



**CRSA BOARD OF DIRECTORS
FRIDAY, FEBRUARY 19, 2021 TELECONFERENCE MEETING
10:00 AM**

Minutes approved by the Board on March 19, 2021

Board Attendees: Comptroller Kevin Lembo; Christine Shaw for Treasurer Wooden; Michael Walsh for Secretary McCaw; Thomas Sennett; Patrick Flaherty for Labor Commissioner Westby; Cesar Garcia for Banking Commissioner Perez; Keisha Palmer; Alex Knopp; Ed Zelinsky; Joe Fazzino; Doug McIntosh

Additional Attendees: Natalie Braswell, CT Office of the State Comptroller; Jessica Muirhead, CT Office of the State Comptroller; Andrea Feirstein, AKF; Angela Antonelli, Georgetown University; George Kasper, Pullman & Comley; Karen Jeffers, Pullman and Comley; Mark Chapleau, AKF; Manisha Srivastava, CT Office of Policy and Management; John Erlingheuser, AARP; Melissa Ziobron, House Republican Caucus; Brian Williams, Northshire Consulting Southington; Courtney Zinter Davis; John Sayour, New York Life; Aiden Yeaw; Tim Ryan, AARP

1. CALL TO ORDER

- a. Chairman Lembo called the meeting to order at 10:06 A.M.

2. PUBLIC COMMENT

- a. Chairman Lembo opened the floor for public comment.
- b. Melissa Ziobron from the House Republican Office inquired where the CRSA Board Meeting agendas are posted beyond the CRSA website. Chairman Lembo asked Ms. Muirhead where the agendas are posted. Ms. Muirhead responded that the agendas are posted on the CRSA website only. Ms. Ziobron requested that the agendas be posted on the official Agency DAS website in the future and that the agendas include the sign-in information for remote attendance. Chairman Lembo asked Ms. Muirhead to check whether other quasi-governmental agencies post to the DAS website and to follow their established practice.
- c. John Sayour of New York Life said that he spoke with the Board of the Connecticut National Association of Insurance and Financial Advisors. Mr. Sayour added that his industry does not serve the population that the State will serve because there are no significant commissions for simple plans and 401ks for small businesses. He requested that someone come from the Board to speak to the 200-250 agents of the state to promote the program. Chairman Lembo expressed support for the idea and asked Mr. Sayour to get in touch with Ms. Muirhead to make arrangements.
- d. John Erlingheuser from AARP Connecticut expressed thanks to Chairman Lembo and the Board for all the work that has been done in the last year. Mr. Erlingheuser expressed support for taking the steps necessary to launch the program and recommitted to working with the Authority and the vendor to ensure a successful pilot program.
- e. Brian Williams from Northshire Consulting in Southington expressed disagreement that there are not a lot of financial advisors who work in the micromarket or start-up plan space. Mr.

Williams said that there are local chambers of commerce who have done a very good job getting small businesses involved in those programs.

3. APPROVAL OF MINUTES

- a. Chairman Lembo declared a quorum and a roll call of the Board members in attendance.
- b. Alex Knopp moved to approve the meeting minutes of December 18, 2020. Keisha Palmer seconded the motion. The motion was opened to discussion. Caesar Garcia noted that there was a duplicate name in the attendees, and corrections to typos under 3(d) and 7(b). Alex Knopp amended the motion to include the corrections to the minutes. Keisha Palmer seconded. There was no further discussion. The motion passed with 10 votes in favor and 1 abstention.

4. GOVERNING DOCUMENTS

- a. Chairman Lembo requested that Attorney Karen Jeffers provide an update to the Board on the governing documents which were posted for the thirty day public comment period after the December 2020 Board meeting. The motion at the December meeting did not require the board to vote again if there were no comments to be addressed, so no further action was taken and the policies and bylaws are approved and adopted as published.

5. UPDATE ON FREEDOM OF INFORMATION REQUEST

- a. Chairman Lembo requested an update on the Freedom of Information Act request. Attorney Jeffers report that there have been no updates to this request.

6. LEGISLATIVE PROPOSALS

- a. Chairman Lembo asked Ms. Muirhead to share the updated legislative recommendations from the CRSA Legislative Committee. Mr. Knopp made a motion to approve adoption of the legislative proposals. The motion was seconded by Tom Sennett. The motion was opened to discussion. Mr. Knopp stated that many of the legislative changes are intended to parallel other states who have already launched programs. Mr. Fazzino added that these changes will lead to higher chances of success for the program participants. Mr. McIntosh further added that the changes are also reflective of best practices in the private sector for the benefit of the individual savers. Mr. Zelinsky explained the proposed technical changes to strengthen the ERISA pre-emption for the program.
- b. Mr. Knopp moved to change the legislative proposal (d) for employer liability to include only the second bullet point. Mr. Sennett seconded the amendment. Chairman Lembo added that he had discussions with appropriate legislative leaders to inform them that the Board would be presenting proposed changes, and he would bring the specifics of these changes if the Board approves. The motion passed unanimously by voice vote with no abstentions.

