICHIGAN PA 314 DISCLOSURE
Gabriel, Roeder, Smith & Company**

POLITICAL CONTRIBUTION DISCLOSURE FORM

Completion required pursuant to MCL 38.1133e

**This form must be submitted to the Retirement Commission
28 days following its receipt by the Service Provider.**

I. Service Provider Information

Company Name Gabriel, Roeder, Smith & Company
Address: One Towne Square, Suite 800
City: Southfield State: Michigan Zip: 48076

The undersigned, being duly authorized to execute, hereby certifies under penalty of perjury that the information provided herein, upon information and belief, is true, accurate and complete, and is intended to fully comply with the requirements of MCL 38.1133e and the Retirement System's Service Provider Disclosure Policy.

II. Reporting Period

From: 07/01/2012 To: 12/31/2015

III. Compliance Certification

The aforementioned Service Provider IS NOT a registered investment advisor under the Investment Advisors Act of 1940. Accordingly, Service Provider hereby certifies that it is compliant with the requirements of Section 13e of Public Act 314 of 1965, as amended (MCL 38.1133e) as of the date indicated below.



Signature

01/07/16
Date

Christine Scheer
Printed Name

COFO
Title

BAY COUNTY EMPLOYEES' RETIREMENT SYSTEM
COMPENSATION DISCLOSURE FORM
Completion required pursuant to MCL 38.1133(7)
This form must be submitted to the Board of Trustees
no later than 28 days following its receipt by the Service Provider.

I. Investment Service Provider Information

Company Name: Robert W. Baird and Co.
Address: 777 East Wisconsin Avenue
City: MILWAUKEE State: WI Zip: 53207

The undersigned, being duly authorized to execute, on behalf of the aforementioned company, hereby certifies under penalty of perjury that the information provided herein, upon information and belief, is true, accurate and complete, and is intended to fully comply with the requirements of MCL 38.1133(7) and the Retirement System's Service Provider Disclosure Policy.

Lisa Pronschinske
Signature

3/17/16
Date

Lisa Pronschinske
Printed Name

Vice President
Title

II. Reporting Period

From: 1/1/15

To: 12/31/15

III. Compensation Disclosure (All fees/compensation associated with your relationship to the Retirement System)

A. Direct Compensation (Compensation paid directly from the Plan)

Amount: _____

Manner of Receipt (invoice, direct deduction, etc): _____

B. Indirect Compensation (Compensation associated with your relationship to the Retirement System received from any source other than the Plan, your affiliates or subcontractors)

Amount: \$70,741.99

Payer: Bay County

Manner of Receipt: check

Services to which such compensation relates: Advisory Management Fees

C. Compensation Among Related Parties (compensation paid or to be paid to third parties, including affiliates or subcontractors; e.g. commissions, 12b-1 fees, soft-dollars, finders' fees, or other similar incentive compensation)

Amount: _____

Payer: _____

Recipient: _____

D. Total

Amount: _____

*Attach additional sheets as necessary.

Failure or refusal to complete and submit the foregoing Compensation Disclosure Form shall be deemed a violation of the requirements of MCL 38.1133(7) and the Retirement System's Service Provider Disclosure Policy, and may result in the suspension of payment for services rendered and/or termination of your relationship with the Retirement System.

(A copy of Act 314, as amended is available at <http://legislature.mi.gov/doc.aspx?mcl-act-314-of-1965>)

BAY COUNTY EMPLOYEES' RETIREMENT SYSTEM
POLITICAL CONTRIBUTION DISCLOSURE FORM

Completion required pursuant to MCL 38.1133e

This form must be submitted to the Board of Trustees
no later than 28 days following its receipt by the Service Provider.

I Service Provider Information

Company Name: Robert W. Baird and Co.
Address: 117 East Wisconsin Avenue
City: MILWAUKEE State: WI Zip: 53202

The undersigned, being duly authorized to execute, hereby certifies under penalty of perjury that the information provided herein, upon information and belief, is true, accurate and complete, and is intended to fully comply with the requirements of MCL 38.1133e and the Retirement System's Service Provider Disclosure Policy.

II Reporting Period

From: 1/1/15 To: 12/31/15

III Compliance Certification

The aforementioned Service Provider IS NOT a registered investment advisor under the Investment Advisors Act of 1940. Accordingly, Service Provider hereby certifies that it is compliant with the requirements of Section 13e of Public Act 314 of 1964, as amended (MCL 38.1133e) as of the date indicated below. YES NO

Signature _____

Date _____

Printed Name _____

Title _____

The Aforenamed Service Provider IS a registered investment advisor under the Investment Advisors Act of 1940. Accordingly, Service Provider, hereby certifies that it is compliant with Rule 206(4)-5 under the Investment Advisors act of 1940, as amended, as of the date indicated below. YES NO

Lisa Proschinske
Signature

3/17/16
Date

Lisa Proschinske
Printed Name

Vice President
Title

Failure or refusal to complete and submit the foregoing Political Contribution Disclosure Form shall be deemed a violation of the requirements of MCL 38.1133e and the Retirement System's Service Provider Disclosure Policy, and may result in the suspension of payment for services rendered and/or termination of your relationship with the Retirement System.

(A copy of Act 314, as amended is available at <http://legislature.mi.gov/doc.aspx?mcl-act-314-of-1965>)

BAY COUNTY EMPLOYEES' RETIREMENT SYSTEM
COMPENSATION DISCLOSURE FORM

Completion required pursuant to MCL 38.1133(7)

This form must be submitted to the Board of Trustees
no later than 28 days following its receipt by the Service Provider.

I. Investment Service Provider Information

Company Name: Columbia Management Investment Advisers, LLC
Address: 225 Franklin Street
City: Boston State: MA Zip: 01720

The undersigned, being duly authorized to execute, on behalf of the aforementioned company, hereby certifies under penalty of perjury that the information provided herein, upon information and belief, is true, accurate and complete, and is intended to fully comply with the requirements of MCL 38.1133(7) and the Retirement System's Service Provider Disclosure Policy.

Erik Saarinen
Signature

3/18/16
Date
Head of Global Institutional Relationship Management
Title

Erik Saarinen
Printed Name

II. Reporting Period

From: 1/1/15

To: 12/31/15

III. Compensation Disclosure (All fees/compensation associated with your relationship to the Retirement System)

A. Direct Compensation (Compensation paid directly from the Plan)

Amount: \$149,335.39

Manner of Receipt (invoice, direct deduction, etc): Invoice - See Attached

B. Indirect Compensation (Compensation associated with your relationship to the Retirement System received from any source other than the Plan, your affiliates or subcontractors)

Amount: See Attached Commission Summary

Payer: _____

Manner of Receipt: _____

Services to which such compensation relates: _____

C. Compensation Among Related Parties (compensation paid or to be paid to third parties, including affiliates or subcontractors; e.g. commissions, 12b-1 fees, soft-dollars, finders' fees, or other similar incentive compensation)

Amount: See Attached Commission Summary

Payer: _____

Recipient: _____

D. Total

Amount: _____

*Attach additional sheets as necessary.

Failure or refusal to complete and submit the foregoing Compensation Disclosure Form shall be deemed a violation of the requirements of MCL 38.1133(7) and the Retirement System's Service Provider Disclosure Policy, and may result in the suspension of payment for services rendered and/or termination of your relationship with the Retirement System.

(A copy of Act 314, as amended is available at <http://legislature.mi.gov/doc.aspx?mcl-act-314-of-1965>)

BAY COUNTY EMPLOYEES' RETIREMENT SYSTEM
POLITICAL CONTRIBUTION DISCLOSURE FORM

Completion required pursuant to MCL 38.1133e

This form must be submitted to the Board of Trustees
no later than 28 days following its receipt by the Service Provider.

I Service Provider Information

Company Name: Columbia Management Investment Advisors, LLC
Address: 225 Franklin Street
City: Boston State: MA Zip: 01720

The undersigned, being duly authorized to execute, hereby certifies under penalty of perjury that the information provided herein, upon information and belief, is true, accurate and complete, and is intended to fully comply with the requirements of MCL 38.1133e and the Retirement System's Service Provider Disclosure Policy.

II Reporting Period

From: 1/1/15 To: 12/31/15

III Compliance Certification

The aforementioned Service Provider IS NOT a registered investment advisor under the Investment Advisors Act of 1940. Accordingly, Service Provider hereby certifies that it is compliant with the requirements of Section 13e of Public Act 314 of 1964, as amended (MCL 38.1133e) as of the date indicated below. YES NO

Signature

Date

Printed Name

Title

The Aforenamed Service Provider IS a registered investment advisor under the Investment Advisors Act of 1940. Accordingly, Service Provider, hereby certifies that it is compliant with Rule 206(4)-5 under the Investment Advisors act of 1940, as amended, as of the date indicated below.

YES

NO

Erik Saarinen
Signature

3/10/16
Date

Erik Saarinen
Printed Name

Head of Global Institutional Relationship Management
Title

Failure or refusal to complete and submit the foregoing Political Contribution Disclosure Form shall be deemed a violation of the requirements of MCL 38.1133e and the Retirement System's Service Provider Disclosure Policy, and may result in the suspension of payment for services rendered and/or termination of your relationship with the Retirement System.

(A copy of Act 314, as amended is available at <http://legislature.mi.gov/doc.aspx?mcl-act-314-of-1965>)

BAY COUNTY EMPLOYEES' RETIREMENT SYSTEM
POLITICAL CONTRIBUTION DISCLOSURE FORM

Completion required pursuant to MCL 38.1133e
This form must be submitted to the Board of Trustees
no later than 28 days following its receipt by the Service Provider.

I Service Provider Information

Company Name: Cornerstone Real Estate Advisers LLC
Address: One Financial Plaza
City: Hartford State: CT Zip: 06103

The undersigned, being duly authorized to execute, hereby certifies under penalty of perjury that the information provided herein, upon information and belief, is true, accurate and complete, and is intended to fully comply with the requirements of MCL 38.1133e and the Retirement System's Service Provider Disclosure Policy.

II Reporting Period

From: 1/1/2015 To: 12/31/2015

III Compliance Certification

The aforementioned Service Provider IS NOT a registered investment advisor under the Investment Advisors Act of 1940. Accordingly, Service Provider hereby certifies that it is compliant with the requirements of Section 13e of Public Act 314 of 1964, as amended (MCL 38.1133e) as of the date indicated below. YES NO

Signature _____

Date _____

Printed Name _____

Title _____

The aforementioned Service Provider IS a registered investment advisor under the Investment Advisors Act of 1940. Accordingly, Service Provider, hereby certifies that it is compliant with Rule 206(4)-5 under the Investment Advisors act of 1940, as amended, as of the date indicated below. YES NO

Signature *Martin M. Lilienthal Jr.* _____

Date 3/30/2016 _____

Printed Name Martin M. Lilienthal Jr. _____

Title AVP - Compliance _____

Failure or refusal to complete and submit the foregoing Political Contribution Disclosure Form shall be deemed a violation of the requirements of MCL 38.1133e and the Retirement System's Service Provider Disclosure Policy, and may result in the suspension of payment for services rendered and/or termination of your relationship with the Retirement System.

(A copy of Act 314, as amended is available at <http://legislature.mi.gov/doc.aspx?mcl-act-314-of-1965>)

BAY COUNTY EMPLOYEES' RETIREMENT SYSTEM
COMPENSATION DISCLOSURE FORM
Completion required pursuant to MCL 38.1133(7)
This form must be submitted to the Board of Trustees
no later than 28 days following its receipt by the Service Provider.

I. Investment Service Provider Information

Company Name: Cornerstone Real Estate Advisers LLC
Address: One Financial Plaza
City: Hartford State: CT Zip: 06103

The undersigned, being duly authorized to execute, on behalf of the aforementioned company, hereby certifies under penalty of perjury that the information provided herein, upon information and belief, is true, accurate and complete, and is intended to fully comply with the requirements of MCL 38.1133(7) and the Retirement System's Service Provider Disclosure Policy.

Martin M. Lilienthal Jr.
Signature

3/30/2016
Date

Martin M. Lilienthal Jr.
Printed Name

AVP - Compliance
Title

II. Reporting Period

From: 1/1/2015

To: 12/31/15

III. Compensation Disclosure (All fees/compensation associated with your relationship to the Retirement System)

A. Direct Compensation (Compensation paid directly from the Plan)

Amount: \$66,046.58

Manner of Receipt (invoice, direct deduction, etc): Invoice

B. Indirect Compensation (Compensation associated with your relationship to the Retirement System received from any source other than the Plan, your affiliates or subcontractors)

Amount: _____

Payer: _____

Manner of Receipt: _____

Services to which such compensation relates: _____

C. Compensation Among Related Parties (compensation paid or to be paid to third parties, including affiliates or subcontractors; e.g. commissions, 12b-1 fees, soft-dollars, finders' fees, or other similar incentive compensation)

Amount: \$16,839.07

Payer: Bay County ERS

Recipient: Commissions

D. Total

Amount: \$82,885.65

*Attach additional sheets as necessary.

Failure or refusal to complete and submit the foregoing Compensation Disclosure Form shall be deemed a violation of the requirements of MCL 38.1133(7) and the Retirement System's Service Provider Disclosure Policy, and may result in the suspension of payment for services rendered and/or termination of your relationship with the Retirement System.

(A copy of Act 314, as amended is available at <http://legislature.mi.gov/doc.aspx?mcl-act-314-of-1965>)

BAY COUNTY EMPLOYEES' RETIREMENT SYSTEM
COMPENSATION DISCLOSURE FORM

Completion required pursuant to MCL 38.1133(7)
This form must be submitted to the Board of Trustees
no later than 28 days following its receipt by the Service Provider.

I. Investment Service Provider Information

Company Name: Loomis, Sayre & Company, L.P.
Address: One Financial Center
City: Boston State: MA Zip: 02111

The undersigned, being duly authorized to execute, on behalf of the aforementioned company, hereby certifies under penalty of perjury that the information provided herein, upon information and belief, is true, accurate and complete, and is intended to fully comply with the requirements of MCL 38.1133(7) and the Retirement System's Service Provider Disclosure Policy.

Signature _____ Date _____
Printed Name _____ Title _____

II. Reporting Period

From: 1/1/2015 To: 12/31/2015

III. Compensation Disclosure (All fees/compensation associated with your relationship to the Retirement System)

A. Direct Compensation (Compensation paid directly from the Plan)

Amount: _____
Manner of Receipt (invoice, direct deduction, etc): _____

B. Indirect Compensation (Compensation associated with your relationship to the Retirement System received from any source other than the Plan, your affiliates or subcontractors)

Amount: _____
Payer: _____
Manner of Receipt: _____
Services to which such compensation relates: _____

C. Compensation Among Related Parties (compensation paid or to be paid to third parties, including affiliates or subcontractors; e.g. commissions, 12b-1 fees, soft-dollars, finders' fees, or other similar incentive compensation)

Amount: _____
Payer: _____
Recipient: _____

D. Total

Amount: _____

*Attach additional sheets as necessary.

Failure or refusal to complete and submit the foregoing Compensation Disclosure Form shall be deemed a violation of the requirements of MCL 38.1133(7) and the Retirement System's Service Provider Disclosure Policy, and may result in the suspension of payment for services rendered and/or termination of your relationship with the Retirement System.

(A copy of Act 314, as amended is available at <http://legislature.mi.gov/doc.aspx?mcl-act-314-of-1965>)

BAY COUNTY EMPLOYEES' RETIREMENT SYSTEM
POLITICAL CONTRIBUTION DISCLOSURE FORM

Completion required pursuant to MCL 38.1133e
This form must be submitted to the Board of Trustees
no later than 28 days following its receipt by the Service Provider.

I Service Provider Information

Company Name: Loomis, Sauter & Company, L.P.
Address: One Financial Center
City: Boston State: MA Zip: 02111

The undersigned, being duly authorized to execute, hereby certifies under penalty of perjury that the information provided herein, upon information and belief, is true, accurate and complete, and is intended to fully comply with the requirements of MCL 38.1133e and the Retirement System's Service Provider Disclosure Policy.

II Reporting Period

From: 11/1/2015 To: 12/31/2015

III Compliance Certification

The aforementioned Service Provider IS NOT a registered investment advisor under the Investment Advisors Act of 1940. Accordingly, Service Provider hereby certifies that it is compliant with the requirements of Section 13e of Public Act 314 of 1964, as amended (MCL 38.1133e) as of the date indicated below. YES NO

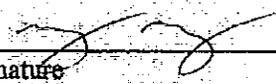
Signature _____

Date _____

Printed Name _____

Title _____

The Aforenamed Service Provider IS a registered investment advisor under the Investment Advisors Act of 1940. Accordingly, Service Provider, hereby certifies that it is compliant with Rule 206(4)-5 under the Investment Advisors act of 1940, as amended, as of the date indicated below. YES NO

Signature 

Date 3/2/16

Printed Name Albert Wong

Title Client Portfolio Analyst

Failure or refusal to complete and submit the foregoing Political Contribution Disclosure Form shall be deemed a violation of the requirements of MCL 38.1133e and the Retirement System's Service Provider Disclosure Policy, and may result in the suspension of payment for services rendered and/or termination of your relationship with the Retirement System.

(A copy of Act 314, as amended is available at <http://legislature.mi.gov/doc.aspx?mcl-act-314-of-1965>)



LOOMIS | SAYLES

March 23, 2016

Crystal Hebert
Bay County Employees' Retirement System
515 Center Avenue, Suite 706
Bay City, MI 48708

Re: *Form 5500 Schedule C Statement of Indirect Compensation*

Dear Crystal:

During the period 1/1/2015 through 12/31/2015, Loomis, Sayles & Company, L.P. received \$136,958.91 in direct compensation (Service Code 51) in the form of management fees paid by the plan as a result of investment advisory services provided to the Bay County Employees' Retirement System account.

For reporting purposes, the Loomis, Sayles & Company, L.P. EIN is 04-3200030. Loomis Sayles is located at One Financial Center, Boston, MA 02111.

Loomis, Sayles & Company, L.P. received no indirect compensation as a result of services provided to the plan.

Please do not hesitate to contact me with any questions you may have.

Sincerely,

Albert Wong
Client Portfolio Analyst

One Financial Center
Boston, MA 02111
617.482.2450

www.loomissayles.com

BAY COUNTY EMPLOYEES' RETIREMENT SYSTEM
COMPENSATION DISCLOSURE FORM

Completion required pursuant to MCL 38.1133(7)

This form must be submitted to the Board of Trustees
no later than 28 days following its receipt by the Service Provider.

I. Investment Service Provider Information

Company Name: Capital Institutional Services, Inc. (CAPIS)
Address: 1601 Elm St. Suite 3900
City: Dallas State: TX Zip: 75201

The undersigned, being duly authorized to execute, on behalf of the aforementioned company, hereby certifies under penalty of perjury that the information provided herein, upon information and belief, is true, accurate and complete, and is intended to fully comply with the requirements of MCL 38.1133(7) and the Retirement System's Service Provider Disclosure Policy.

