2013

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

CHAPTER 7-A OF ACT 44 OF 2009 MANDATES the annual disclosure of certain information by every entity (hereinafter **"Contractor"**) which is a party to a professional services contract with one of the pension funds of the Borough of Littlestown (hereinafter the "**Requesting Municipality**"). Act 44 disclosure requirements apply to ***Contactors*** who provide professional pension services and receive payment of any kind from the **Requesting Municipality**'s pension fund. The **Requesting Municipalit**y has determined that your company falls under the requirements of Act 44 and must complete this disclosure form. You are expected to submit this completed form, to the Requesting Municipality below, **by December 1, 2013.** If, for any reason you believe that Act 44 does not require you to complete this disclosure form, please provide a written explanation of your reason(s) **by November 15, 2013**.

RETURN COMPLETED DISCLOSURE TO: Borough of Littlestown
Attn: Sandy Conrad, Borough Secretary/Treasurer
10 South Queen Street
Littlestown, PA 17340
Phone Number: (717) 359-5101
E-mail Address: sandy@littlestownboro.org

REQUIRED UPDATES:

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

DEFINITIONS FOR DISCLOSURE

TERM:	DEFINITION:
CONTRACTOR	Any person, company, or other entity that receives payments, fees, or any other form of compensation from a municipal pension fund in exchange for rendering professional services for the benefit of the municipal pension fund.
SUBCONTRACTOR OR ADVISOR	Anyone who is paid a fee or receives compensation from a municipal pension system – directly or indirectly from or through a contractor.
AFFILIATED ENTITY	Any of the following: 1. A subsidiary or holding company of a lobbying firm or other business entity owned in whole or in part by a lobbying firm. 2. An organization recognized by the Internal Revenue Service as a tax-exempt organization under section 501(c) of the Internal Revenue Code of 1986 (Public Law 99-514, 26 U.S.C. § 501 (c)) established by a lobbyist or lobbying firm or an affiliated entity.
CONTRIBUTIONS	As defined in section 1621 of the act of June 3rd, 1937 (P.L. 1333, No. 320), known as the Pennsylvania Election Code
POLITICAL COMMITTEE	As defined in section 1621of the act of June 3rd, 1937 (P.L. 1333, No. 320), known as the Pennsylvania Election Code
EXECUTIVE LEVEL EMPLOYEE	**Any employee or person or the person's affiliated entity who**: 1. Can affect or influence the outcome of the person's or affiliated entity's actions, policies, or decisions relating to pensions and the conduct of business with a municipality or a municipal pension system; or 2. Is directly involved in the implementation or development policies relating to pensions, investments, contracts or procurement or the conduct of business with a municipality or municipal pension system.
MUNICIPAL PENSION SYSTEM	Any qualifying pension plan, under Pennsylvania state law, for any municipality within the Commonwealth of Pennsylvania; includes the Pennsylvania Municipal Retirement System. *Example: the Police Pension Plan for the Borough of Winchesterville*
MUNICIPAL PENSION SYSTEM OFFICIALS AND EMPLOYEES; MUNICIPAL OFFICIALS AND EMPLOYEES	**Specifically,** those listed in **TABLE 2** titled: *"List of Pension System and Municipal Officials and Employees"* on the next page. Where applicable, includes any employee of the **Requesting Municipality**.
PROFESSIONAL SERVICES CONTRACT	A contract to which the municipal pension system is a party that is: (1) for the purchase of professional services including investment services, legal services, real estate services, and other consulting services; and, (2) not subject to a requirement that the lowest bid be accepted.

List of Municipal Officials for the Requesting Municipality

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

Elected Officials
James Eline, Sr. – Mayor
Ronald Baird – Council President
Donald Bateman – Council Vice President
Charlene Westcott – Council Member
David Wheeler – Council Member
Betty Bucher – Council Member
Joyce Weatherly – Council Member

Appointed Officials or Employees
Sandy Conrad – Secretary/Treasurer/CAO, Non-Uniform Plan/CAO, Police Plan

IDENTIFICATION OF CONTRACTORS & RELATED PERSONNEL

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

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

Indicate all that apply with an "X": [X] **Non- Uniform Plan** [ ] **Police Plan** [ ] **Fire Plan**

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

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

SEE ATTACHED

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

NO

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

➡ **IF "YES",** provide the name and of the person employed, their position with the municipality, and dates of employment.

NO

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

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

YES – SEE ATTACHED

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

5. Since December 17th 2009, has the ***Contractor*** or an ***Affiliated Entity*** paid compensation to or employed any third party intermediary, agent, or lobbyist that is to directly or indirectly communicate with an official or employee of the ***Municipal Pension System*** of the **Requesting Municipality** (OR), any municipal official or employee of the **Requesting Municipality** in connection with any transaction or investment involving the ***Contractor*** and the Municipal Pension System of the **Requesting Municipality?**
   This question does not apply to an officer or employee of the ***Contractor*** who is acting within the scope of the firm's standard professional duties on behalf of the firm, including the actual provision of legal, accounting, engineering, real estate, or other professional advice, services, or assistance pursuant to the professional services contact with municipality's pension system.