Signature _____

Date _____

Printed Name _____

Title _____

II. Reporting Period

From: 1/1/15

To: 12/31/15

III. Compensation Disclosure (All fees/compensation associated with your relationship to the Retirement System)

A. Direct Compensation (Compensation paid directly from the Plan)

Amount: _____
Manner of Receipt (invoice, direct deduction, etc): _____

B. Indirect Compensation (Compensation associated with your relationship to the Retirement System received from any source other than the Plan, your affiliates or subcontractors)

Amount: _____
Payer: _____
Manner of Receipt: _____
Services to which such compensation relates: _____

C. Compensation Among Related Parties (compensation paid or to be paid to third parties, including affiliates or subcontractors; e.g. commissions, 12b-1 fees, soft-dollars, finders' fees, or other similar incentive compensation)

Amount: \$1,572.03 *This is the net amount CAPIS received after the recapture portion*
Payer: Columbia Threadneedle Investments, Eagle Asset Management, Geneva Capital Management, MFS Investment manager
Recipient: CAPIS

D. Total

Amount: \$1,572.03

*Attach additional sheets as necessary.

Failure or refusal to complete and submit the foregoing Compensation Disclosure Form shall be deemed a violation of the requirements of MCL 38.1133(7) and the Retirement System's Service Provider Disclosure Policy, and may result in the suspension of payment for services rendered and/or termination of your relationship with the Retirement System.

(A copy of Act 314, as amended is available at <http://legislature.mi.gov/doc.aspx?mcl-act-314-of-1965>)

BAY COUNTY EMPLOYEES' RETIREMENT SYSTEM
POLITICAL CONTRIBUTION DISCLOSURE FORM

Completion required pursuant to MCL 38.1133e
This form must be submitted to the Board of Trustees
no later than 28 days following its receipt by the Service Provider.

I Service Provider Information

Company Name: Capital Institutional Services Inc. (CAPIS)
Address: 1601 Elm St. Suite 3900
City: Dallas State: TX Zip: 75201

The undersigned, being duly authorized to execute, hereby certifies under penalty of perjury that the information provided herein, upon information and belief, is true, accurate and complete, and is intended to fully comply with the requirements of MCL 38.1133e and the Retirement System's Service Provider Disclosure Policy.

II Reporting Period

From: 1/1/15 To: 12/31/15

III Compliance Certification

The aforementioned Service Provider IS NOT a registered investment advisor under the Investment Advisors Act of 1940. Accordingly, Service Provider hereby certifies that it is compliant with the requirements of Section 13e of Public Act 314 of 1964, as amended (MCL 38.1133e) as of the date indicated below.

YES NO
J. Paul Clark 3/31/16
Signature Date
JASON D. CHRISTIAN CCO
Printed Name Title

The Aforenamed Service Provider IS a registered investment advisor under the Investment Advisors Act of 1940. Accordingly, Service Provider, hereby certifies that it is compliant with Rule 206(4)-5 under the Investment Advisors act of 1940, as amended, as of the date indicated below.

YES NO

Signature Date

Printed Name Title

Failure or refusal to complete and submit the foregoing Political Contribution Disclosure Form shall be deemed a violation of the requirements of MCL 38.1133e and the Retirement System's Service Provider Disclosure Policy, and may result in the suspension of payment for services rendered and/or termination of your relationship with the Retirement System.

(A copy of Act 314, as amended is available at <http://legislature.mi.gov/doc.aspx?mcl-act-314-of-1965>)



1601 Elm Street, Suite 3900
Dallas, Texas 75201

214.720.0055
800.247.6729

Founded 1977
Member NYSE, FINRA, NFA, SIPC

Bay County Employees' Ret. Sys.
CAPIS Account: 10263

Settlement Month Ending: 12/31/2015

TOTAL COMMISSION

Beginning Balance	
U.S. Equity	2,972.26
International Equity	-
Fixed Income	-
International Fixed Income	-
New Issues	-
Options	-
Futures	-
Foreign Currency	-
Syndicates	-
U.S. Correspondent Equity	334.98
Recapture Subtotals	\$ 334.98
Execution	\$ 0.00
Directed	\$ 0.00
Correspondant Broker/Dealer	\$ 0.00
Total	\$ 334.98

	December	YTD
U.S. Equity	-	2,972.26
International Equity	-	-
Fixed Income	-	-
International Fixed Income	-	-
New Issues	-	-
Options	-	-
Futures	-	-
Foreign Currency	-	-
Syndicates	-	-
U.S. Correspondent Equity	334.98	1,590.78
Recapture Subtotals	\$ 334.98	\$ 4,563.05
Execution	\$ 0.00	\$ 20.24
Directed	\$ 0.00	\$ 0.00
Correspondant Broker/Dealer	\$ 0.00	\$ 0.00
Total	\$ 334.98	\$ 4,583.29

COMMISSION ALLOCATION

	Execution		Recapture	
	December	YTD	December	YTD
U.S. Equity	-	819.07	\$527.20	\$380.52
International Equity	-	-	-	2,153.19
Fixed Income	-	-	-	-
International Fixed Income	-	-	-	-
New Issues	-	-	-	-
Options	-	-	-	-
Futures	-	-	-	-
Foreign Currency	-	-	-	-
Syndicates	-	-	-	-
U.S. Correspondent Equity	157.97	752.96	177.01	837.83
Recapture Subtotals	\$ 157.97	\$ 1,572.03	\$ 177.01	\$ 2,991.02

Total Earned	\$ 177.01	\$ 2,991.02
Total Redeemed	\$ 527.20	\$ 3,194.63
Balance as of 12/31/2015	\$ 177.01	\$ 177.01

Account Executive: Jon Lantz
Phone: (214) 978-4778

Sales Assistant: Christilla Moreno
Phone: (214) 978-4743

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Bay County Employees' Ret. Sys.

CAPIS Account: 10263

Settlement Month Ending: 12/31/2015

Summary of Segregated Account Detail

Service Period	Comments/Notes	Vendor Invoice #	Date Paid	December	YTD	Prior Months	YTD	Mixed Use %
Payment from Segregated Account				December	YTD			
				\$ 527.20	\$ 3,194.63			
				\$ 527.20	\$ 3,194.63			
				Voucher Amount				

Segregated Account Detail

Service Period	Comments/Notes	Vendor Invoice #	Date Paid	December	Prior Months	YTD	Mixed Use %
Payment from Segregated Account							
December 2014	Commission Receipture	298902Bay Count	01/16/2015		\$ 360.62		
March 2015	Commission Receipture	3007908Bay Count	04/14/2015		\$ 357.99		
April 2015	Commission Receipture	3012918Bay Count	05/14/2015		\$ 380.27		
May 2015	Commission Receipture	3018988Bay Count	06/12/2015		\$ 159.30		
June 2015	Commission Receipture	3024588Bay Count	07/15/2015		\$ 1,094.94		
September 2015	Commission Receipture	3044011Bay Count	10/15/2015		\$ 106.50		
October 2015	Commission Receipture	3046068Bay Count	11/13/2015		\$ 187.81		
November 2015	Commission Receipture	3050338Bay Count	12/15/2015	\$ 527.20			
Payment from Segregated Account Total				\$ 527.20	\$ 2,687.43	\$ 3,194.63	
Grand Total				\$ 527.20	\$ 2,687.43	\$ 3,194.63	

Account Executive: Jon Lantz
Phone: (214) 978-4778

Sales Assistant: Christilla Moreno
Phone: (214) 978-4743

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Bay County Employees' Ret. Sys.
CAPIS Account: 10263

Settlement Month Ending: 12/31/2015

Summary of Execution by Security Type

U.S. Equity	December		YTD	
	\$0.00		\$20.24	
	\$ 0.00		\$ 20.24	

Account Executive: Jon Lantz
Phone: (214) 978-4778

Sales Assistant: Christilla Morano
Phone: (214) 978-4743

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Bay County Employees' Ret. Sys.
CAPIS Account: 10263

Settlement Month Ending: 12/31/2015

Summary of Directed Commission by Manager

Commission	Commission		Receipture Allocation	
	Shares	YTD	December	YTD
Columbia Threadneedle Investments	11,371	\$1,590.79	\$177.01	\$837.83
Eagle Asset Management	0	280.44	0.00	140.22
Genera Capital Management LLC	0	2,451.84	0.00	1,836.14
MFS Investment Management	0	289.98	0.00	176.88
TOTAL	11,371	\$4,563.05	\$177.01	\$2,991.02

Receipture Commission Activity

Trade Date	Stmnt Date	Post Date	Side	Shares	Ticker	Security Description	Brokerage Account Number	Brokerage Account Name	Ex Btr	Price	Commission	Receipture Allocation	
Columbia Threadneedle Investments													
11/10/2015	11/18/2015	01/04/2016	S	383	JPM	JPMORGAN CHASE & CO	3MB01C57	ESSD BAY COUNTY	WEEDEN	67.8097	11.49	6.13	
11/10/2015	11/18/2015	01/04/2016	B	1,174	NEE	NEXTERA ENERGY INC S	3MB01C57	ESSD BAY COUNTY	WEEDEN	98.9611	35.22	18.78	
11/11/2015	11/18/2015	01/04/2016	S	9	GD	GENL DYNAMICS CORP	3MB01C57	ESSD BAY COUNTY	WEEDEN	144.7530	0.27	0.14	
11/11/2015	11/18/2015	01/04/2016	S	1,569	JPM	JPMORGAN CHASE & CO	3MB01C57	ESSD BAY COUNTY	WEEDEN	67.8674	47.07	25.10	
11/11/2015	11/18/2015	01/04/2016	B	330	NEE	NEXTERA ENERGY INC S	3MB01C57	ESSD BAY COUNTY	WEEDEN	89.0446	9.50	5.28	
11/11/2015	11/18/2015	01/04/2016	B	330	NEE	NEXTERA ENERGY INC S	3MB01C57	ESSD BAY COUNTY	WEEDEN	89.3271	6.60	2.64	
11/12/2015	11/17/2015	01/04/2016	B	1,634	NEE	NEXTERA ENERGY INC S	3MB01C57	ESSD BAY COUNTY	WEEDEN	101.1282	46.02	24.54	
11/16/2015	11/19/2015	01/04/2016	S	3,890	GD	GENL DYNAMICS CORP	3MB01C57	ESSD BAY COUNTY	WEEDEN	141.7902	170.70	89.04	
11/16/2015	11/19/2015	01/04/2016	B	383	NEE	NEXTERA ENERGY INC S	3MB01C57	ESSD BAY COUNTY	WEEDEN	100.8905	11.48	5.13	
11/17/2015	11/20/2015	01/04/2016	B	918	NEE	NEXTERA ENERGY INC S	3MB01C57	ESSD BAY COUNTY	WEEDEN	102.2039	27.54	14.69	
11/18/2015	11/23/2015	01/04/2016	S	285	JPM	JPMORGAN CHASE & CO	3MB01C57	ESSD BAY COUNTY	WEEDEN	67.0115	5.70	2.28	
11/18/2015	11/23/2015	01/04/2016	S	575	JPM	JPMORGAN CHASE & CO	3MB01C57	ESSD BAY COUNTY	WEEDEN	67.4306	17.25	9.20	
11/19/2015	11/24/2015	01/04/2016	S	191	JPM	JPMORGAN CHASE & CO	3MB01C57	ESSD BAY COUNTY	WEEDEN	67.5500	5.73	3.06	
Total for Columbia Threadneedle Investments											11,371	\$ 334.98	\$ 177.01
Receipture Trade Total											11,371	\$ 334.98	\$ 177.01

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Bay County Employees' Ret. Sys.

CAPIS Account: 10263

Settlement Month Ending: 12/31/2015

Summary of Activity by Month	Commission		Receipture Allocation		Reclaimed Receipture		Balance
	Month	YTD	Month	YTD	Month	YTD	
Beginning Balance							\$ 380.62
January	\$134.38	\$134.38	\$68.57	\$68.67	\$380.62	\$380.62	\$88.57
February	324.94	469.22	181.60	250.17	.00	380.62	250.17
March	179.75	638.97	107.82	357.99	.00	380.62	357.99
April	\$36.30	1,175.27	380.27	738.26	357.99	739.61	380.27
May	287.80	1,463.07	159.30	897.56	380.27	1,118.88	159.30
June	1,482.02	2,955.09	1,094.94	1,992.50	159.30	1,278.18	1,094.94
July	38.46	2,993.55	28.34	2,020.84	1,094.94	2,373.12	28.34
August	30.00	3,023.55	16.00	2,036.84	.00	2,373.12	44.34
September	84.36	3,107.91	62.16	2,098.00	.00	2,373.12	106.50
October	337.53	3,445.44	187.81	2,286.81	106.50	2,479.62	187.81
November	802.87	4,248.31	527.20	2,814.01	187.81	2,667.43	527.20
December	334.98	4,583.29	177.01	2,991.02	527.20	3,194.63	177.01

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CAPIS Account: 10263

Settlement Month Ending: 12/31/2015

Explanation of Your Statement

Total Commission is a summary of brokerage transactions by security type. The Commission Allocation is the amount applicable to Execution and Research/Recapture for both the month and the year-to-date.

Research Payment Detail recaps by vendor the payments made from the Commission Allocation for Research, including service period covered, any comments or notes, vendor invoice number, date paid, and the percentage allocated for mixed-use payments during the current month.

Payment from Segregated Account summarizes the year-to-date disbursements made based on the Commission Allocation for Recapture.

Trade Blotter shows the monthly detail of all brokerage transactions based on trade or settlement date and the corresponding Commission and Research/Recapture Allocation.

Execution Only Trade Blotter shows the monthly detail of all brokerage transactions based on trade or settlement date.

Directed Commission Reports show all trades executed for or by CAPIS at the direction of a plan sponsor. The manager's statement is a listing by each plan sponsor providing direction. The plan sponsor's statement provides a listing for each manager who has directed trades for the period.

Transition Statement will only be included if a change is made in reporting from Trade Date to Settlement Date or the reverse. This report is a summary of any transactions that fall into the transition period between the Trade Date and Settlement Date and vice versa.

Research Commission Allocation

The Commission Allocation for Research is not a contractual liability of CAPIS and is not redeemable in cash. CAPIS provides third-party research and brokerage services to clients for commission generated through transactions. CAPIS reserves the right to refuse payment of any invoice.

The Commission Allocation for Research and Recapture is calculated on settlement date. If your statement is based on trade date detail, your Commission Allocation balance could be higher or lower depending upon account activity between month end and final settlement date.

Statement Online

This statement may be viewed online by logging into the Concourse portal at www.capis.com. If you do not have a login ID or password, one can be obtained from your CAPIS Account Executive.

Our current financial statement is available online at www.capis.com. Additionally, this statement is available for your personal inspection at our offices or a copy will be mailed upon your written request.

Also available online or upon written request are our policies regarding the following programs: Customer Identification Program, Privacy Policy, Reg NMS 606 Report, SIPC Notification, Payment for Order Flow Practices, and Extended Hours Trading.

Please advise CAPIS promptly of any inaccuracies or discrepancies in your account statement. In order to protect your rights, including those under the Securities Investors Protection Act (SIPA), all oral communications regarding discrepancies must be re-confirmed in writing to the following address:

Capital Institutional Services, Inc.
Attention: Compliance
1601 Elm Street, Suite 3900
Dallas, TX 75201

Account Executive: Jon Lantz
Phone: (214) 978-4778

Sales Assistant: Christilla Moreno
Phone: (214) 978-4743

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BAY COUNTY EMPLOYEES' RETIREMENT SYSTEM
COMPENSATION DISCLOSURE FORM

Completion required pursuant to MCL 38.1133(7)

This form must be submitted to the Board of Trustees
no later than 28 days following its receipt by the Service Provider.

I. Investment Service Provider Information

Company Name: Mackay Shields LLC
Address: 1345 Avenue of the Americas
City: NY State: NY Zip: 10105

The undersigned, being duly authorized to execute, on behalf of the aforementioned company, hereby certifies under penalty of perjury that the information provided herein, upon information and belief, is true, accurate and complete, and is intended to fully comply with the requirements of MCL 38.1133(7) and the Retirement System's Service Provider Disclosure Policy.

Michael Corker
Signature

3/30/16
Date

Michael Corker
Printed Name

Managing Director CFO
Title

II. Reporting Period

From: 1/1/15

To: 12/31/15

III. Compensation Disclosure (All fees/compensation associated with your relationship to the Retirement System)

A. Direct Compensation (Compensation paid directly from the Plan)

Amount: See attached
Manner of Receipt (invoice, direct deduction, etc): _____

B. Indirect Compensation (Compensation associated with your relationship to the Retirement System received from any source other than the Plan, your affiliates or subcontractors)

Amount: _____
Payer: _____
Manner of Receipt: _____
Services to which such compensation relates: _____

C. Compensation Among Related Parties (compensation paid or to be paid to third parties, including affiliates or subcontractors; e.g. commissions, 12b-1 fees, soft-dollars, finders' fees, or other similar incentive compensation)

Amount: _____
Payer: _____
Recipient: _____

D. Total

Amount: _____

*Attach additional sheets as necessary.

Failure or refusal to complete and submit the foregoing Compensation Disclosure Form shall be deemed a violation of the requirements of MCL 38.1133(7) and the Retirement System's Service Provider Disclosure Policy, and may result in the suspension of payment for services rendered and/or termination of your relationship with the Retirement System.

(A copy of Act 314, as amended is available at <http://legislature.mi.gov/doc.aspx?mcl-act-314-of-1965>)

BAY COUNTY EMPLOYEES' RETIREMENT SYSTEM
POLITICAL CONTRIBUTION DISCLOSURE FORM

Completion required pursuant to MCL 38.1133e
This form must be submitted to the Board of Trustees
no later than 28 days following its receipt by the Service Provider.

I Service Provider Information

Company Name: Mackay Shields LLC
Address: 6345 Avenue of the Americas
City: NY State: NY Zip: 10105

The undersigned, being duly authorized to execute, hereby certifies under penalty of perjury that the information provided herein, upon information and belief, is true, accurate and complete, and is intended to fully comply with the requirements of MCL 38.1133e and the Retirement System's Service Provider Disclosure Policy.

II Reporting Period

From: 1/1/15 To: 12/31/15

III Compliance Certification

The aforementioned Service Provider IS NOT a registered investment advisor under the Investment Advisors Act of 1940. Accordingly, Service Provider hereby certifies that it is compliant with the requirements of Section 13e of Public Act 314 of 1964, as amended (MCL 38.1133e) as of the date indicated below. YES NO

Signature _____

Date _____

Printed Name _____

Title _____

The Aforenamed Service Provider IS a registered investment advisor under the Investment Advisors Act of 1940. Accordingly, Service Provider, hereby certifies that it is compliant with Rule 206(4)-5 under the Investment Advisors act of 1940, as amended, as of the date indicated below.

YES NO

Signature Stephen Gavlick

Date 3/30/16

Printed Name STEPHEN GAVLICK

Title Deputy CEO

Failure or refusal to complete and submit the foregoing Political Contribution Disclosure Form shall be deemed a violation of the requirements of MCL 38.1133e and the Retirement System's Service Provider Disclosure Policy, and may result in the suspension of payment for services rendered and/or termination of your relationship with the Retirement System.

(A copy of Act 314, as amended is available at <http://legislature.mi.gov/doc.aspx?mcl-act-314-of-1965>)

BAY COUNTY EMPLOYEES RETIREMENT SYSTEM

COMPENSATION DISCLOSURE FORM

Completion required pursuant to MCL 38.1133(7)
This form must be submitted to the Board of Trustees
no later than 28 days following its receipt by the Investment Service Provider.

I. Investment Service Provider Information

Company Name: MFS Institutional Advisors, Inc. ("MFSI")
Address: 111 Huntington Avenue
City: Boston State: MA Zip: 02199

The undersigned, being duly authorized to execute on behalf of the aforementioned company, hereby certifies under penalty of perjury that the information provided herein, upon information and belief, is true, accurate and complete, and is intended to fully comply with the requirements of MCL 38.1133(7) and the Retirement System's Service Provider Disclosure Policy.

Signature: Carol Geremia Date: 3/31/16
Printed Name: Carol Geremia Title: President

II. Reporting Period

From: January 1, 2015 To: December 31, 2015

III. Compensation Disclosure (All fees/compensation associated with your relationship to the Retirement System)

A. Direct Compensation (Compensation paid directly from the Plan)

Amount: \$178,676.14
Manner of receipt (invoice, direct deduction, etc.):

Although MFSI is aware that Bay County Employees' Retirement System ("BCERS") is not subject to ERISA, for information regarding direct compensation please refer to MFSI's ERISA Section 408(b)(2) fee disclosure notice attached hereto with respect to the services provided to BCERS under the Investment Advisory Agreement dated August 14, 2012 by and between MFSI and BCERS. The fee schedule with respect to the Investment Advisory Agreement is also attached to this form for your convenience.

B. Indirect Compensation (Compensation associated with your relationship to the Retirement System received from any source other than the Plan, your affiliates or subcontractors)

Amount:
Payer:
Manner of receipt:
Services to which such compensation relates:

Although MFSI is aware that BCERS is not subject to ERISA, for information regarding indirect compensation please refer to MFSI's ERISA Section 408(b)(2) fee disclosure notice attached hereto with respect to the services provided to BCERS under the Investment Advisory Agreement dated August 14, 2012 by and between MFSI and BCERS.

C. Compensation Among Related Parties (compensation paid or to be paid to third parties, including affiliates or subcontractors; e.g., commissions, 12b-1 fees, soft-dollars, finder's fees, or other similar incentive compensation)

Amount:
Payer:
Recipient:

Although MFSI is aware that BCERS is not subject to ERISA, please refer to MFSI's ERISA Section 408(b)(2) fee disclosure notice attached hereto with respect to the services provided to BCERS under the Investment Advisory Agreement dated August 14, 2012 by and between MFSI and BCERS.

Although we do not consider them to be third parties, affiliates or subcontractors, as a general matter, MFSI sales personnel are compensated with respect to any new mandate won in which they were involved, based on a percentage of revenue generated from that mandate.

D. Total

Amount:

*Attach additional sheets as necessary.

Failure or refusal to complete and submit the foregoing Compensation Disclosure Form shall be deemed a violation of the requirements of MCL 38.1133(7) and the Retirement System's Service Provider Disclosure Policy, and may result in the suspension of payment for services rendered and/or termination of your relationship with the Retirement System.

(A copy of Act 314, as amended is available at http://legislature.mi.gov/doc.aspx?mcl-act-314-of-1965)

The certification below is being provided with respect to Bay County employees' Retirement System's separate account managed by MFS Institutional Advisors, Inc. (MFSI), MFSI's direct parent company (Massachusetts Financial Services Company or "MFS") has adopted the MFS Political Contributions and Activities Policy (the Policy). The Policy is designed to prohibit violations of the SEC's pay to play rule and other applicable laws that relate to political contributions by investment advisors or broker/dealers that do business with government entities, including Municipal Securities Rulemaking Board (MSRB) Rule G-37 and state pay to play laws. All employees must obtain approval from the MFS Compliance Department prior to making a contribution (as defined under the Policy) of any value. To obtain pre-approval for a contribution, an employee must complete and submit a Political Contribution Request Form to the Compliance Department. The department reviews and evaluates each request to determine if it is permissible under the Policy.

BAY COUNTY EMPLOYEES RETIREMENT SYSTEM

POLITICAL CONTRIBUTION DISCLOSURE FORM

Completion required pursuant to MCL 38.1133e

This form must be submitted to the Board of Trustees
no later than 28 days following its receipt by the Service Provider.

I. Service Provider Information

Company Name: MFS Institutional Advisors, Inc.
Address: 111 Huntington Avenue
City: Boston State: MA Zip: 02199

The undersigned, being duly authorized to execute, hereby certifies under penalty of perjury that the information provided herein, upon information and belief, is true, accurate and complete, and is intended to fully comply with the requirements of MCL 38.1133e and the Retirement System's Service Provider Disclosure Policy.

II. Reporting Period

From: January 1, 2015 To: December 31, 2015

III. Compliance Certification

The aforementioned Service Provider IS NOT a registered investment advisor under the Investment Advisors Act of 1940. Accordingly, Service Provider hereby certifies that it is compliant with the requirements of Section 13e of Public Act 314 of 1965, as amended (MCL 38.1133e) as of the date indicated below.

YES NO

Signature

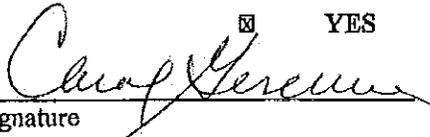
Date

Printed Name

Title

The aforementioned Service Provider IS a registered investment advisor under the Investment Advisors Act of 1940. Accordingly, Service Provider hereby certifies that it is compliant with Rule 206(4)-5 under the Investment Advisors Act of 1940, as amended, as of the date indicated below.

YES NO


Signature

3/31/16
Date

Carol Geremia
Printed Name

President
Title

Failure or refusal to complete and submit the foregoing Political Contribution Disclosure Form shall be deemed a violation of the requirements of MCL 38.1133e and the Retirement System's Service Provider Disclosure Policy, and may result in the suspension of payment for services rendered and/or termination of your relationship with the Retirement System.

(A copy of Act 314, as amended is available at <http://legislature.mi.gov/doc.aspx?mcl-act-314-of-1965>)

BAY COUNTY EMPLOYEES' RETIREMENT SYSTEM
COMPENSATION DISCLOSURE FORM

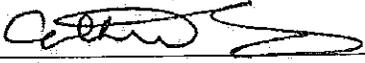
Completion required pursuant to MCL 38.1133(7)

This form must be submitted to the Board of Trustees
no later than 28 days following its receipt by the Service Provider.

I. Investment Service Provider Information

Company Name: Schwabers Investment Management North America, Inc.
Address: 875 Third Avenue
City: New York State: NY Zip: 10022

The undersigned, being duly authorized to execute, on behalf of the aforementioned company, hereby certifies under penalty of perjury that the information provided herein, upon information and belief, is true, accurate and complete, and is intended to fully comply with the requirements of MCL 38.1133(7) and the Retirement System's Service Provider Disclosure Policy.


Signature

3/22/2016
Date

Catherine A. Mazza
Printed Name

Institutional Director
Title

II. Reporting Period

From: 1/1/2015

To: 12/31/2015

III. Compensation Disclosure (All fees/compensation associated with your relationship to the Retirement System)

A. Direct Compensation (Compensation paid directly from the Plan)

Amount: \$ 193,312.57

Manner of Receipt (invoice, direct deduction, etc): direct deduction

B. Indirect Compensation (Compensation associated with your relationship to the Retirement System received from any source other than the Plan, your affiliates or subcontractors)

Amount: _____

Payer: _____

Manner of Receipt: _____

Services to which such compensation relates: _____

C. Compensation Among Related Parties (compensation paid or to be paid to third parties, including affiliates or subcontractors; e.g. commissions, 12b-1 fees, soft-dollars, finders' fees, or other similar incentive compensation)

Amount: \$ 11,094.94

Payer: _____

Recipient: _____

D. Total

Amount: \$ 204,407.51

*Attach additional sheets as necessary.

Failure or refusal to complete and submit the foregoing Compensation Disclosure Form shall be deemed a violation of the requirements of MCL 38.1133(7) and the Retirement System's Service Provider Disclosure Policy, and may result in the suspension of payment for services rendered and/or termination of your relationship with the Retirement System.

(A copy of Act 314, as amended is available at <http://legislature.mi.gov/doc.aspx?mcl-act-314-of-1965>)

BAY COUNTY EMPLOYEES' RETIREMENT SYSTEM
POLITICAL CONTRIBUTION DISCLOSURE FORM

Completion required pursuant to MCL 38.1133e

This form must be submitted to the Board of Trustees
no later than 28 days following its receipt by the Service Provider.

I Service Provider Information

Company Name: Schroder Investment Management North America Inc
Address: 875 Third Avenue
City: New York State: NY Zip: 10022-6225

The undersigned, being duly authorized to execute, hereby certifies under penalty of perjury that the information provided herein, upon information and belief, is true, accurate and complete, and is intended to fully comply with the requirements of MCL 38.1133e and the Retirement System's Service Provider Disclosure Policy.

II Reporting Period

From: 11/1/2015

To: 12/31/2015

III Compliance Certification

The aforementioned Service Provider IS NOT a registered investment advisor under the Investment Advisors Act of 1940. Accordingly, Service Provider hereby certifies that it is compliant with the requirements of Section 13e of Public Act 314 of 1964, as amended (MCL 38.1133e) as of the date indicated below. YES NO

Signature _____

Date _____

Printed Name _____

Title _____

The Aforenamed Service Provider IS a registered investment advisor under the Investment Advisors Act of 1940. Accordingly, Service Provider, hereby certifies that it is compliant with Rule 206(4)-5 under the Investment Advisors act of 1940, as amended, as of the date indicated below.

YES

NO

Shanik Patnaik
Signature

3-17-16
Date

SHANIK PATNAIK
Printed Name

SR COMPLIANCE MGR.
Title

Failure or refusal to complete and submit the foregoing Political Contribution Disclosure Form shall be deemed a violation of the requirements of MCL 38.1133e and the Retirement System's Service Provider Disclosure Policy, and may result in the suspension of payment for services rendered and/or termination of your relationship with the Retirement System.

(A copy of Act 314, as amended is available at <http://legislature.mi.gov/doc.aspx?mcl-act-314-of-1965>)

BAY COUNTY EMPLOYEES' RETIREMENT SYSTEM
COMPENSATION DISCLOSURE FORM

Completion required pursuant to MCL 38.1133(7)

This form must be submitted to the Board of Trustees
no later than 28 days following its receipt by the Service Provider.

I. Investment Service Provider Information

Company Name: Prudential Real Estate Investors
Address: 7 Giralda Farms
City: Madison State: NJ Zip: 07940

The undersigned, being duly authorized to execute, on behalf of the aforementioned company, hereby certifies under penalty of perjury that the information provided herein, upon information and belief, is true, accurate and complete, and is intended to fully comply with the requirements of MCL 38.1133(7) and the Retirement System's Service Provider Disclosure Policy.

Holly Li 3/30/16
Signature Date
Holly Li _____
Printed Name Title

II. Reporting Period

From: 1/1/15 To: 12/31/15

III. Compensation Disclosure (All fees/compensation associated with your relationship to the Retirement System)

A. **Direct Compensation (Compensation paid directly from the Plan)** See statement for Fees
Amount: _____
Manner of Receipt (invoice, direct deduction, etc): _____

B. **Indirect Compensation (Compensation associated with your relationship to the Retirement System received from any source other than the Plan, your affiliates or subcontractors)**
Amount: _____
Payer: _____
Manner of Receipt: _____
Services to which such compensation relates: _____

C. **Compensation Among Related Parties (compensation paid or to be paid to third parties, including affiliates or subcontractors; e.g. commissions, 12b-1 fees, soft-dollars, finders' fees, or other similar incentive compensation)**
Amount: _____
Payer: _____
Recipient: _____

D. **Total**
Amount: _____

*Attach additional sheets as necessary.

Failure or refusal to complete and submit the foregoing Compensation Disclosure Form shall be deemed a violation of the requirements of MCL 38.1133(7) and the Retirement System's Service Provider Disclosure Policy, and may result in the suspension of payment for services rendered and/or termination of your relationship with the Retirement System.

(A copy of Act 314, as amended is available at <http://legislature.mi.gov/doc.aspx?mcl-act-314-of-1965>)

BAY COUNTY EMPLOYEES' RETIREMENT SYSTEM
POLITICAL CONTRIBUTION DISCLOSURE FORM

Completion required pursuant to MCL 38.1133e
This form must be submitted to the Board of Trustees
no later than 28 days following its receipt by the Service Provider.

I Service Provider Information

Company Name: Prudential Real Estate Investors
Address: 7 Giralda Farms
City: Madison State: NJ Zip: 07940

The undersigned, being duly authorized to execute, hereby certifies under penalty of perjury that the information provided herein, upon information and belief, is true, accurate and complete, and is intended to fully comply with the requirements of MCL 38.1133e and the Retirement System's Service Provider Disclosure Policy.

II Reporting Period

From: 1/1/15 To: 12/31/15

III Compliance Certification

The aforementioned Service Provider IS NOT a registered investment advisor under the Investment Advisors Act of 1940. Accordingly, Service Provider hereby certifies that it is compliant with the requirements of Section 13e of Public Act 314 of 1964, as amended (MCL 38.1133e) as of the date indicated below. YES NO

Signature

Date

Printed Name

Title

The Aforenamed Service Provider IS a registered investment advisor under the Investment Advisors Act of 1940. Accordingly, Service Provider, hereby certifies that it is compliant with Rule 206(4)-5 under the Investment Advisors act of 1940, as amended, as of the date indicated below.

YES NO

Holly Li

Signature

3/30/2016

Date

Holly Li

Printed Name

Title

Failure or refusal to complete and submit the foregoing Political Contribution Disclosure Form shall be deemed a violation of the requirements of MCL 38.1133e and the Retirement System's Service Provider Disclosure Policy, and may result in the suspension of payment for services rendered and/or termination of your relationship with the Retirement System.

(A copy of Act 314, as amended is available at <http://legislature.mi.gov/doc.aspx?mcl-act-314-of-1965>)

BAY COUNTY EMPLOYEES RETIREMENT SYSTEM

POLITICAL CONTRIBUTION DISCLOSURE FORM

Completion required pursuant to MCL 38.1133e

This form must be submitted to the Board of Trustees
no later than 28 days following its receipt by the Service Provider.

I. Service Provider Information

Company Name: MFS Heritage Trust Company
Address: 111 Huntington Avenue
City: Boston State: MA Zip: 02199

The undersigned, being duly authorized to execute, hereby certifies under penalty of perjury that the information provided herein, upon information and belief, is true, accurate and complete, and is intended to fully comply with the requirements of MCL 38.1133e and the Retirement System's Service Provider Disclosure Policy.

II. Reporting Period

From: January 1, 2015 To: December 31, 2015

III. Compliance Certification

The aforementioned Service Provider IS NOT a registered investment advisor under the Investment Advisors Act of 1940. Accordingly, Service Provider hereby certifies that it is compliant with the requirements of Section 13e of Public Act 314 of 1965, as amended (MCL 38.1133e) as of the date indicated below.

YES NO
Carol Geremia 3/31/16
Signature Date
Carol Geremia Executive Vice President
Printed Name Title

The aforementioned Service Provider IS a registered investment advisor under the Investment Advisors Act of 1940. Accordingly, Service Provider hereby certifies that it is compliant with Rule 206(4)-5 under the Investment Advisors Act of 1940, as amended, as of the date indicated below.

YES NO

Signature Date

Printed Name Title

Failure or refusal to complete and submit the foregoing Political Contribution Disclosure Form shall be deemed a violation of the requirements of MCL 38.1133e and the Retirement System's Service Provider Disclosure Policy, and may result in the suspension of payment for services rendered and/or termination of your relationship with the Retirement System.

(A copy of Act 314, as amended is available at <http://legislature.mi.gov/doc.aspx?mcl-act-314-of-1965>)

BAY COUNTY EMPLOYEES RETIREMENT SYSTEM

COMPENSATION DISCLOSURE FORM

Completion required pursuant to MCL 38.1133(7)
This form must be submitted to the Board of Trustees
no later than 28 days following its receipt by the Investment Service Provider.

I. Investment Service Provider Information

Company Name: MFS Heritage Trust Company ("MHTC")
Address: 111 Huntington Avenue
City: Boston State: MA Zip: 02199

The undersigned, being duly authorized to execute on behalf of the aforementioned company, hereby certifies under penalty of perjury that the information provided herein, upon information and belief, is true, accurate and complete, and is intended to fully comply with the requirements of MCL 38.1133(7) and the Retirement System's Service Provider Disclosure Policy.

Signature: [Handwritten Signature] Date: 3/31/16

Printed Name: Carol Gramla Title: Executive Vice President

II. Reporting Period

From: January 1, 2015 To: December 31, 2015

III. Compensation Disclosure (All fees/compensation associated with your relationship to the Retirement System)

A. Direct Compensation (Compensation paid directly from the Plan)

Amount: \$113,622.89
Manner of receipt: (invoice) direct deduction, etc.
Although MHTC is aware that Bay County Employees' Retirement System ("BCERS") is not subject to ERISA, for information regarding direct compensation please refer to MHTC's ERISA Section 408(b)(2) fee disclosure notice attached hereto with respect to the collective investment funds created under the MFS Heritage Trust Company Collective Investment Trust ("MHTC CIT").

B. Indirect Compensation (Compensation associated with your relationship to the Retirement System received from any source other than the Plan, your affiliates or subcontractors)

Amount:
Payer:
Manner of receipt:
Services to which such compensation relates:
Although MHTC is aware that BCERS is not subject to ERISA, for information regarding indirect compensation please refer to MHTC's ERISA Section 408(b)(2) fee disclosure notice attached hereto with respect to the collective investment funds created under the MHTC CIT.

C. Compensation Among Related Parties (compensation paid or to be paid to third parties, including affiliates or subcontractors; e.g., commissions, 12b-1 fees, soft-dollars, finder's fees, or other similar incentive compensation)

Amount:
Payer:
Recipient:
Although MHTC is aware that BCERS is not subject to ERISA, please refer to MHTC's ERISA Section 408(b)(2) fee disclosure notice attached hereto with respect to the collective investment funds created under the MHTC CIT.
Although we do not consider them to be third parties, affiliates or subcontractors, as a general matter, MHTC trust officers, sales personnel for collective investment fund units, are compensated with respect to any new sales of collective investment fund units to investors with respect to which the trust officers were involved, based on a percentage of revenue generated from that collective investment fund investor or the amount of assets related to the sale of the collective investment fund units.

D. Total

Amount:
MHTC's affiliates may provide services to the collective investment funds through an intercompany services agreement; such affiliates are compensated through intercompany allocations and are not paid by the collective investment funds.

*Attach additional sheets as necessary.

Failure or refusal to complete and submit the foregoing Compensation Disclosure Form shall be deemed a violation of the requirements of MCL 38.1133(7) and the Retirement System's Service Provider Disclosure Policy, and may result in the suspension of payment for services rendered and/or termination of your relationship with the Retirement System.

(A copy of Act 314, as amended is available at http://legislature.mi.gov/doc.aspx?mcl-act-314-of-1965)

BAY COUNTY EMPLOYEES' RETIREMENT SYSTEM
POLITICAL CONTRIBUTION DISCLOSURE FORM

Completion required pursuant to MCL 38.1133e
This form must be submitted to the Board of Trustees
no later than 28 days following its receipt by the Service Provider.

I Service Provider Information

Company Name: ABEL/NOSEB CORP
Address: ONE FAIRWAY PARK PLZ
City: NY State: NY Zip: 10004

The undersigned, being duly authorized to execute, hereby certifies under penalty of perjury that the information provided herein, upon information and belief, is true, accurate and complete, and is intended to fully comply with the requirements of MCL 38.1133e and the Retirement System's Service Provider Disclosure Policy.