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

NO

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

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

NO

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

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

NO

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

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

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

NO

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

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

NO

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

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

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

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

YES - SEE ATTACHED

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

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

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

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

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

NO

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

NONE NOTED

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

Name:
LINDA COSTA
Position:
MRT - COO

Name:
CHRIS CAP
Position:
MRT - TREASURER

Name:

Position:

Name:

Position:

Name:

Position:

Name:

Position:

Linda Costa
SIGNATURE

MRT - COO
TITLE

10/11/13
DATE

VERIFICATION

I, LINDA COSTA, hereby state that I am MRT - COO for
(Name) (Position)

PSAB - MRT and I am authorized to make this verification.
(Contractor)

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

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

Signature

10/11/13
Date

2013 Addendum - Required Disclosure Form Statements

(Reference Question #1) List of MRT Personnel

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

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

Contractor Team Listing

PSAB Municipal Retirement Trust (MRT)
The PA State Association of Boroughs and Principal Pension Operations Contractor

Chris Cap, PSAB Executive Vice President – Serves as MRT Treasurer
Jeffrey Heishman, Deputy Executive Vice President – Serves as MRT Secretary
Linda Costa, Chief Operations Officer – Inside/Outside pension services and CAO
Joseph Scott, Chief Field Operations Officer – Inside/Outside pension service liaison

Sub-contractor and Advising Team Listing

Administrative, Accounting, Custodial, and Actuarial Companies

Thomas J. Anderson & Associates – Trust Administrator
Thomas Anderson, President – Manages Act 205 administrative compliance efforts.

Brown, Schultz, Sheridan & Fritz – Trust Auditor
John W. Bonawitz, Jr., Principal – Supervises annual audit functions for the Trust.

Hamilton & Musser – Accounting Sub-contractor
Robert Mast, Shareholder – Manages account reporting, tax filings and fund disbursements.

Fulton Bank – Fund Depository
Tammy Snyder, VP of Corporate Development – Manages checking and disbursement accounts.

Merrill Lynch – Investment Market Monitor
Peter Butera, CIMA, First Vice President of Investments – Serves as investment monitor of MRT.
William Bender, CFP, CIMA, ARPC – Serves as investment monitor of MRT.

Mette Evans & Woodside – Law firm providing legal counsel
James Ulsh and Mary Alice Busby, Shareholders – Serve as the MRT Solicitor.

Investment Management – Style-Specific Companies

Wedge Capital Management L.L.P – Mid-Cap, Bond Manager and Short Term Fixed
Martin L. Robinson, CFA, General Partner – Conducts outreach and financial reporting functions.
John G. Norman, Executive Vice President – Manages stock selection and operations platform.

Shaffer /Cullen Capital Management, Inc. - Large Cap Value
Edmund J. Lomasney, Vice President - Conducts outreach including marketing and outside sales.

Herndon Capital Management - Large Cap Value
Marc O. Sydor, Snr. Vice President Marketing & Client Services - Conducts outreach including marketing and outside sales.

Luther King Capital Management – Small/Mid Cap Core Manager
Mark L. Johnson, CFA, Portfolio Manager – Manages stock selection and operations platform.

The London Company – Small Cap Core Manager
Wade Stinnette, CFA, Portfolio Manager – Manages stock selection and operations platform.

Winslow Capital / Nuveen – Large Cap Growth Manager
Clark J. Winslow, Chief Executive Officer, Chief Investment Officer – Manages all operations and investments at Winslow Capital.
Justin H. Kelly, CFA Senior Managing Director, Portfolio Manager, Analyst - Conducts outreach and financial reporting functions.

ING Clarion Real Estate Securities – Real Estate Investment Trust Manager
Steven D. Burton, CFA, Managing Director - Global Strategy Portfolio Manager.

Atalanta Sosnoff – Large Cap Growth Manager
Richard Maresca, Managing Director - Manages stock selection and operations process.
Anthony Salvatore – Vice President – Conducts outreach and investment performance functions.

Neuberger Berman – Select Equity, Large Cap Core Manager
Andrew Provencher, CFA, Managing Director – Oversight of stock selection and operations process.

CS McKee – Large Cap Core Manager
Jeffrey Davideck, Marketing Manager – Manages outreach and financial reporting functions.
Gregory Melvin, CFA, Executive VP & Chief Investment Officer- Oversight of stock selection & research .

The Endowment Fund – Alternative Investments Fund of Funds Manager
John E. Price, Chief Financial Officer – Oversight of financial operations and alternative investments.

Wentworth, Hauser and Violich – International Fund Manager
Richard K. Hirayama, Senior Vice President – Oversight of stock selection and operations process.
Miriam E. Ballert, VP of Business Development - Conducts outreach and reporting functions.

NFJ Investment Group, Allianz Global Investors - International Fund Manager
Todd C. Monastero, Vice President, External Investment Consultant - Conducts outreach including marketing and outside sales.

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

Chris Cap, State Registered Lobbyist (last renewed 1/1/2012) Position: PA State Association of Boroughs – PSAB Executive Vice President

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

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

Edward Arnold - PSAB Board of Directors
565 Hiview Drive
Lititiz, PA 17543
Contributions:
(2012;2013) PA State Senator Lloyd Smucker - $50

Edward Child – PSAB Board of Directors
116 Woodview Drive
Quakertown, PA 18951
Contributions:
(8/21/2011) PA State Representative Paul Clymer - $10
(9/07/2011) Quakertown Committee to Elect a Republican Council - $25
(9/18/2011) Bucks County Republican Committee - $50
(10/01/2011) Quakertown School Board Gary Landes - $50
(5/15/2012) PA State Representative Paul Clymer - $25

Mary LaBert - PSAB Board of Directors
One North Butler Street
McAdoo, PA 18237
Contributions:
(2012) Representative Knowles - $50

David Perruso – PSAB Board of Directors
2487 Lincoln Avenue
Easton, PA 18042
Contributions:
(? date) Robert Freeman – State Representative - $25

Nancy Sherlock – PSAB Board of Trustees
424 West Bridge Street
Morrisville, PA 19067
Contributions:
(? date) State Representative John Galloway - $20