II Reporting Period

From: 1/1/15 To: 12/31/15

III Compliance Certification

The aforementioned Service Provider IS NOT a registered investment advisor under the Investment Advisors Act of 1940. Accordingly, Service Provider hereby certifies that it is compliant with the requirements of Section 13e of Public Act 314 of 1964, as amended (MCL 38.1133e) as of the date indicated below. YES NO

[Signature]
Signature
DAVID H SOBER
Printed Name

5/4/16
Date
EVP
Title

The Aforenamed Service Provider IS a registered investment advisor under the Investment Advisors Act of 1940. Accordingly, Service Provider, hereby certifies that it is compliant with Rule 206(4)-5 under the Investment Advisors act of 1940, as amended, as of the date indicated below. YES NO

Signature

Printed Name

Date

Title

Failure or refusal to complete and submit the foregoing Political Contribution Disclosure Form shall be deemed a violation of the requirements of MCL 38.1133e and the Retirement System's Service Provider Disclosure Policy, and may result in the suspension of payment for services rendered and/or termination of your relationship with the Retirement System.

(A copy of Act 314, as amended is available at <http://legislature.mi.gov/doc.aspx?mcl-act-314-of-1965>)

BAY COUNTY EMPLOYEES' RETIREMENT SYSTEM

COMPENSATION DISCLOSURE FORM

Completion required pursuant to MCL 38.1133(7)

This form must be submitted to the Board of Trustees no later than 28 days following its receipt by the Service Provider.

I. Investment Service Provider Information

Company Name: ABEL/NOSEW CORP
Address: ONE BATTERY PARK PLZ
City: NY State: NY Zip: 10004

The undersigned, being duly authorized to execute, on behalf of the aforementioned company, hereby certifies under penalty of perjury that the information provided herein, upon information and belief, is true, accurate and complete, and is intended to fully comply with the requirements of MCL 38.1133(7) and the Retirement System's Service Provider Disclosure Policy.

Signature: [Handwritten Signature]

Date: 5/4/16

Printed Name: DAVID M NOSEW

Title: EVP

II. Reporting Period

From: 11/1/15

To: 12/31/15

III. Compensation Disclosure (All fees/compensation associated with your relationship to the Retirement System)

A. Direct Compensation (Compensation paid directly from the Plan)

Amount:
Manner of Receipt (invoice, direct deduction, etc):

B. Indirect Compensation (Compensation associated with your relationship to the Retirement System received from any source other than the Plan, your affiliates or subcontractors)

Amount: \$231.50
Payer:
Manner of Receipt: CASI
Services to which such compensation relates: TRADE COMMISSIONS

C. Compensation Among Related Parties (compensation paid or to be paid to third parties, including affiliates or subcontractors; e.g. commissions, 12b-1 fees, soft-dollars, finders' fees, or other similar incentive compensation)

Amount:
Payer:
Recipient:

D. Total Amount: \$231.50

*Attach additional sheets as necessary.

Failure or refusal to complete and submit the foregoing Compensation Disclosure Form shall be deemed a violation of the requirements of MCL 38.1133(7) and the Retirement System's Service Provider Disclosure Policy, and may result in the suspension of payment for services rendered and/or termination of your relationship with the Retirement System.

(A copy of Act 314, as amended is available at http://legislature.mi.gov/doc.aspx?mcl-act-314-of-1965)

By Exec Product Commissions

TMSClient	Client	AcctType	ClientType	Manager	ClientState	Directed
All TMSClient	BAY COUNTY EMPLOYEES RETIREMENT SYSTEM	All AcctType	All ClientType	All Manager	All ClientState	All Directed
			Product			
			AN Trading		Total	
Work Year	Lname	Work Month	Gross Comm	Net Comm	Gross Comm	Net Comm
2015	DAVIDSON	January	\$27.50	\$27.50	\$27.50	\$27.50
		February	\$41.00	\$41.00	\$41.00	\$41.00
		March	\$67.00	\$67.00	\$67.00	\$67.00
		April	\$2.00	\$2.00	\$2.00	\$2.00
		May	\$2.00	\$2.00	\$2.00	\$2.00
		June				
		July				
		August	\$32.00	\$32.00	\$32.00	\$32.00
		September	\$4.00	\$4.00	\$4.00	\$4.00
		October	\$13.00	\$13.00	\$13.00	\$13.00
		November	\$30.00	\$30.00	\$30.00	\$30.00
		December	\$13.00	\$13.00	\$13.00	\$13.00
		Total	\$231.50	\$231.50	\$231.50	\$231.50
Grand Total			\$231.50	\$231.50	\$231.50	\$231.50

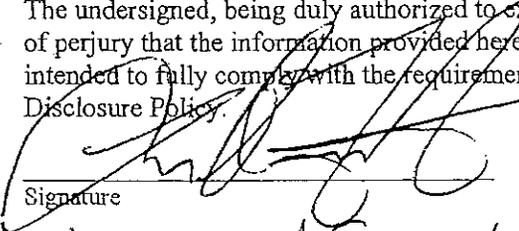
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BAY COUNTY EMPLOYEES' RETIREMENT SYSTEM
COMPENSATION DISCLOSURE FORM
Completion required pursuant to MCL 38.1133(7)
This form must be submitted to the Board of Trustees
no later than 28 days following its receipt by the Service Provider.

I. Investment Service Provider Information

Company Name: NORTHERN TRUST
Address: 50 S. LA SALLE ST.
City: CHICAGO, IL State: IL Zip: 60603

The undersigned, being duly authorized to execute, on behalf of the aforementioned company, hereby certifies under penalty of perjury that the information provided herein, upon information and belief, is true, accurate and complete, and is intended to fully comply with the requirements of MCL 38.1133(7) and the Retirement System's Service Provider Disclosure Policy.


Signature
Lawrence A. Fumagalli
Printed Name

4/4/16
Date
VICE PRESIDENT
Title

II. Reporting Period

From: 1/1/2015 To: 12/31/2015

III. Compensation Disclosure (All fees/compensation associated with your relationship to the Retirement System)

A. Direct Compensation (Compensation paid directly from the Plan)

Amount: \$352,889.90
Manner of Receipt (Invoice, direct deduction, etc): INVOICE + INCOME + EXPENSE Detail Report

B. Indirect Compensation (Compensation associated with your relationship to the Retirement System received from any source other than the Plan, your affiliates or subcontractors)

Amount: SEE ATTACHED DISCLOSURE
Payer: _____
Manner of Receipt: _____
Services to which such compensation relates: _____

C. Compensation Among Related Parties (compensation paid or to be paid to third parties, including affiliates or subcontractors; e.g. commissions, 12b-1 fees, soft-dollars, finders' fees, or other similar incentive compensation)

Amount: SEE ATTACHED DISCLOSURE
Payer: _____
Recipient: _____

D. Total

Amount: SEE ATTACHED DISCLOSURE

*Attach additional sheets as necessary.

Failure or refusal to complete and submit the foregoing Compensation Disclosure Form shall be deemed a violation of the requirements of MCL 38.1133(7) and the Retirement System's Service Provider Disclosure Policy, and may result in the suspension of payment for services rendered and/or termination of your relationship with the Retirement System.

(A copy of Act 314, as amended is available at <http://legislature.mi.gov/doc.aspx?mcl-act-314-of-1965>)

BAY COUNTY EMPLOYEES' RETIREMENT SYSTEM
POLITICAL CONTRIBUTION DISCLOSURE FORM

Completion required pursuant to MCL 38.1133e
This form must be submitted to the Board of Trustees
no later than 28 days following its receipt by the Service Provider.

I Service Provider Information

Company Name: Northern Trust
Address: 50 S. Dearborn St.
City: Chicago State: IL Zip: 60603

The undersigned, being duly authorized to execute, hereby certifies under penalty of perjury that the information provided herein, upon information and belief, is true, accurate and complete, and is intended to fully comply with the requirements of MCL 38.1133e and the Retirement System's Service Provider Disclosure Policy.

II Reporting Period

From: 1/1/2015 To: 12/31/2015

III Compliance Certification

The aforementioned Service Provider IS NOT a registered investment advisor under the Investment Advisors Act of 1940. Accordingly, Service Provider hereby certifies that it is compliant with the requirements of Section 13e of Public Act 314 of 1964, as amended (MCL 38.1133e) as of the date indicated below. YES NO

[Signature]
Signature
Lawrence A. Fumarolo
Printed Name

4/7/2016
Date
VICE PRESIDENT
Title

The Aforenamed Service Provider IS a registered investment advisor under the Investment Advisors Act of 1940. Accordingly, Service Provider, hereby certifies that it is compliant with Rule 206(4)-5 under the Investment Advisors act of 1940, as amended, as of the date indicated below. YES NO

Signature

Printed Name

Date

Title

Failure or refusal to complete and submit the foregoing Political Contribution Disclosure Form shall be deemed a violation of the requirements of MCL 38.1133e and the Retirement System's Service Provider Disclosure Policy, and may result in the suspension of payment for services rendered and/or termination of your relationship with the Retirement System.

(A copy of Act 314, as amended is available at <http://legislature.mi.gov/doc.aspx?mcl-act-314-of-1965>)



Form 5500 Indirect Compensation Schedule C Report

Schedule C Indirect Compensation for the period January 1, 2015 through December 31, 2015

Payor: Northern Trust Short-Term Investment Fund

Average Market Value of Fund	Total Fund Fees	Total Securities Lending Revenue	Total Soft Dollars
\$24,323,674,744.43	\$2,291,709.95	\$0.00	\$0.00

Please see the enclosed DISCLOSURE OF INDIRECT COMPENSATION for important information regarding the indirect compensation disclosed in this report, including additional information required in connection with schedule C reporting.

DISCLAIMER: Although this report has been prepared using data believed to be reliable, it may contain information provided by third parties, derived from third party data and/or data that may have been categorized or otherwise reported based upon client direction. The Northern Trust Company does not guarantee the accuracy, timeliness or completeness of any such information. This document contains non-public information proprietary to Northern Trust that must be held in the strictest confidence.

**DISCLOSURE OF INDIRECT COMPENSATION:
FUND-RELATED COMPENSATION**

The 2013 Form 5500 requires disclosure of compensation received by service providers to employee benefit plans that are subject to ERISA (the Employee Retirement Income Security Act of 1974). The purpose of this disclosure is to provide you with information regarding compensation The Northern Trust Company and various of its affiliates ("Northern Trust") receive in connection with services associated with various mutual funds and other commingled funds for which Northern Trust provides investment management, custodial, administrative, and other services

This disclosure is intended to provide you with sufficient information to allow the compensation described below to be considered "*eligible indirect compensation*" for purpose of Schedule C reporting. Note that this disclosure covers all of the funds for which Northern Trust provides services, so some sections may not apply depending on the funds in which your employee benefit plans invested. Please refer to the enclosed Form 5500 Indirect Compensation Schedule C Reports to help you identify each fund in which the relevant account(s) held an interest in 2013.

The following is a description of the indirect compensation associated with various services that Northern Trust provides to the following funds:

- Northern Funds and Northern Institutional Funds (collectively, the "Mutual Funds")
- Northern-affiliated Common and Collective Funds

1. FEES FROM MUTUAL FUNDS

(a) *Existence of Compensation and (b) Services Provided.* Northern Trust receives compensation for various services it provides to the Mutual Funds in which plans subject to ERISA invest. Northern Trust Investments, Inc. acts as administrator for the Mutual Funds, supervising all aspects of the Mutual Funds' operations and performing the customary services of an administrator, including corporate secretarial, treasury and blue sky services. Northern Trust Investments, Inc. also receives compensation in connection with its services as investment advisor to the Mutual Funds. As investment advisor, Northern Trust Investments, Inc. manages the investment operations and the composition of the Mutual Funds' assets, including the purchase and disposition of securities. In addition, The Northern Trust Company acts as custodian and transfer agent for the Mutual Funds. As custodian, The Northern Trust Company provides safekeeping and custody services for the cash and securities owned by the Funds. As transfer agent, The Northern Trust Company processes purchase and redemption transactions, answers customer inquiries, establishes and maintains accounts, provides periodic statements and mails reports and proxy materials.

(c) *Amount of Compensation.* Enclosed with this disclosure is a "Form 5500 Indirect Compensation Schedule C Report" for each Mutual Fund in which the relevant account(s) held an interest in 2013. The amount of compensation for providing the services described above to each Mutual Fund is shown in the column labeled "Total Fund Fees."

(d) *Identity of Parties Paying and Receiving the Compensation.* The compensation is paid by each fund for which Northern Trust provides services, as shown in the enclosed Form 5500 Indirect Compensation Schedule C Reports. The compensation is received by Northern Trust.

Northern Trust is an affiliated group of companies that consists of The Northern Trust Company, Northern Trust Investments, Inc., and other affiliates. The parent company of Northern Trust is:

Northern Trust Corporation

Employer Identification Number (EIN): 36-2723087

Address: 50 South LaSalle Street
Chicago, IL 60603

2. FEES FROM NTI COMMON AND COLLECTIVE FUNDS

(a) *Existence of Compensation and (b) Services Provided.* Northern Trust Investments, Inc. ("NTI") acts as trustee for various common and collective investment funds in which plans subject to ERISA may invest. In addition, The Northern Trust Company acts as trustee for various common investment funds in which such plans may invest. Pursuant to the terms of the declarations of trust which govern the administration of these funds, the trustee as well as its affiliates who provide services to the funds are entitled to reimbursement from the assets of the applicable funds of the direct expenses they incur in providing these services. The services include internal audit, custody, and fund administration. These expenses are calculated at the applicable fund's valuation date and reimbursement occurs on a monthly basis.

(c) *Amount of Compensation.* Enclosed with this disclosure is a "Form 5500 Indirect Compensation Schedule C Report" for each common or collective fund in which the relevant account(s) held an interest in 2013. The total expense reimbursement paid to Northern Trust by each fund is shown in the column labeled "Total Fund Fees".

(d) *Identity of Parties Paying and Receiving the Compensation.* The compensation is paid by each fund for which Northern Trust provides services, as shown in the enclosed Form 5500 Indirect Compensation Schedule C Reports. The compensation is received by Northern Trust.

Northern Trust is an affiliated group of companies that consists of The Northern Trust Company, Northern Trust Investments, Inc., and other affiliates. The parent company of Northern Trust is:

Northern Trust Corporation

Employer Identification Number (EIN): 36-2723087

Address: 50 South LaSalle Street
Chicago, IL 60603

3. FEES FROM NTCC COMMON AND COLLECTIVE FUNDS

(a) *Existence of Compensation and (b) Services Provided.* Northern Trust Investments, Inc. ("NTI") acts as trustee for various common and collective investment funds in which plans subject to ERISA may invest. Pursuant to the terms of the declarations of trust which govern the administration of these funds, and the account level agreements entered into with fund investors, Northern Trust receives custody and fund administration fees based on the level of assets held in the funds.

(c) *Amount of Compensation.* Enclosed with this disclosure is a "Form 5500 Indirect Compensation Schedule C Report" for each NTCC common or collective fund in which the relevant account(s) held an interest in 2013. The total of the custody and fund administration fees paid to Northern Trust by each fund is shown in the column labeled "Total Fund Fees."

(d) *Identity of Parties Paying and Receiving the Compensation.* The compensation is paid by each fund for which Northern Trust provides services, as shown in the enclosed Form 5500 Indirect Compensation Schedule C Reports. The compensation is received by Northern Trust.

Northern Trust is an affiliated group of companies that consists of The Northern Trust Company, Northern Trust Investments, Inc., and other affiliates. The parent company of Northern Trust is:

Northern Trust Corporation

Employer Identification Number (EIN): 36-2723087

Address: 50 South LaSalle Street
Chicago, IL 60603

4. SOFT DOLLARS - MUTUAL FUNDS AND COMMON AND COLLECTIVE FUNDS

(a) *Existence of Compensation and (b) Services Provided.* Northern Trust Investments, Inc. ("NTI") acts as trustee for various common and collective investment funds in which plans subject to ERISA may invest. NTI also acts as investment advisor to the Mutual Funds in which plans subject to ERISA may invest. In the course of managing the assets of equity portfolios of such funds, Northern Trust may enter into "soft dollar" arrangements pursuant to which it receives research or brokerage services from a broker-dealer, in addition to transaction execution, in exchange for the brokerage commissions for transactions in such funds.

(c) *Amount of Compensation.* Enclosed with this disclosure is a "Form 5500 Indirect Compensation Schedule C Report" for each common or collective fund and Mutual Fund in which the relevant account(s) held an interest in 2013. The total soft dollar compensation paid to Northern Trust by each fund is shown in the column labeled "Total Soft Dollars."

(d) *Identity of Parties Paying and Receiving the Compensation.* The compensation is paid by each fund for which a soft dollar arrangement is in place, as shown in the enclosed Form 5500 Indirect Compensation Schedule C Reports. The compensation is received by:

Northern Trust Investments, Inc.

Employer Identification Number (EIN): 36-3608252

Address: 50 South LaSalle Street
Chicago, IL 60603

5. SECURITIES LENDING - MUTUAL FUNDS AND COMMON AND COLLECTIVE FUNDS

(a) *Existence of Compensation and (b) Services Provided.* Northern Trust acts as lending agent for various commingled funds (including various Northern-affiliated common and collective funds and Mutual Funds) in which plans subject to ERISA may invest. As lending agent for a commingled fund, Northern Trust lends securities held by the commingled fund, enters into loan agreements with third-party borrowers, transfers the loaned securities to the borrower, and invests or holds, on behalf of the Account, the collateral received in exchange for the loaned securities. A portion of the revenue associated with the investment of the collateral is paid to Northern Trust.

(c) *Amount of Compensation.* Enclosed with this disclosure is a "Form 5500 Indirect Compensation Schedule C Report" for each common or collective fund or Mutual Fund in which the relevant account(s) held an interest in 2013. The amount of compensation for serving as lending agent is shown in the column labeled "Total Securities Lending Revenue."

(d) *Identity of Parties Paying and Receiving the Compensation.* The compensation is paid by each fund for which Northern Trust acts as securities lending agent, as shown in the enclosed Form 5500 Indirect Compensation Schedule C Reports. The compensation is received by:

The Northern Trust Company

Employer Identification Number (EIN): 36-1561860

Address: 50 South LaSalle Street
Chicago, IL 60603

NOTE REGARDING COMPENSATION FROM "DIRECT" SECURITIES LENDING:

In addition to the indirect compensation Northern Trust receives as lending agent for commingled funds, as described above, Northern Trust may be engaged directly by a plan fiduciary (rather than a fund) to lend securities held in an account for which it serves as trustee or custodian, sometimes referred to as "direct lending." As is the case when it acts as lending agent for a fund, a portion of the revenue associated with the investment of the collateral received in exchange for the loaned securities is paid to Northern Trust. Northern Trust discloses these payments in its reporting as an expense paid directly by the plan, so these payments to Northern Trust should be considered "direct compensation" for Form 5500 reporting purposes.

TRUST, CUSTODY AND RELATED SERVICES

INITIAL FEE DISCLOSURE

Pursuant to DOL Regulation 2550.408b-2(c)

BACKGROUND

Department of Labor Regulation 2550.408b-2(c) (the "Regulation") requires "Covered Service Providers" who wish to rely on the exemption for services under Section 408(b)(2) of ERISA to make certain disclosures to "Covered Plans" regarding any "Covered Services" they provide, their status in providing such services, the compensation they and their affiliates receive for such services, and certain other expenses charged against Investment Funds to which they provide services. (See definitions of capitalized terms set forth at the end of this disclosure.)

We have determined that one or more Northern Trust affiliated entities will be Covered Service Providers to one or more of your Covered Plans.

This disclosure document relates to trust, custody and related services Northern Trust affiliated entities reasonably expect to provide to your Covered Plans. If a Covered Plan is expected to invest in a short-term Investment Fund, this disclosure document also relates to investment services that Northern Trust affiliated entities provide to the short-term Investment Fund.

If Northern Trust affiliated entities will also provide other investment services to your Covered Plans, you will receive a separate disclosure document relating to those services, which will be referred to as the "Investment Services Fee Disclosure." That separate disclosure document will include, among other things, information relating to compensation Northern Trust affiliated entities reasonably expect to receive for providing investment services to your Covered Plans under an investment services agreement, grantor trust agreement, collective fund custody agreement or letter agreement with a Covered Plan, or under a contract or arrangement with an Investment Fund in which a Covered Plan is expected to invest.

This disclosure supplements, and does not replace, the other documents you receive in connection with your services relationship with Northern Trust.

DESCRIPTION OF TRUST, CUSTODY AND RELATED SERVICES

The trust, custody and related services that The Northern Trust Company and its affiliates reasonably expect to provide are described in the attached Fee Summary ("Services"). If a Covered Plan invests in a short-term Investment Fund, the Services are also expected to include investment services that Northern Trust affiliated entities provide to the short-term Investment Fund, and you will find attached to this disclosure a Fund Fee and Expense

northerntrust.com

NTAC:2SE-18



Northern Trust

Disclosure and a Fund Fact Sheet for each such short-term Investment Fund. The Fund Fee and Expense Disclosure describes the services Northern Trust affiliated entities provide to the short-term Investment Fund, the Investment Fund's total annual operating expenses and the manner in which they are paid to Northern Trust affiliated entities; the Fund Fact Sheet describes investment return and other pertinent Investment Fund information.

In the event that a Covered Plan is expected to invest in Investment Funds other than short-term Investment Funds, you will receive the separate Investment Services Fee Disclosure referenced above. Because the Regulation does not require the disclosure of compensation associated with registered mutual funds, you will not receive a Fund Fee and Expense Disclosure or Fund Fact Sheet for any mutual fund(s) in which a covered plan is expected to invest, including any mutual fund that will be used as a short-term investment vehicle.

STATUS AS A FIDUCIARY OR REGISTERED INVESTMENT ADVISER

The Northern Trust Company reasonably expects that it and/or one or more of its affiliates will provide services directly to one or more of your Covered Plans, or to an Investment Fund in which a Covered Plan has a direct investment, as a "fiduciary" within the meaning of the Employee Retirement Income Security Act of 1974, as amended ("ERISA"). The Northern Trust Company and its affiliates also expect to provide Services in a non-fiduciary capacity, and will be acting as a fiduciary only to the extent they engage in conduct described in Section 3(21) of ERISA.

In the event that The Northern Trust Company or any of its affiliates is expected to provide services directly to any of your Covered Plans as an investment adviser registered under either the Investment Advisers Act of 1940 or any State law, you will receive a separate Investment Services Fee Disclosure relating to those services.

DESCRIPTION OF DIRECT COMPENSATION

The Direct Compensation that The Northern Trust affiliated entities reasonably expect to receive from your Covered Plans in connection with the Services is described in the attached Fee Summary. In the event that the Fee Summary indicates that a fee is subject to change or that additional fees may apply, any such fee changes or additional fees will be disclosed in advance.

If a Covered Plan is expected to invest in a short-term Investment Fund, the account-level management fee associated with the short-term Investment Fund is also included in the attached Fee Summary. In the event that a Covered Plan is expected to invest in other Investment Funds, you will receive the separate Investment Services Fee Disclosure referenced above.

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DESCRIPTION OF INDIRECT COMPENSATION

Northern Trust affiliated entities reasonably expect to receive the following types of Indirect Compensation in connection with Services provided to your Covered Plans:

Float Revenue

See attached "*DISCLOSURE OF INDIRECT COMPENSATION: FLOAT*"

Securities Lending Revenue

If any of your Covered Plans participate in Northern Trust's securities lending program through loans of securities held in a separately managed account, Northern Trust affiliated entities will receive a monthly fee, as disclosed in the applicable agreement governing your Covered Plans' securities lending arrangement with Northern Trust, which is equal to an agreed upon percentage of the securities lending revenue earned, net of expenses. The securities lending fee compensates Northern Trust affiliated entities for their services lending services, including without limitation acting as lending agent, lending securities, entering into loan agreements with third party borrowers, transferring loaned securities to borrowers, and investing or holding on behalf of the Covered Plan collateral received in exchange for the loaned securities. Northern Trust affiliated entities are also reimbursed from assets of the securities lending collateral investment fund or funds in which your Covered Plans participate for certain direct expenses they reasonably incur in connection with administering the program. The amount of such reimbursement, which varies by fund and is subject to periodic adjustment, is reasonably expected to be less than 1/100 of one per cent (1 basis point) of fund assets.

In addition, Northern Trust is a partial owner of EquiLend Holdings LLC (EquiLend) and may receive periodic revenue as a result of such ownership. EquiLend provides an electronic platform that allows for standard electronic methods for communicating securities available for borrowing, negotiating loans and exchanging information needed to administer those loans. ERISA plans and Investment Funds for which Northern Trust serves as lending agent, are allowed to participate in EquiLend by reason of Prohibited Transaction Exemption 2002-30 granted by the Department of Labor on June 6, 2002 (the EquiLend Exemption). EquiLend also provides a product called DataLend, which is a market analysis data tool designed to permit EquiLend's clients to view and analyze a broad range of securities lending transaction information. In order to allow its clients to provide data from ERISA plans and Investment Funds, EquiLend requested that the Department of Labor expand the EquiLend Exemption to include the DataLend product.¹

¹ See EquiLend Holdings LLC Proposed Amendment to Exemption (Application No. D-11724), 77 Fed. Reg. 222, 68844 (November 16, 2012).



Affected Covered Plans received a separate notice and consent concerning their participation in EquiLend (including DataLend) in accordance with the EquiLend Exemption, which, together with the EquiLend Exemption, further describe Northern's economic interest in EquiLend and the conditions of the exemptive relief.

Employee Gifts and Entertainment

Northern Trust affiliated entities may occasionally receive gifts or entertainment from clients or third parties that relate in some way to the rendering of Services or the provision of investment services in connection with short-term Investment Funds. Northern Trust has adopted policies on the receipt of gifts and entertainment that are designed to assure that any such items are nominal in value and will not affect the exercise of employees' best judgment in the rendering of services. Such policies generally prohibit employees from accepting gifts of \$100 without manager approval, from accepting gifts in any amount where the giver expects to get a favorable business decision or referral in return, or that could be viewed as a bribe or otherwise give the appearance of impropriety. Separate policies relating to meals and entertainment prohibit employees from accepting items that are lavish or unusual in nature, or that are excessive or unreasonable in amount.

Fund-Related Compensation

If any of your Covered Plans is expected to maintain investments in one or more short-term Investment Funds, you will find attached to this disclosure a Fund Fee and Expense Disclosure and a Fund Fact Sheet for each such short-term Investment Fund. The Fund Fee and Expense Disclosure describes the services Northern Trust affiliated entities provide to the Investment Fund, the Investment Fund's total annual operating expenses and the manner in which they are paid to Northern Trust affiliated entities; the Fund Fact Sheet describes investment return and other pertinent Investment Fund information.

In the event that a Covered Plan is expected to invest in Investment Funds other than short-term funds, any reportable indirect compensation received by The Northern Trust Company and its affiliates in connection with such investments is described in the Investment Services Fee Disclosure.

COMPENSATION PAID AMONG RELATED PARTIES

No compensation received by Northern Trust affiliated entities is expected to be paid among related parties on either a transaction basis or as a charge against the Covered Plan's investment into an Investment Fund.



RECORDKEEPING SERVICES

Northern does not expect to receive compensation for recordkeeping services provided to short-term Investment Funds.

COMPENSATION FOR TERMINATION OF CONTRACT

Northern may receive compensation for the services it provides in connection with termination, such as fees in connection with the transfer of assets to a successor provider. Such fees are described in the attached Fee Summary.

INVESTMENT DISCLOSURE -- FIDUCIARY SERVICES FOR INVESTMENT FUNDS

The Fund Fee and Expense Disclosure for any short-term Investment Fund in which your Covered Plans is expected to invest includes separate line item disclosure of the total annual operating expenses (expense ratio) for the fund, and the ongoing expenses in addition to annual operating expenses (e.g., wrap fees). The expenses included in those line items include the total of expenses paid to Northern Trust affiliated entities and expenses paid to unaffiliated third parties.

MANNER RECEIVED

Except as otherwise indicated in the attached Fee Summary, the direct compensation described above will be invoiced to the client and deducted from the Covered Plan's accounts unless otherwise paid by the client. The manner in which any Indirect Compensation will be received is described under "Description of Indirect Compensation" above.

DEFINITIONS

As used in this disclosure:

- *Covered Service Provider* means a service provider that enters into a contract or arrangement with a Covered Plan under which the Covered Service Provider reasonably expects that it, an affiliate or a subcontractor will receive \$1,000 or more in direct or indirect compensation in connection with the provision of Covered Services.
- *Covered Plan* means an "employee pension benefit plan" or a "pension plan" within the meaning of section 3(2)(A) of ERISA (excluding SEPs, simple retirement accounts, IRAs and individual retirement annuities and 403(b) annuity contracts and custodial accounts that were frozen prior to 2009).
- *Covered Services* means the types of services described in paragraphs (c)(1)(iii)(A), (B) and (C) of the Regulation.

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Northern Trust

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- *Direct Compensation* means compensation received directly from a Covered Plan.
 - *Indirect Compensation* means compensation received from any source other than the Covered Plan, the Covered Plan sponsor, the Covered Service Provider, an affiliate, or a subcontractor (if the subcontractor receives such compensation in connection with services performed under the subcontractor's contract or arrangement).
 - *Services* means the trust, custody and related services provided Northern Trust affiliated entities to your Covered Plans, as described in the attached Fee Summary.
 - *Investment Fund* means an investment contract, product or entity that holds plan assets (as determined pursuant to sections 3(42) and 401 of ERISA and 29 CFR 2510.3-101) to which Northern Trust affiliated entities provide Covered Services. By way of example, the term Investment Fund includes Northern Trust proprietary bank common and collective funds but does not include Northern Trust proprietary mutual funds. Information relating to any Northern Trust short-term investment fund that your Covered Plans may utilize as a cash sweep vehicle is provided in this disclosure. Information relating to any other Investment Fund in which your Covered Plans may invest is provided in the separate "Investment Services Fee Disclosure" described above.



**DISCLOSURE OF INDIRECT COMPENSATION:
FLOAT**

Beginning in 2009, Form 5500 requires expanded disclosure of “indirect compensation” received by service providers to employee benefit plans that are subject to ERISA (the Employee Retirement Income Security Act of 1974). According to the instructions to Schedule C of Form 5500, “float” related to circumstances in which a bank has the use of non-interest bearing cash held on deposit pending investment or distribution is subject to the disclosure requirements. In addition, to the extent they are applicable, disclosure of this information may be required pursuant to the regulations under Section 408(b)(2) of ERISA.

The purpose of this disclosure is to provide you with the information set forth below, which is intended to allow the float revenue that The Northern Trust Company (“Northern Trust”) receives to be considered “eligible indirect compensation” for purpose of Schedule C.

(A) EXISTENCE OF COMPENSATION AND (B) SERVICES PROVIDED

In the course of providing custody, benefit payment, and related services to its customers, Northern Trust may derive the benefit of float in the following circumstances:

- U.S. dollar cash balances: U.S. dollar cash is generally swept “to the penny” on the date of receipt to one of several short term investment funds that accrue earnings from the date of investment until the date of withdrawal. Thus, there is generally no float generated from contributions or securities-related account activities denominated in U.S. dollars. Float may arise in connection with account distributions in the following ways:
 - Benefit payment services: Under Northern Trust’s standard benefit payment service cash is generally debited from the customer’s account on the date a benefit payment check is dated (payable date). Such cash is deposited in a non-interest bearing omnibus deposit account at Northern Trust, where it remains until the earlier of the date the check is presented for payment or the date payment on the check is stopped at the instruction of the plan sponsor or its designee. Checks to periodic recipients are generally mailed 3 to 4 days prior to payable date. Checks for non-periodic recipients are mailed on payable date. Reports are mailed to customers each month, detailing the outstanding checks in their accounts. A customer may request that payment on an outstanding check be stopped at any time. Stop payment

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instructions are processed within 24-48 hours of receipt. Stopped payments can be either re-issued or placed into a customer's account pending further instruction, as directed by the customer or its designee.

Northern Trust also offers an alternative benefit payment service under which clients receive a negotiated credit against fees in exchange for the payment of higher per check fees.

- Fees and expenses. Checks for payment of fees and expenses are generally handled in the same manner as benefit payment checks. There is generally no float generated in connection with payments made by wire transfer.
- Foreign cash balances: Foreign cash balances denominated in currencies that are included in Northern's cash management program, which includes most, if not all, major currencies, are generally invested in interest bearing deposits of Northern Trust's London branch. Thus, there is generally no float generated from foreign cash balances denominated in those currencies. Float may arise in connection with foreign cash balances as follows:
 - Northern Trust receives float on deposit balances in currencies not part of the cash management program and deposit balances of customers that have elected not to participate in the cash management program. The following is the list of foreign currencies included in the cash management program as of March 1, 2014: Australian dollar; British pound sterling; Canadian dollar, Czech koruna; Danish krone; Euro; Hong Kong dollar; Hungarian forint; Japanese yen; Mexican peso; New Zealand dollar; Norwegian kroner; Polish zloty; Singapore dollar; South African rand; Swedish krona; Swiss franc; and Turkish lira.
 - Customers who participate in Northern Trust's contractual settlement date processing program forego the use of foreign cash in the case of late-settled securities purchase transactions ("buy fail float") in consideration of having the continued use of foreign cash (thereby avoiding the incidence of overdrafts) in the case of late-settled securities sale transactions.

(C) DESCRIPTION OF THE FORMULA TO DETERMINE THE COMPENSATION

Non-Interest Bearing U.S. Dollar cash balances

Northern Trust estimates the value of float on non-interest bearing U.S. dollar cash deposit balances to be equal to the federal funds rate (which is the rate at which depository institutions lend balances at the Federal Reserve to other depository institutions overnight) less the cost of FDIC insurance premiums Northern Trust is required to pay on such

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deposits. Accordingly, the formula to determine the amount of float on non-interest bearing U.S. dollar cash deposit balances can be described as follows:

[(amount of non-interest bearing cash on deposit) X (number of days such cash is held) X (federal funds rate during the period)] – (cost of FDIC insurance premiums applicable to such deposits)

Foreign cash balances

The value of float on non-interest bearing foreign cash deposit balances varies by market and circumstance (e.g., whether Northern Trust is able to productively place such funds) but would not be expected to exceed the prevailing money market interest rate in any given market. Accordingly, the formula to determine the maximum expected amount of float on non-interest bearing foreign cash deposit balances in a given currency can be described as follows:

(amount of such currency held as non-interest bearing deposit) X (number of days such currency is held) X (prevailing money market rate for investments denominated in such currency)

(D) IDENTITY OF PARTIES PAYING AND RECEIVING THE COMPENSATION AND MANNER OF RECEIPT

“Float” on non-interest bearing cash deposits, whether denominated in U.S. dollars or foreign currency, represents the benefit that Northern Trust receives by virtue of such funds’ availability for use in Northern Trust’s general operations. Accordingly, the “float” revenue Northern Trust receives as indirect compensation is not “paid” by any identifiable party or parties.

The compensation is received by:

The Northern Trust Company

Employer Identification Number (EIN): 36-1561860

Address: 50 South LaSalle Street
Chicago, IL 60603

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Northern Trust

POLITICAL CONTRIBUTION DISCLOSURE STATEMENT

In accordance with the disclosures required by MCLS § 38.1133e, and the specific requirements of the Retirement System's Disclosure Policy, the Service Provider named herein, certifies under penalty of perjury that the information contained below is a complete and accurate statement regarding the political contributions made in the prior calendar year.

Plan Information

Retirement System: *Bay County Employees' Retirement System*

Investment Service Provider Information

Name: Victory Capital Management Inc., d/b/a Integrity Asset Management
Address: 4900 Tiedeman Road, 4th Floor
City: Brooklyn State: Ohio Zip: 44144
Telephone Number: 248-530-7164 Email: lmeints@vcm.com or compliance@vcm.com

Compliance Certification

Please complete I or II as applicable

- I. The Service Provider is NOT a registered investment advisor under the Investment Advisors Act of 1940. Please certify that as of the date indicated below, you are in compliance with the requirements of Section 13e of Public Act 314 of 1965, as amended (MCL 38.1133e) a copy of which is attached hereto.

YES NO

- II. The Service Provider is a registered investment advisor under the Investment Advisors Act of 1940. Please certify that as the date indicated below, you are in compliance with the Rule 206(4)-5 under the Investment Advisor Act of 1940, as amended.

YES NO

Linda E Meints

Signature

Linda E. Meints
Printed Name

Senior Compliance Officer
Title

March 30, 2016
Date

Bay County Employees' Retirement System

FEE DISCLOSURE STATEMENT

In accordance with the disclosures required by MCLS § 38.1133(7), the Service Provider named herein, certifies under penalty of perjury that the information contained below is a full, complete, and accurate description of all compensation received as a result of its relationship with the Retirement System.

Date: March 30, 2016

Investment Service Provider Information

Name: Victory Capital Management Inc., d/b/a Integrity Asset Management

Address: 18500 Lake Road, Suite 300

City: Rocky River

State: Ohio

Zip: 44116

Telephone Number: 248-530-7164

Email: lmeints@vcm.com or compliance@vcm.com

Compensation/Fees Associated With Your Relationship to the Retirement System

1. Direct Compensation/Fees received from the Retirement System:

Amount Received: \$180,482

Date Received: 2015 Calendar Year

2. Indirect Compensation/Fees received (not paid directly by Retirement System):

Payer	Date Received	Amount Received
Various Broker-Dealers	2015 Calendar Year	\$3,824

For the period January 1, 2015 through December 31, 2015, the Investment Service Provider received \$3,824 in indirect compensation from portfolio trading activities on behalf of the Retirement System in the form of soft dollar credits used to purchase third-party research or other brokerage products and services. Please note that this amount does not include commissions paid on transactions with full-service brokers that provide proprietary research but do not unbundle the cost of such research.

3. Compensation Paid or to be Paid to Third Parties:

Recipient	Date Paid or Scheduled to be Paid	Amount
None		

Linda E Meints

Signature

Senior Compliance Officer

Title

Linda E. Meints

Printed Name

March 30, 2016

Date

BAY COUNTY EMPLOYEES RETIREMENT SYSTEM

COMPENSATION DISCLOSURE FORM

Completion required pursuant to MCL 38.1133(7)
This form must be submitted to the Board of Trustees
no later than 28 days following its receipt by the Investment Service Provider.

I. Investment Service Provider Information

Company Name: Hotchkis and Wiley Capital Management, LLC
Address: 725 S. Figueroa St., 39th Floor
City: Los Angeles State: CA Zip: 90017

The undersigned, being duly authorized to execute on behalf of the aforementioned company, hereby certifies under penalty of perjury that the information provided herein, upon information and belief, is true, accurate and complete, and is intended to fully comply with the requirements of MCL 38.1133(7) and the Retirement System's Service Provider Disclosure Policy.

Signature

Anna Marie Lopez

Printed Name

4/11/16

Date

Chief Operating Officer

Title

II. Reporting Period

From: 1/1/15 To: 12/31/15

III. Compensation Disclosure (All fees/compensation associated with your relationship to the Retirement System)

A. Direct Compensation (Compensation paid directly from the Plan)

Amount: \$103,846.26 *

Manner of receipt (invoice, direct deduction, etc.): _____

* management fees billed for CY 2015

B. Indirect Compensation (Compensation associated with your relationship to the Retirement System received from any source other than the Plan, your affiliates or subcontractors)

Amount: None

Payer: _____

Manner of receipt: _____

Services to which such compensation relates: _____

C. Compensation Among Related Parties (compensation paid or to be paid to third parties, including affiliates or subcontractors; e.g., commissions, 12b-1 fees, soft-dollars, finder's fees, or other similar incentive compensation)

Amount: Refer to Exhibit A for brokerage commissions and soft dollars

Payer: _____

Recipient: _____

D. Total

Amount: \$103,846.26 (excludes brokerage commissions and soft dollars)

*Attach additional sheets as necessary.

Failure or refusal to complete and submit the foregoing Compensation Disclosure Form shall be deemed a violation of the requirements of MCL 38.1133(7) and the Retirement System's Service Provider Disclosure Policy, and may result in the suspension of payment for services rendered and/or termination of your relationship with the Retirement System.

(A copy of Act 314, as amended is available at <http://legislature.mi.gov/doc.aspx?mcl-act-314-of-1965>)

BAY COUNTY EMPLOYEES RETIREMENT SYSTEM

POLITICAL CONTRIBUTION DISCLOSURE FORM

Completion required pursuant to MCL 38.1133e

This form must be submitted to the Board of Trustees
no later than 28 days following its receipt by the Service Provider.

I. Service Provider Information

Company Name: Hotchkis and Wiley Capital Management
Address: 725 S. Figueroa St., 39th Floor
City: Los Angeles State: CA Zip: 90017

The undersigned, being duly authorized to execute, hereby certifies under penalty of perjury that the information provided herein, upon information and belief, is true, accurate and complete, and is intended to fully comply with the requirements of MCL 38.1133e and the Retirement System's Service Provider Disclosure Policy.

II. Reporting Period

From: 1/1/15 To: 12/31/15

III. Compliance Certification

The aforementioned Service Provider IS NOT a registered investment advisor under the Investment Advisors Act of 1940. Accordingly, Service Provider hereby certifies that it is compliant with the requirements of Section 13e of Public Act 314 of 1965, as amended (MCL 38.1133e) as of the date indicated below.

YES NO

Signature

Date

Printed Name

Title

The aforementioned Service Provider IS a registered investment advisor under the Investment Advisors Act of 1940. Accordingly, Service Provider hereby certifies that it is compliant with Rule 206(4)-5 under the Investment Advisors Act of 1940, as amended, as of the date indicated below.

YES NO

Signature

Date

Anna Marie Lopez

Chief Operating Officer

Printed Name

Title

Failure or refusal to complete and submit the foregoing Political Contribution Disclosure Form shall be deemed a violation of the requirements of MCL 38.1133e and the Retirement System's Service Provider Disclosure Policy, and may result in the suspension of payment for services rendered and/or termination of your relationship with the Retirement System.

(A copy of Act 314, as amended is available at <http://legislature.mi.gov/doc.aspx?mcl-act-314-of-1965>)

ACCOUNT 1122		HOTCHKIS AND WILEY CAPITAL MANAGEMENT			
STATED USD		COMMISSIONS			
		BAY COUNTY EMPLOYEES' RETIRE			
		TRADE DATES : 1/1/2015 - 12/31/2015			
Account	Broker	Quantity	Gross Amount	Commission	Cents Per Share
1122	ABEL NOSER DIRECTED	128,834	2,224,540.42	1,294.34	1.0
	Client Directed	128,834	2,224,540.42	1,294.34	1.0
1122	CREDIT SUISSE CCA	6,150	143,328.68	246.00	4.0
1122	MERRILL LYNCH CCA	15,130	429,896.99	605.20	4.0
	Commission Sharing 	21,280	573,225.67	851.20	4.0
1122	ABEL NOSER PROGRAM	27,700	540,928.50	554.00	2.0
1122	AQUA PRICE DISCOVERY	300	16,480.07	1.50	0.5
1122	AQUA SECURITIES LP	3,100	87,886.04	62.00	2.0
1122	CS FIRST BOSTON - AES	64,211	846,988.78	356.06	0.6
1122	IMPERIAL CAPITAL	1,400	18,448.23	14.00	1.0
1122	JEFFERIES / EXEC	300	12,356.37	3.00	1.0
1122	LIQUIDNET	28,040	654,217.15	538.80	1.9
1122	MERRILL LYNCH ELECTRONIC	88,366	1,609,581.50	543.85	0.6
	Execution Only	213,417	3,786,886.64	2,073.21	1.0
1122	B. RILEY & CO	25,300	194,925.15	774.00	3.1
1122	BANK OF AMERICA MERRILL LYNCH	1,900	79,287.94	76.00	4.0
1122	BARCLAYS CAPITAL	200	3,977.42	8.00	4.0
1122	BARCLAYS FBO CLEVELAND	600	1,778.22	24.00	4.0
1122	BMO CAPITAL MARKETS CANADIAN	2,100	51,451.68	84.00	4.0
1122	BTIG LLC	1,300	18,501.55	52.00	4.0
1122	BUCKINGHAM	500	5,334.49	20.00	4.0
1122	CITIGROUP GLOBAL MARKETS	4,500	25,305.75	135.00	3.0
1122	COWEN AND COMPANY	1,000	25,566.92	40.00	4.0
1122	CRT CAPITAL GROUP LLC	1,500	7,350.00	45.00	3.0
1122	CS FIRST BOSTON	5,900	185,146.41	118.00	2.0
1122	D.A. DAVIDSON SECURITIES	2,600	71,565.78	104.00	4.0
1122	DEUTSCHE BANK ALEX BROWN	600	17,701.20	24.00	4.0
1122	EVERCOREISI	5,000	60,058.75	200.00	4.0
1122	FRIEDMAN BILLINGS RAMSEY	200	12,698.02	8.00	4.0
1122	GOLDMAN SACHS	500	22,581.10	20.00	4.0
1122	GUGGENHEIM SECURITIES	1,800	5,832.90	54.00	3.0
1122	HOWARD WEIL INC	1,000	25,928.99	40.00	4.0
1122	IMPERIAL CAPITAL	1,300	74,509.14	52.00	4.0
1122	INSTINET NOMURA	200	11,900.00	8.00	4.0
1122	ITG INC	800	14,496.59	32.00	4.0
1122	JEFFERIES / RES	3,900	141,621.70	156.00	4.0
1122	JMP SECURITIES	3,500	57,186.29	140.00	4.0
1122	JP MORGAN SECURITIES	4,100	118,517.89	165.00	4.0
1122	KEEFE BRUYETTE WOODS	3,940	51,831.05	157.60	4.0
1122	KEYBANC CAPITAL MKTS RESEARCH	3,500	197,916.59	140.00	4.0
1122	Longbow Securities	1,300	36,183.38	52.00	4.0
1122	mitsubishi UFJ Securities (USA)	1,100	37,444.79	44.00	4.0
1122	MKM PARTNERS - RESEARCH	800	22,917.55	39.00	4.9
1122	MORGAN STANLEY	8,300	42,987.50	198.00	2.4
1122	OPPENHEIMER & CO INC	400	17,647.28	16.00	4.0
1122	RBC CAPITAL MARKETS	2,000	33,069.48	77.00	3.9
1122	REDBURN PARTNERS	2,100	29,984.46	84.00	4.0
1122	ROBERT W BAIRD AND CO	300	11,866.64	12.00	4.0
1122	SANFORD BERNSTEIN	1,500	21,888.87	60.00	4.0
1122	STIFEL NICOLAUS & CO	1,800	22,063.82	72.00	4.0
1122	SUNTRUST ROBINSON HUMPHREY	900	13,085.47	36.00	4.0
1122	WEDBUSH MORGAN	400	26,540.00	16.00	4.0
1122	WELLS FARGO SECURITIES	500	15,705.25	25.00	5.0
1122	WOLFE TRAHAN SECURITIES	100	2,703.00	4.00	4.0
	Research & Execution (Direct Broker Research)	99,240	1,817,059.01	3,411.60	3.4
1122	BARCLAYS CAPITAL / SD	7,500	171,229.68	300.00	4.0
1122	JEFFERIES / SD	200	4,711.01	8.00	4.0
	Research & Execution (Indirect Broker Research) <A>	7,700	175,940.69	308.00	4.0
TOTAL BROKERAGE COMMISSIONS		470,471	8,577,652.43	7,938.35	1.7

Indirect Broker Research and Commission Sharing Arrangements (does not include Direct Broker Research)

<A> Indirect Broker Research

 Commission Sharing

H&W defines client commission arrangements (i.e., "soft dollars") to include all payment structures that utilize client commissions to obtain research and execution services under Section 28(e). Direct Broker Research (research services produced and provided by a broker-dealer acting in the capacity of introducing, executing, clearing or research broker-dealer). Included in Direct Broker Research is research services directly from and "provided by" introducing broker-dealers who have correspondent relationships with broker-dealers for execution and clearing services and broker-dealers who have entered into commission sharing arrangements to provide brokerage and research services to their mutual customers. Indirect Broker Research is research services produced by a third-party (non-broker) vendor and provided by a broker-dealer, as permitted by Section 28(e). Indirect Broker Research includes, among others, traditional research reports and analyses (e.g., public policy, industry, company, credit, covenant); investment related data such as macro-economic, industry, and company financial statistics; investment services such as expert networks and specialized industry analysis. In July 2015, H&W started utilizing Client Commission Arrangements ("CCA") with certain broker-dealers. Under a CCA, H&W may effect transactions through a broker-dealer and request that broker-dealer to pay other broker-dealers, independent research providers and third-party vendors based on commission targets for research related services.

BAY COUNTY EMPLOYEES' RETIREMENT SYSTEM
POLITICAL CONTRIBUTION DISCLOSURE FORM

Completion required pursuant to MCL 38.1133e
This form must be submitted to the Board of Trustees
no later than 28 days following its receipt by the Service Provider.

I Service Provider Information

Company Name: Henderson Geneva Capital Management
Address: 100 E. Wisconsin Avenue, Suite 2550
City: Milwaukee State: WI Zip: 53202

The undersigned, being duly authorized to execute, hereby certifies under penalty of perjury that the information provided herein, upon information and belief, is true, accurate and complete, and is intended to fully comply with the requirements of MCL 38.1133e and the Retirement System's Service Provider Disclosure Policy.

II Reporting Period

From: January 1, 2015 To: December 31, 2015

III Compliance Certification

The aforementioned Service Provider IS NOT a registered investment advisor under the Investment Advisors Act of 1940. Accordingly, Service Provider hereby certifies that it is compliant with the requirements of Section 13e of Public Act 314 of 1964, as amended (MCL 38.1133e) as of the date indicated below. YES NO

Signature

Date

Printed Name

Title

The Aforenamed Service Provider IS a registered investment advisor under the Investment Advisors Act of 1940. Accordingly, Service Provider, hereby certifies that it is compliant with Rule 206(4)-5 under the Investment Advisors act of 1940, as amended, as of the date indicated below.

YES NO

Signature

Date

Anne S. Kochevar

Chief Compliance Officer

Printed Name

Title

Failure or refusal to complete and submit the foregoing Political Contribution Disclosure Form shall be deemed a violation of the requirements of MCL 38.1133e and the Retirement System's Service Provider Disclosure Policy, and may result in the suspension of payment for services rendered and/or termination of your relationship with the Retirement System.

(A copy of Act 314, as amended is available at <http://legislature.mi.gov/doc.aspx?mcl-act-314-of-1965>)

BAY COUNTY EMPLOYEES' RETIREMENT SYSTEM
COMPENSATION DISCLOSURE FORM

Completion required pursuant to MCL 38.1133(7)
This form must be submitted to the Board of Trustees
no later than 28 days following its receipt by the Service Provider.

I. Investment Service Provider Information

Company Name: Henderson Geneva Capital Management
Address: 100 E. Wisconsin Avenue, Suite 2550
City: Milwaukee State: WI Zip: 53202

The undersigned, being duly authorized to execute, on behalf of the aforementioned company, hereby certifies under penalty of perjury that the information provided herein, upon information and belief, is true, accurate and complete, and is intended to fully comply with the requirements of MCL 38.1133(7) and the Retirement System's Service Provider Disclosure Policy

Anne S. Kochevar
Signature

3/24/16
Date

Anne S. Kochevar
Printed Name

Chief Compliance Officer
Title

II. Reporting Period

From: January 1, 2015 To: December 31, 2015

III. Compensation Disclosure (All fees/compensation associated with your relationship to the Retirement System)

A. Direct Compensation (Compensation paid directly from the Plan)

Amount: \$169,293
Manner of Receipt (invoice, direct deduction, etc): Invoice

B. Indirect Compensation (Compensation associated with your relationship to the Retirement System received from any source other than the Plan, your affiliates or subcontractors)

Amount: _____
Payer: _____
Manner of Receipt: _____
Services to which such compensation relates: _____

C. Compensation Among Related Parties (compensation paid or to be paid to third parties, including affiliates or subcontractors; e.g. commissions, 12b-1 fees, soft-dollars, finders' fees, or other similar incentive compensation)

Amount: \$1,398
Payer: Commission paid on transactions executed on behalf of BCERS
Recipient: Various executing broker-dealers

D. Total
Amount: \$170,691

*Attach additional sheets as necessary.

Failure or refusal to complete and submit the foregoing Compensation Disclosure Form shall be deemed a violation of the requirements of MCL 38.1133(7) and the Retirement System's Service Provider Disclosure Policy, and may result in the suspension of payment for services rendered and/or termination of your relationship with the Retirement System.

(A copy of Act 314, as amended is available at <http://legislature.mi.gov/doc.aspx?mcl-act-314-of-1965>)

BAY COUNTY EMPLOYEES' RETIREMENT SYSTEM
POLITICAL CONTRIBUTION DISCLOSURE FORM

Completion required pursuant to MCL 38.1133e
This form must be submitted to the Board of Trustees
no later than 28 days following its receipt by the Service Provider.

I Service Provider Information

Company Name: EAGLE ASSET MANAGEMENT
Address: 880 CARILLON PARKWAY
City: ST PETERSBURG State: FL Zip: 33716

The undersigned, being duly authorized to execute, hereby certifies under penalty of perjury that the information provided herein, upon information and belief, is true, accurate and complete, and is intended to fully comply with the requirements of MCL 38.1133e and the Retirement System's Service Provider Disclosure Policy.

II Reporting Period

From: 1/1/15 To: 12/31/15

III Compliance Certification

The aforementioned Service Provider IS NOT a registered investment advisor under the Investment Advisors Act of 1940. Accordingly, Service Provider hereby certifies that it is compliant with the requirements of Section 13e of Public Act 314 of 1964, as amended (MCL 38.1133e) as of the date indicated below. YES NO

Signature

Date

Printed Name

Title

The Aforenamed Service Provider IS a registered investment advisor under the Investment Advisors Act of 1940. Accordingly, Service Provider, hereby certifies that it is compliant with Rule 206(4)-5 under the Investment Advisors act of 1940, as amended, as of the date indicated below. YES NO

Damian D Sousa
Signature

4/18/16
Date

DAMIAN D SOUSA
Printed Name

CHIEF COMPLIANCE OFFICER
Title

Failure or refusal to complete and submit the foregoing Political Contribution Disclosure Form shall be deemed a violation of the requirements of MCL 38.1133e and the Retirement System's Service Provider Disclosure Policy, and may result in the suspension of payment for services rendered and/or termination of your relationship with the Retirement System.

(A copy of Act 314, as amended is available at <http://legislature.mi.gov/doc.aspx?mcl-act-314-of-1965>)

BAY COUNTY EMPLOYEES' RETIREMENT SYSTEM
COMPENSATION DISCLOSURE FORM

Completion required pursuant to MCL 38.1133(7)

This form must be submitted to the Board of Trustees
no later than 28 days following its receipt by the Service Provider.

I. Investment Service Provider Information

Company Name: EAGLE ASSET MANAGEMENT
Address: 880 CARILLON PARKWAY
City: ST PETERSBURG State: FL Zip: 33716

The undersigned, being duly authorized to execute, on behalf of the aforementioned company, hereby certifies under penalty of perjury that the information provided herein, upon information and belief, is true, accurate and complete, and is intended to fully comply with the requirements of MCL 38.1133(7) and the Retirement System's Service Provider Disclosure Policy.

Damian D Sousa
Signature

4/18/16
Date

DAMIAN D SOUSA
Printed Name

CHIEF COMPLIANCE OFFICER
Title

II. Reporting Period

From: 1/1/15

To: 12/31/15

III. Compensation Disclosure (All fees/compensation associated with your relationship to the Retirement System)

A. Direct Compensation (Compensation paid directly from the Plan)

Amount: \$ 86,391.47
Manner of Receipt (invoice, direct deduction, etc): INVOICE

B. Indirect Compensation (Compensation associated with your relationship to the Retirement System received from any source other than the Plan, your affiliates or subcontractors)

Amount: \$ 1,146.61
Payer: EAGLE
Manner of Receipt: SOFT DOLLAR COMMISSION CREDITS BLOOMBERG B-TRADE
Services to which such compensation relates: RESEARCH

C. Compensation Among Related Parties (compensation paid or to be paid to third parties, including affiliates or subcontractors; e.g. commissions, 12b-1 fees, soft-dollars, finders' fees, or other similar incentive compensation)

Amount: \$ 10.40
Payer: EAGLE
Recipient: RAYMOND JAMES + ASSOCIATES

D. Total

Amount: \$ 87,548.50

*Attach additional sheets as necessary.

Failure or refusal to complete and submit the foregoing Compensation Disclosure Form shall be deemed a violation of the requirements of MCL 38.1133(7) and the Retirement System's Service Provider Disclosure Policy, and may result in the suspension of payment for services rendered and/or termination of your relationship with the Retirement System.

(A copy of Act 314, as amended is available at <http://legislature.mi.gov/doc.aspx?mcl-act-314-of-1965>)

BAY COUNTY EMPLOYEES' RETIREMENT SYSTEM
COMPENSATION DISCLOSURE FORM

Completion required pursuant to MCL 38.1133(7)

This form must be submitted to the Board of Trustees
no later than 28 days following its receipt by the Service Provider.

I. Investment Service Provider Information

Company Name: Bagdahn Consulting, LLC d/b/a The Bagdahn Group
Address: 4901 Vineland Road, Suite 600
City: Orlando State: FL Zip: 32811

The undersigned, being duly authorized to execute, on behalf of the aforementioned company, hereby certifies under penalty of perjury that the information provided herein, upon information and belief, is true, accurate and complete, and is intended to fully comply with the requirements of MCL 38.1133(7) and the Retirement System's Service Provider Disclosure Policy.

Richard Spurgeon
Signature

3/15/16
Date

Richard Spurgeon
Printed Name

CCO
Title

II. Reporting Period

From: 1/1/2015

To: 12/31/2015

III. Compensation Disclosure (All fees/compensation associated with your relationship to the Retirement System)

A. Direct Compensation (Compensation paid directly from the Plan)

Amount: \$140,000

Manner of Receipt (invoice, direct deduction, etc): INVOICE

B. Indirect Compensation (Compensation associated with your relationship to the Retirement System received from any source other than the Plan, your affiliates or subcontractors)

Amount: 0

Payer: _____

Manner of Receipt: _____

Services to which such compensation relates: _____

C. Compensation Among Related Parties (compensation paid or to be paid to third parties, including affiliates or subcontractors; e.g. commissions, 12b-1 fees, soft-dollars, finders' fees, or other similar incentive compensation)

Amount: 0

Payer: _____

Recipient: _____

D. Total

Amount: \$140,000

*Attach additional sheets as necessary.

Failure or refusal to complete and submit the foregoing Compensation Disclosure Form shall be deemed a violation of the requirements of MCL 38.1133(7) and the Retirement System's Service Provider Disclosure Policy, and may result in the suspension of payment for services rendered and/or termination of your relationship with the Retirement System.

(A copy of Act 314, as amended is available at <http://legislature.mi.gov/doc.aspx?mcl-act-314-of-1965>)

BAY COUNTY EMPLOYEES' RETIREMENT SYSTEM
POLITICAL CONTRIBUTION DISCLOSURE FORM

Completion required pursuant to MCL 38.1133e
This form must be submitted to the Board of Trustees
no later than 28 days following its receipt by the Service Provider.

I Service Provider Information

Company Name: Bogdahn Consulting, LLC d/b/a The Bogdahn Group
Address: 4901 Vineland Road, Suite 600
City: Orlando State: FL Zip: 32811

The undersigned, being duly authorized to execute, hereby certifies under penalty of perjury that the information provided herein, upon information and belief, is true, accurate and complete, and is intended to fully comply with the requirements of MCL 38.1133e and the Retirement System's Service Provider Disclosure Policy.

II Reporting Period

From: 1/1/2015

To: 12/31/2015

III Compliance Certification

The aforementioned Service Provider IS NOT a registered investment advisor under the Investment Advisors Act of 1940. Accordingly, Service Provider hereby certifies that it is compliant with the requirements of Section 13e of Public Act 314 of 1964, as amended (MCL 38.1133e) as of the date indicated below. YES NO

Signature

Date

Printed Name

Title

The Aforenamed Service Provider IS a registered investment advisor under the Investment Advisors Act of 1940. Accordingly, Service Provider, hereby certifies that it is compliant with Rule 206(4)-5 under the Investment Advisors act of 1940, as amended, as of the date indicated below.

YES

NO

Signature

Date

Printed Name

Title

Failure or refusal to complete and submit the foregoing Political Contribution Disclosure Form shall be deemed a violation of the requirements of MCL 38.1133e and the Retirement System's Service Provider Disclosure Policy, and may result in the suspension of payment for services rendered and/or termination of your relationship with the Retirement System.

(A copy of Act 314, as amended is available at <http://legislature.mi.gov/doc.aspx?mcl-act-314-of-1965>)

I, Rodney Holliday am appealing the process that was brought before me. For these reasons:

1.) My hire in date at B.M.C.F. is 2-1-87, my hire in date at the county building is 1-1-88. Hire in dates should not change going from one place to another. The facility has this on record. (my time cards).

2.) I started working 2-1-87 on call for B.M.C.F. worked on call until 1999. (12 years) Got credit for all but 1 year. Why am I being shorted a year? (11 months)

3.) I only want what is due to me. I worked the hours, I earned the time, I deserve the credit.

4.) I feel this is a form of bullying, discrimination and singling out.

5.) Explanation of #4: bullying - I am ~~not~~ being told I can't have what I earned, discrimination - Other employees hire in dates

did not change when they retired.
singling out - I am singled out
because other employees have
received their time they earned
and I am not receiving what I
earned.

Yours truly,
Rodney Holliday
Rodney Holliday
May 12, 2016

To Whom It May Concern:

I, Rodney Holliday, am appealing the process that was brought before me.

For these reasons:

1) My hire in date at B.M.C.F is 2-1-87. My hire in date at the County building is 1-1-88. Hire in dates should not change going from one place to another.

Facility has this on record and so does County building. (time cards)

2) started working on 2-1-87 on call for B.M.C.F, worked on call until 1999 (12 years). Got credit for all but 11 months. Why am I being shorted?

3) I only want what is due to me. I worked the hours, I earned the time, I deserve the credit.

4) I feel this is a form of bullying, discrimination and singling out.

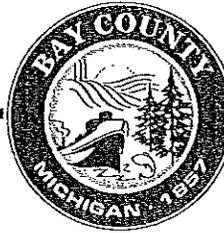
Sincerely Yours
Rodney Holliday
Rodney Holliday

5-17-16

CORPORATION COUNSEL

Amber Davis-Johnson, Corporation Counsel
johnsona@baycounty.net

Shawna S. Walraven, Assistant Corporation Counsel
walravens@baycounty.net



BAY COUNTY

THOMAS L. HICKNER
County Executive

Tel: (989) 895-4131
Fax: (989) 895-7658
TDD: (989) 895-4049

May 12, 2016

Rodney Holliday
205 N. Linn St.
Bay City, MI 48706

Mr. Holliday,

My name is Shawna Walraven and I serve as legal counsel to the Bay County Employees' Retirement System (BCERS). I am in receipt of your May 12, 2016 letter asking to have the date you began to earn retirement benefits as February 1, 1987. This request is denied, the date that you began to accrue retirement benefits is January 1, 1988 and your retirement benefits will be calculated as such.

The notification that BCERS receives for entry into the retirement system from the employer is in the form of a Membership Blank. Your Membership Blank stated that you began employment with Bay Medical Care Facility on February 1, 1987. It says that you were employed "part-time, no benefits" and following that stated that on January 1, 1988 you were employed "with retirement". I have enclosed a copy for your review.

The Bay County Employees' Retirement System Ordinance §4.026(b) states that "...included positions shall be:...(iii) All positions held by persons who are employed by the County, its offices, boards, agencies or departments, in a permanent position. For purposes of this section, a permanent position is defined as a position which normally requires service of 800 or more hours per calendar year. (iv) All positions held by persons who are employed by the County, its offices, boards, agencies or departments, in a temporary position in which the person served for more than one year with no break in service from that position in that one (1) year period and in which the person served at least 800 or more hours per calendar year. A member under this subsection is not entitled to credited service for his/her first year of service as a temporary employee, but may accumulate credited service thereafter."

It seems unclear from the records whether you were hired as a part-time employee, as is stated on your Membership Blank or whether you were hired as an "call in" position, as your employer has said and you state in May 12th letter. However, either way reaches the same result. If you were hired in as a part-time employee, you would not have been expected to work 800 hours a year or more. Part-time positions are generally excluded positions, if the employee does end up

working more than 800 hours in the first year they are then included for years going forward but their eligibility is not back dated and they are not entitled to credited service for their first year. The same result is found if you were hired in as "call in" because you would have had no guarantee of hours and would have been considered a temporary employee.

In your case, you did work over 800 hours in your first year (1987) and therefore qualified for benefits the next year (1988).

In your May 12, 2016 letter you are asking to appeal this decision. This letter is the official denial of your request to receive retirement benefits beginning February 1, 1987 through December 31, 1987. Your benefits will be calculated beginning January 1, 1988.

If this explanation is not satisfactory and you wish to appeal this denial, the process is described in §4.055 of the BCERS Ordinance. I have enclosed a copy for your review. You must request an oral hearing before the Board. The request must be written, be submitted within 90 days of the date of notification of denial and state the reasons for appeal.

You have indicated that you have concerns that you are being treated differently than others in the same situation. We have done a thorough search of our records and can assure you that all others in similar situations were treated equally, as mandated by the Bay County Employees' Retirement System Ordinance.

If you have any further questions, please feel free to contact me at the phone number above.

Thank you,



Shawna S. Walraven

cc: Katie Meeth
Rebecca Marsters
Kristal Goetz
Amber Davis-Johnson
Steve Gray
Rick Brzezski

**BAY COUNTY RETIREMENT BOARD
6/14/16
RESOLUTION**

BY: BAY COUNTY RETIREMENT BOARD 6/14/16)

WHEREAS, An application for non-duty disability was received from Paul Brissette.

WHEREAS, All required documents have been filed with the Retirement Office.

WHEREAS, The Bay County Medical Director, Dr. Kirk Herrick, D.O., has reviewed all medical records and other pertinent information regarding this application.

WHEREAS, It is Dr. Herrick's professional opinion that Paul Brissette is incapacitated for continued employment. This incapacity is likely to be permanent and Mr. Brissette should retire. Therefore, Be It

RESOLVED That this Board approve this Non-Duty Disability Retirement.

STEVE GRAY, CHAIR
AND BOARD

RESOLUTION NON-DUTY DISABILITY RETIREMENT BRISSETTE

MOVED BY TRUSTEE _____

SUPPORTED BY TRUSTEE _____

TRUSTEE	Y	N	E	TRUSTEE	Y	N	E	TRUSTEE	Y	N	E
Richard Brzezinski				Steve Gray				Jon Morse			
Kim Coonan				Richard Gromaski				Matthew Pett			
Kristal Goetz				Ernie Krygier				Thomas Starkweather			

Vote Totals:
 Roll Call: Yeas _____ Nays _____ Excused _____
 Voice: Yeas _____ Nays _____ Excused _____
 Disposition: Adopted _____ Defeated _____ Withdrawn _____
 Amended _____ Corrected _____ Referred _____

**BAY COUNTY RETIREMENT BOARD
6/14/16
RESOLUTION**

BY: BAY COUNTY RETIREMENT BOARD 6/14/16)

WHEREAS, An application for non-duty disability was received from Albert LaFond.

WHEREAS, All required documents have been filed with the Retirement Office.

WHEREAS, The Bay County Medical Director, Dr. Kirk Herrick, D.O., has reviewed all medical records and other pertinent information regarding this application.

WHEREAS, It is Dr. Herrick's professional opinion that Albert LaFond is incapacitated for continued employment. This incapacity is likely to be permanent and Mr. LaFond should retire. Therefore, Be It

RESOLVED That this Board approve this Non-Duty Disability Retirement.

STEVE GRAY, CHAIR
AND BOARD

RESOLUTION NON-DUTY DISABILITY RETIREMENT BRISSETTE

MOVED BY TRUSTEE _____

SUPPORTED BY TRUSTEE _____

TRUSTEE	Y	N	E	TRUSTEE	Y	N	E	TRUSTEE	Y	N	E
Richard Brzezinski				Steve Gray				Jon Morse			
Kim Coonan				Richard Gromaski				Matthew Pett			
Kristal Goetz				Ernie Krygier				Thomas Starkweather			

Vote Totals:

Roll Call: Yeas _____ Nays _____ Excused _____
Voice: Yeas _____ Nays _____ Excused _____

Disposition: Adopted _____ Defeated _____ Withdrawn _____
Amended _____ Corrected _____ Referred _____

**MONTHLY PENSION AMOUNT
BASED ON LOCATION**

State	Pension Paid	% of Total
AL	\$ 1,148.98	0.10%
AZ	\$ 6,157.57	0.55%
CA	\$ 2,862.47	0.26%
CO	\$ 242.45	0.02%
FL	\$ 20,932.84	1.87%
GA	\$ 281.76	0.03%
IN	\$ 2,677.64	0.24%
KY	\$ 259.11	0.02%
MI	\$ 1,076,307.83	96.13%
Alcona	\$ 946.11	0.08%
Alpena	\$ 3,297.17	0.29%
Arenac	\$ 34,047.07	3.04%
Bay	\$ 891,074.22	79.58%
Benzie	\$ 1,809.50	0.16%
Emmet	\$ 1,597.94	0.14%
Genesee	\$ 5,031.10	0.45%
Gladwin	\$ 8,716.48	0.78%
Grand Traver	\$ 4,231.49	0.38%
Huron	\$ 4,396.91	0.39%
Iosco	\$ 2,653.25	0.24%
Iron	\$ 798.31	0.07%
Isabella	\$ 617.46	0.06%
Jackson	\$ 746.50	0.07%
Kent	\$ 1,018.46	0.09%
Lapeer	\$ 677.46	0.06%
Leelanau	\$ 1,022.09	0.09%
Macomb	\$ 1,458.93	0.13%
Manistee	\$ 342.86	0.03%
Mason	\$ 2,633.75	0.24%
Midland	\$ 24,220.50	2.16%
Missaukee	\$ 1,295.37	0.12%
Montcalm	\$ 1,703.81	0.15%
Newaygo	\$ -	0.00%
Oakland	\$ 2,028.52	0.18%
Ogemaw	\$ 2,870.84	0.26%
Osceola	\$ 438.32	0.04%
Oscoda	\$ 989.07	0.09%
Ottawa	\$ 731.88	0.07%
Roscommon	\$ 4,264.34	0.38%
Saginaw	\$ 49,174.98	4.39%
Shiawassee	\$ 3,838.36	0.34%
Tuscola	\$ 16,779.09	1.50%
Wayne	\$ 855.69	0.08%
MN	\$ 1,147.90	0.10%
NC	\$ 1,387.53	0.12%
NM	\$ 1,279.19	0.11%
NV	\$ 315.24	0.03%
NY	\$ -	0.00%
OH	\$ 1,049.20	0.09%
SC	\$ 2,183.61	0.20%
TX	\$ 959.57	0.09%
WI	\$ 500.81	0.04%
Grand Total	\$ 1,119,693.70	100.00%



**OFFICE OF
BAY COUNTY EXECUTIVE**

Thomas L. Hickner
County Executive

515 Center Avenue, Suite 401
Bay City, Michigan 48708
Tel: (989) 895-4130 | Fax: (989) 895-7658

May 25, 2016

Mr. Steven Gray, Chairperson
Bay County Employees Retirement System
c/o Bay County Building
515 Center Avenue
Bay City, Michigan 48708

RE: APPOINTMENT AS SECRETARY TO BCERS

Dear Steve:

As you are aware, Shawna Walraven was appointed as my designee to act as Interim Secretary to the BCERS upon the retirement of former Finance Officer Crystal Hebert.

Effective immediately, I am appointing Jan Histed, Bay County Finance Officer, as Secretary to the BCERS, pursuant to Section 4.010(e). Ms. Histed's appointment will remain in effect until further notice.

Please let me know if you have any questions or wish to discuss this matter in any greater detail.
Thank you.

Sincerely,


TOM HICKNER
Bay County Executive

Cc: Finance Department
Personnel & Employee Relations
Retirement Board
Board of Commissioners
Robert Redmond
Deanne Berger



What Is Fiduciary Liability Insurance? And Why Private Companies May Need It.

In today's ever-shifting legal environment, employers are increasingly being held accountable for the benefits options they offer employees. Under the Employee Retirement Income Security Act of 1974 (ERISA), fiduciaries can be held personally liable for losses to a benefit plan incurred as a result of their alleged errors or omissions or breach of their fiduciary duties.

Lawsuits against a privately owned company, its fiduciaries, and its plans can be brought by a host of parties, including:

- Plan participants (employees).
- The government: The Department of Labor and The Pension Benefit Guarantee Corporation.

Fiduciary liability claims can involve a broad range of allegations, such as:

- Denial or change (especially reduction) of benefits.
- Administrative error.
- Improper advice or counsel.
- Wrongful termination of a plan.
- Failure to adequately fund a plan.
- Conflict of interest.
- Imprudent investment of assets or lack of investment diversity.
- Imprudent choice of insurance company, mutual fund, or third-party service provider.

By sponsoring a retirement plan, such as a defined contribution plan or 401(k), profit-sharing plan or employee stock option plan (ESOP), defined benefit plan, or welfare plans such as health or accident plans, a private company may need protection against errors in plan administration and breaches of duty under ERISA.

FIDUCIARY LIABILITY INSURANCE

Helps to protect the personal assets of company fiduciaries, as well as the financial assets of the company and employee benefit plans against lawsuits. Pays for a legal defense and, the insurer will supply expert defense counsel.

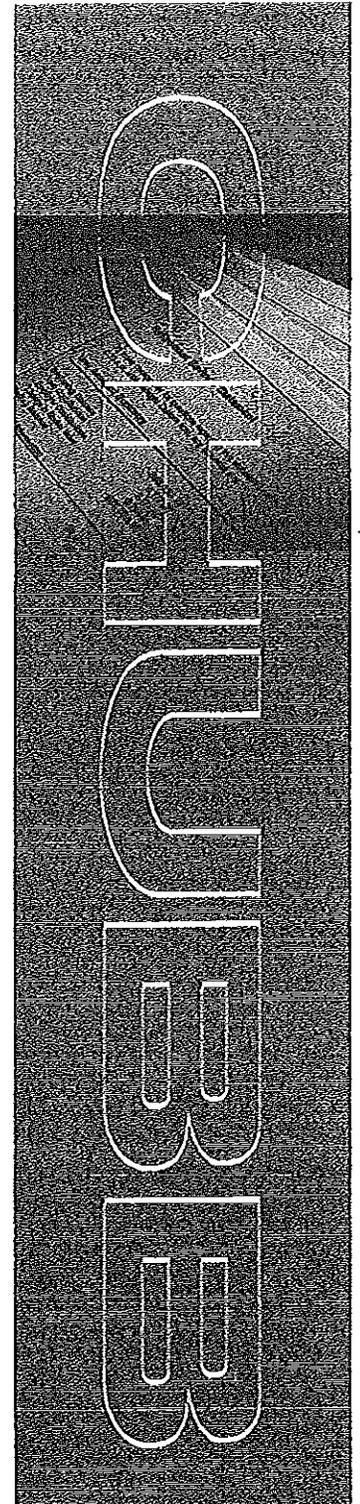
Your Private Company May Need Fiduciary Liability Insurance Because:

- It fills in gaps in traditional coverage. It is a common misconception that the employee benefits liability (EBL) section of general liability (GL) insurance or directors and officers (D&O) liability insurance will take care of every possible lawsuit against fiduciaries. However:
 - EBL insurance protects against claims of errors in plan administration, but not against the more expensive and complex ERISA violation claims.
 - D&O liability insurance typically excludes claims for both EBL and breach of ERISA fiduciary duty.
- By accessing the advice of experts and choosing and offering quality, diverse investments, you can mitigate your fiduciary liability exposure, but you can't eliminate it. Even a company sponsoring only a 401(k) is exposed. Employers are increasingly held liable for the selections they are giving to their employees.

- According to *The 2005 Chubb Private Company Risk Survey*¹:
 - One in five (18%) private company executives believe that a retiree may sue the company, its directors and officers, and/or its benefits plan administrators and fiduciaries over benefit issues in the coming year.
 - Twenty percent of private companies plan to reduce or eliminate employee benefits in the year ahead, increasing their potential fiduciary liability exposure.

Fiduciaries without fiduciary liability insurance may be forced to pay for lawsuit defense costs, judgments, and settlements out of their own pockets.

¹ The 2005 Chubb Private Company Risk Survey was sponsored by the Chubb Group of Insurance Companies to gain a better understanding of the many risks private companies and their directors and officers face. Researchers conducted telephone interviews from March through May 2005 with chief executive officers, chief financial officers, and other executives at a random sample of 451 privately held companies in 46 U.S. states.



ForeFront PortfolioSM Fiduciary Liability Insurance from Chubb

In order to help protect private companies, their fiduciaries, and their benefit plans, Chubb offers ForeFront PortfolioSM Fiduciary Liability Insurance.

COVERAGE FEATURES

Chubb will pay 100% of your defense costs—For covered claims, Chubb pays all defense costs (within the available limits and after payment of any applicable deductible), even if only part of the claim is actually covered. This is called "allocation" and it is important because sometimes losses are incurred by covered and uncovered parties, or insureds incur both covered and uncovered matters. Either way, as long as part of the claim is covered by Chubb's policy, Chubb pays 100% of the defense costs for such claim.

Chubb manages the defense with expert attorneys—Because Chubb has the duty to defend our ForeFront Portfolio Fiduciary Liability Insurance customers, should a claim arise, we retain expert counsel at affordable rates to manage a strong defense, sparing your company this burdensome worry. We've retained a superb panel of attorneys with extensive experience in private company issues who are dedicated to helping secure the most positive outcome possible for your firm.

Coverage for HIPAA violations available—ForeFront Portfolio Fiduciary Liability Insurance customers may obtain protection for civil penalties assessed under the Health Insurance Portability and Accountability Act (HIPAA).

Coverage for 502(f) and 502(i) penalties available—Customers may obtain protection for individual fiduciaries for the civil penalties they may face, including penalties of up to 5% imposed under ERISA Section 502(f) for inadvertent violations of ERISA Section 406, and up to 20% imposed under ERISA Section 502(i) for breaches of fiduciary duty.

Optional coverage for defense outside the limits—ForeFront Portfolio Fiduciary Liability Insurance allows customers to request defense costs to be paid outside the limits of liability. As defense costs are often a significant portion of any claim, this option provides additional protection while preserving the policy limit for other claims or indemnity payments.

Option for guaranteed quote for new employee stock ownership plans (ESOPs)—Chubb can guarantee to issue a discretionary quote for any ESOP created or acquired during the policy period, if the appropriate information is received 30 days prior to the creation or acquisition and the insured pays any required additional premium.

THE CHUBB ADVANTAGE

Chubb has earned its leadership position in the fiduciary liability insurance marketplace as a result of our:

- **Financial strength**—Our financial stability and ability to pay claims rate among the best in the insurance industry, as attested by Standard and Poor's and A.M. Best Company, the leading insurance rating services. In fact, three members of the Chubb Group of Insurance Companies were recognized in the January 2004 issue of *Best's Review* as being among only 15 property/casualty insurers, out of more than 3,300, that have maintained an A.M. Best rating of A+ or higher for 50 consecutive years. Agents, brokers, and prospective customers often seek out our services because our reputation in the market is well known.
- **Reputation for paying claims and superior service**—Our reputation for expert, fair claims handling is renowned in the industry. In a 2001 Goldwyn Sachs survey, agents and brokers rated Chubb #1 out of 40 insurers in service quality.
- **Longevity in the market**—Chubb has been insuring the complex fiduciary risks of privately held companies since 1978.
- **Local underwriters**—Chubb's worldwide network of branch offices means your company's management has a trusted ally no matter where they do business.

TAKE ACTION TODAY

Why take the chance that a lawsuit could financially cripple your company? For more information about ForeFront PortfolioSM Fiduciary Liability Insurance, or about Chubb's other ForeFront Portfolio coverages, contact your insurance agent or broker, or email raj-info@chubb.com. Additional information may be found on our Web site at www.chubb.com.



Chubb Group of Insurance Companies
Watten, NJ 07059
www.chubb.com

For procedural purposes, Chubb refers to the member insurers of the Chubb Group of Insurance Companies underwriting coverage.

This literature is descriptive only. Whether or not or to what extent a particular loss is covered depends on the facts and circumstances of the loss and the terms and conditions of the policy as issued. Actual coverage is subject to the language of the policies as issued.

Form 14-01-0712 (Rev. 3/00)

**BAY COUNTY RETIREMENT BOARD
6/14/16
RESOLUTION**

BY: BAY COUNTY RETIREMENT BOARD 6/14/16)

WHEREAS, The Bay County Retirement Board of Trustees is the designated fiduciary for the Bay County Employees' Retirement System

WHEREAS, The Bay County Employees' Retirement System Fiduciary Liability Policy has been renewed every year in recent history. The current one (1) year policy expires August 17, 2016; and

WHEREAS, There are three (3) other trusts covered by this policy and each will have to be signed by its fiduciary:

1. Bay County Voluntary Employees' Benefit Association
2. Bay County Employees' 401k savings plan (401k Board is the fiduciary)
3. Bay County Employees' 457 saving plan (Bay County Board of Commissioners is the fiduciary)

WHEREAS, Funds are budgeted for the fiduciary policy; Therefore, Be It

RESOLVED That the Bay County Retirement Board of Trustees authorizes renewal of the Bay County Employees' Retirement System Fiduciary Liability Policy and authorizes the Chairman of the Board to execute the renewal application and subsequent related documents on behalf of the Retirement Board following legal review/approval.

STEVE GRAY, CHAIR
AND BOARD

RESOLUTION FIDUCIARY POLICY RENEWAL

MOVED BY TRUSTEE _____

SUPPORTED BY TRUSTEE _____

TRUSTEE	Y	N	E	TRUSTEE	Y	N	E	TRUSTEE	Y	N	E
Richard Brzezinski				Steve Gray				Jon Morse			
Kim Coonan				Richard Gromaski				Matthew Pett			
Kristal Goetz				Ernie Krygier				Thomas Starkweather			

Vote Totals:

Roll Call: Yeas _____ Nays _____ Excused _____
 Voice: Yeas _____ Nays _____ Excused _____

Disposition: Adopted _____ Defeated _____ Withdrawn _____
 Amended _____ Corrected _____ Referred _____



BAY COUNTY EMPLOYEES' RETIREMENT SYSTEM
BAY COUNTY VOLUNTARY EMPLOYEES' BENEFICIARY ASSOCIATION

BAY COUNTY BUILDING
515 CENTER AVENUE
BAY CITY, MICHIGAN 48708-5128

Thomas L. Hickner
Bay County Executive

Jan Histed
Finance Officer/Secretary

BOARD OF TRUSTEES
Steven Gray, Chairperson
Richard Brzezinski
Kim Coonan
Kristal Goetz
Richard Gromaski
Ernie Krygier
Jon Morse
Matthew Pett
Thomas Starkweather

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(989) 895-4043
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To: Bay County Employees' Retirement System Board of Trustees

From: Katie Meeth, Retirement Administrator *K. Meeth*

Date: June 6, 2016

RE: Disability Retirant Reexamination Procedure Deviation

Request:

To approve delaying the July 1 deadline for all members receiving a disability pension to submit their reexamination forms until September 1, 2016. The Administrator will then place on the Board's executive session at the September 13, 2016 meeting to discuss the updated forms. At the September meeting, any members that the Board determined should be subject to reevaluation by the Medical Director, shall be determined.

Background:

On November 10, 2015 the Bay County Employees' Retirement System Board of Trustees adopted Resolution 2015-35 adopting the Disability Retirement Procedure. Included in that Procedure is the requirement that all members receiving a disability pension shall be subject to reexamination, as set forth in Section 4.044 of the Bay County Retirement Ordinance. This will be the first year that this procedure will take effect, and due to recent staffing changes, it would be best for the Members and administration to delay the deadline for a Member to submit their reexamination forms until September 1, 2016.

Because there has been a delay in notification of the members, it would be best to postpone the deadline until September 1st. Trustees will be able to make an appointment with me to review any Member's form after September 1st and before the September 13th meeting.

Finance/Economics:

This is a one-time change and will be of no cost to the Retirement System.

Recommendation:

To deviate from the Disability Retirement Procedure and change the deadline for a Member on disability retirement to submit their completed reexamination forms until September 1, 2016.

**BAY COUNTY RETIREMENT BOARD
6/14/16
RESOLUTION**

BY: BAY COUNTY RETIREMENT ADMINISTRATOR (6/14/16)

WHEREAS, The Retirement Administrator is requesting the Retirement Board delay the July 1st deadline for all Members receiving a disability pension to submit their reexamination forms until September 1, 2016. The Administrator will then place on the Board's executive session at the September 13, 2016 meeting to discuss the updated forms. At the September meeting, any Members that the Board determined should be subject to reevaluation by the Medical Director, shall be determined.

WHEREAS, On November 10, 2015, the Bay County Employees' Retirement System Board of Trustees adopted resolution 2015-35 adopting the Disability Retirement Procedure. Included in that Procedure is the requirement that all members receiving a disability pension shall be subject to reexamination, as set forth in Section 4.044 of the Bay County Retirement Ordinance. This will be the first year that this procedure will take effect, and due to recent staffing changes, it would be best for the Members and Administration to delay the deadline for a Member to submit their reexamination forms until September 1, 2016.

WHEREAS, Because there has been a delay in notification of the members, it would be best to postpone the deadline until September 1st. Trustees will be able to make an appointment with the retirement administrator to review any Member's form after September 1st and before the September 13th meeting.

WHEREAS, This is a one-time change and there will be no cost to the Retirement System. Therefore, Be It;

RESOLVED That the Bay County Employees' Retirement System Board approve this deviation from the Disability Retirement Procedure and change the deadline for a Member on disability retirement to submit their completed reexamination forms until September 1, 2016.

STEVE GRAY, CHAIR
AND BOARD

RESOLUTION
MOVED BY TRUSTEE _____

SUPPORTED BY TRUSTEE

TRUSTEE	Y	N	E	TRUSTEE	Y	N	E	TRUSTEE	Y	N	E
Richard Brzezinski				Steve Gray				Jon Morse			
Kim Coonan				Richard Gromaski				Matthew Pett			
Kristal Goetz				Ernie Krygier				Thomas Starkweather			

Vote Totals:
 Roll Call: Yeas _____ Nays _____ Excused _____
 Voice: Yeas _____ Nays _____ Excused _____
 Disposition: Adopted _____ Defeated _____ Withdrawn _____
 Amended _____ Corrected _____ Referred _____

CORPORATION COUNSEL



BAY COUNTY

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TO: STEVE GRAY, CHAIR, BAY COUNTY EMPLOYEES'
RETIREMENT SYSTEM

FROM: SHAWNA S. WALRAVEN, ASSISTANT CORPORATION
COUNSEL 

RE: DISABILITY RETIREMENT PROCEDURE UPDATE

DATE: JUNE 8, 2016

Background:

The Bay County Employees' Retirement System ("BCERS") Board of Trustees adopted the Disability Retirement Procedure by Resolution 2015-035. As we are using the Procedure for the first time it seems to be inefficient to ask the Trustees to review the same forms twice, a month apart. It seems to be more efficient to ask the Trustees to review the forms in executive session and then in regular session make determination on Members to be reevaluated by the Medical Director in the same meeting, rather than months apart.

Financial Impact:

There is no financial impact.

RECOMMENDATION: THAT THIS BOARD APPROVE THE CHANGE TO THE
DISABILITY RETIREMENT PROCEDURE.

BAY COUNTY EMPLOYEES' RETIREMENT SYSTEM
DISABILITY RETIREMENT PROCEDURE

Adopted by Resolution 2015-35

1. The Member shall submit a written application approved by the Retirement Board ("Board") to the Retirement Administrator ("Administrator") requesting a disability retirement. The Member shall submit to the Administrator:
 - (a) a list of all treating physicians for the past five years;
 - (b) a copy of the Member's job description (as created or provided by the County employer); and
 - (c) an Authorization to Release Medical Records and Information form.

The Administrator shall encourage the Member to submit all medical and/or other information in support of the application. The Administrator shall not process any request for the disability retirement until he or she receives the application, list of treating physicians, job description and authorization for release of medical records. The Member shall submit his or her application while the Member remains in the employ of the County employer.
2. The Retirement Board shall receive the application at its next regularly scheduled meeting and shall move that:
 - (a) the Administrator request from the Member and the County Employer all medical records and/or incident reports on file with the employer relative to the disability claim and from the Member's physician's all medical records relevant to the disability claim;
 - (b) the Member provide to the Administrator any additional information relevant to the Member's claim for disability retirement as determined necessary by the Board;
 - (c) the Member's application be referred to the Medical Director for consideration,
 - (d) the Member be personally examined by the Medical Director or that such personal examination requirement be waived; and
 - (e) the County Employer be notified of the Member's application and the Board's referral.

All reasonable costs for the duplication of records (other than medical records) requested by the Board shall be paid from assets of the Retirement System.

3. The Retirement Administrator shall provide to the Medical Director for his or her consideration all information received by the Administrator related to the Member's disability retirement claim, and shall assist the Member in scheduling an appointment with the Medical Director if such examination is required by the Board. The Member shall not be responsible for the cost of the examination, but may be responsible for a

cancellation fee due to his or her failure to keep a scheduled appointment. The Member shall be responsible for travel costs to the initial examination by the Medical Director and any additional examinations deemed necessary by the Medical Director.

4. The Medical Director may, at his or her discretion, refer the Member for an examination by a specialist if the Medical Director determines the he or she lacks the specialized expertise to make a determination as to any Member's disability retirement claim. The Medical Director shall notify the Administrator within seven (7) days of such referral, who shall notify the Board at its next regularly scheduled meeting. The cost incurred as a result of such a referral shall be paid with assets of the Retirement System.
5. It shall be the Member's responsibility to ensure that the Medical Director has received all medical information and/or records that the Member wishes the Medical Director to consider at or prior to the Member's examination (if required). Medical records are to be provided at the Member's expense.
6. The Medical Director shall forward to the Administrator his or her written medical report and certification on a form approved by the Board which shall:
 - (a) identify what records were reviewed by the Medical Director;
 - (b) state whether, in the Medical Director's (or specialist's) opinion, the Member is mentally or physically incapacitated from continued employment with his or her employer;
 - (c) the nature of the incapacity;
 - (d) a short narrative of the basis for the opinion or determination of incapacity;
 - (e) state whether the incapacity is likely to be permanent;
 - (f) state whether, in the Medical Director's (or specialist's) opinion, the Member is totally and permanently disabled while in the employ of his or her employer as a result of causes directly related to his or her actual performance of duty while an employee; and
 - (g) recommend whether, in the Medical Director's (or specialist's) opinion, the Member should be retired.

Incapacity for duty shall mean that the Member is mentally or physically incapacitated from further performance of duty in the service of the County Employer in the same or similar position the Member held at the time of the claimed disability. All claims for disability retirement must be fully and completely established by or on behalf of the applicant and certified by the Medical Director prior to the Board's grant of a disability retirement. Final determinations as to disability retirement of any kind (with the exception of a Third Party Physician referral on appeal) are expressly reserved to the Board.

7. The Administrator shall place on the Board's agenda an executive session during a

regular open meeting of the Board to discuss the Member's disability application, medical reports, opinions and certifications and all other pertinent information related to the Member's disability retirement application. Following that executive session, the Board shall resolve to grant or deny the disability retirement. The Administrator shall notify the Member of the meeting at least seven (7) days prior to the date of the meeting.

8. The Administrator shall notify the Member and the County Employer of the Board's grant or denial of the disability retirement benefit, in writing, within 30 days of the official Board action.
9. Upon approval by the Board, a Member's effective date of disability retirement shall be the later of:
 - a. The date of application for disability retirement; or
 - b. The date the Member actually last received compensation from his or her employer.
10. All Members receiving a disability pension shall, in years for which they are subject to reexamination as set forth in Section 4.044(a) of the Bay County Retirement Ordinance, submit to the Administrator no later than July 1 of each calendar year (or the first business day following the 1st if the same falls on a Saturday Sunday, or County Holiday) the following:
 - (a) A statement, completed in the last twelve months, from their personal physician on a "Physician Update" form approved by the Board; and
 - (b) A "Member Work History Update" form approved by the Board and signed under oath by the Member.
11. The Administrator shall submit the updated forms to the Board in executive session during the regularly scheduled open meeting in July of each year.
12. ~~The Administrator shall place on the Board's agenda in August of each year an executive session during a regular open meeting of the Board to discuss the updated forms submitted by the Administrator in the prior executive session. The Board shall make determinations in regular session as to which Member(s), if any, shall be subject to reevaluation by the Medical Director. Any such reevaluation shall follow the same format and procedure as the initial examination by the Medical Director.~~
13. The Administrator shall place on the Board's agenda in November of each year an executive session during a regular open meeting of the Board to discuss the Member's updated reevaluation, which shall include medical reports, opinions and certifications and all other pertinent information related to the Member's reevaluation of disability retirement. Following that executive session, the Board shall resolve to continue or

discontinue the disability retirement. The Administrator shall notify the Member of the meeting at least seven (7) days prior to the date of the meeting.

14. If the Member refuses to comply with the terms of this Policy and/or submit him or herself for reevaluation/reexamination, payment of any existing retirement benefit may be suspended by the Board. If the Member refuses to comply with the terms of this Policy and submit him or herself for reevaluation/reexamination for a period of one year, the Board may permanently revoke the Member's disability retirement benefit. The Board will not receive nor consider an application for disability retirement that does not comply with the terms of this Policy.

15. The Member may appeal a decision by the Board to deny a request for a disability retirement pursuant to the Appeal Procedure found at Section 4.055 of the Bay County Retirement Ordinance. However, the Member, *at the Member's option*, may select the following alternative appeal (which shall be considered an alternative benefit in lieu of the traditional appeal process available to the Member):
 - (a) The Member may submit to the Administrator, in writing, a request for their application to be submitted to an independent, third party physician for review. This physician shall be agreed upon and selected by the Medical Director and the Member's personal physician. Such a request must be made within 90 days of the date of the notification of denial.
 - (b) The Administrator shall present the appeal to the Board for receipt and the Board shall direct the Administrator to coordinate the selection of the third party physician.
 - (c) All documentation previously reviewed and/or considered by the Medical Director or specialist previously utilized by the Medical Director shall be forwarded to the Third-Party Physician for his or her review. The Third Party Physician shall conduct a physical examination of the Member and shall fill out and forward to the Administrator his or her written medical report and certification on the same form approved by the Board for use by the Medical Director.
 - (d) The Board shall receive and adopt the opinion and certification of the Third Party Physician regarding disability within 60 days of receipt of the Third Party Physician's medical report and certification. The Board shall not revisit the issue of the Member's Disability Pension (if the same is recommended by the Third Party Physician and therefore granted by the Board) until the Member is subject to reexamination/reevaluation as set forth in Section 4.044 of the Bay County Retirement Ordinance. All costs associated with the examination by the Third Party Physician shall be paid from assets of the Retirement System.

**BAY COUNTY RETIREMENT BOARD
6/14/16
RESOLUTION**

BY: ASSISTANT CORPORATION COUNSEL 6/14/16)

WHEREAS, The Bay County Employees' Retirement System ('BCERS') Board of Trustees adopted the Disability Retirement Procedure by resolution 2015-35. As we are using the Procedure for the first time, it seems to be inefficient to ask the Trustees to review the same forms twice, a month apart.

WHEREAS, It seems to be more efficient to ask the Trustees to review the forms in executive session and then in regular session make determination on Members to be reevaluated by the Medical Director in the same meeting, rather than months apart.
Therefore, Be It

RESOLVED That this Board approve the change to the Disability Retirement Procedure to review the forms in executive session and make determinations in regular session of the same meeting on Members to be reevaluated by the Medical Director.

STEVE GRAY, CHAIR
AND BOARD

RESOLUTION DISABILITY RETIREMENT PROCEDURE UPDATE

MOVED BY TRUSTEE _____

SUPPORTED BY TRUSTEE _____

TRUSTEE	Y	N	E	TRUSTEE	Y	N	E	TRUSTEE	Y	N	E
Richard Brzezinski				Steve Gray				Jon Morse			
Kim Coonan				Richard Gromaski				Matthew Pett			
Kristal Goetz				Ernie Krygier				Thomas Starkweather			

Vote Totals:

Roll Call: Yeas _____ Nays _____ Excused _____
Voice: Yeas _____ Nays _____ Excused _____

Disposition: Adopted _____ Defeated _____ Withdrawn _____
Amended _____ Corrected _____ Referred _____