7. CONTRACT WITH BNY MELLON

- a. Discussion of bid proposal and contract for Record Keeper RFP pursuant to 1-200(6)(E) and 1-210(b)(24) and 1-210(b)(10), inviting Karen Jeffers, George Kasper, Jessica Muirhead, Andrea Feirstein, Mark Chapleau, Manisha Srivastava, and Natalie Braswell to join the executive session. Seconded by Alex Knopp. The vote was taken by roll call.

Shaw – AYE

Walsh – AYE

Sennett – AYE

Flaherty – AYE

Garcia – AYE

Palmer – AYE

Knopp – AYE
Zelinsky – AYE
Fazzino – AYE
McIntosh – AYE
Lembo – AYE

The motion passed and the Board entered executive session.

8. CONTRACT

- a. The Board returned from Executive Session. Ms. Palmer made a motion to prospectively modify the Board’s prior resolution of August 2020 to permit the adoption of the contract with BNY Mellon. Mr. Sennett seconded the motion. The motion was opened to discussion. Ms. Palmer noted that the vote by the CRSA today, regardless of the outcome, should not be interpreted as the CRSA taking a position on the validity of the State’s claim on BNY Mellon. Ms. Shaw added that this motion applies to the August resolution which will allow approval of the contract, this motion does not relate to the approval of the contract itself. Chairman Lembo confirmed that was correct. The vote was taken by roll call.

McIntosh – AYE
Fazzino – AYE
Zelinsky – AYE
Knopp – AYE
Palmer – AYE
Garcia – Present
Flaherty – NO
Sennett – AYE
Walsh – AYE
Shaw – AYE
Lembo – AYE

The motion passed.

- b. Chairman Lembo made the following motion:

WHEREAS, pursuant to a Request for Proposals issued by the Connecticut Retirement Security Authority (the “Authority”) dated April 26, 2019, the Board of Directors of the Authority (the “Board”) received a proposal related to plan administration and management services for the Connecticut Retirement Security Exchange (the “Program”) from Sundry Administration, LLC and BNY Mellon.

NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF THE AUTHORITY AS FOLLOWS:

The Services Agreement between the Authority and Sundry Administration, LLC, The Bank of New York Mellon, BNY Mellon Investment Servicing Trust Company and Lockwood Advisors, Inc. for the provision of plan administration, management and investment advisory services (the “Agreement”) is hereby approved;

The Chairperson of the Board of Directors of the Authority (the “Chairperson”) be, and hereby is, on behalf of the Authority, authorized and directed to execute and deliver the Agreement, with such additions to, deletions of, and other changes to the terms and provisions thereof as

may be approved by the Chairperson, acting in conjunction with counsel to the Authority, such approval to be conclusively evidenced by the Chairperson's execution and delivery of the Agreement in definitive form;

The Chairperson be, and hereby is, authorized and directed to do all such acts and things necessary or desirable to execute and deliver the Agreement and all such other agreements, instruments, certificates, consents and other documents required thereby or in connection therewith either now or in the future as the Chairperson, in the name of and on behalf of the Authority, deems necessary, desirable or appropriate, having such form and content as the Chairperson, acting in conjunction with counsel to the Authority, shall deem to be in the best interests of the Authority;

The Chairperson be, and hereby is, authorized, empowered and directed, for and on behalf of the Authority, to take or cause to be taken all such further action and to execute and deliver or cause to be executed and delivered, and, if appropriate, file or record, or cause to be filed and recorded, any and all applications, agreements, contracts, undertakings, commitments, consents, certificates, reports, affidavits, statements, and other documents, instruments or papers, as the Chairperson, in the name of and on behalf of the Authority and acting in conjunction with counsel to the Authority, deems necessary, desirable or appropriate to carry out and consummate the intent and purposes of the foregoing resolutions;

The Board hereby designates the Chairperson as the "Board's Designee" as defined in the Agreement; and

Any actions described in the foregoing resolutions that may have been taken by the Authority or the Chairperson prior to the approval of these resolutions are hereby ratified, adopted and approved in all respects.

The motion was seconded by Mr. Knopp. The motion was opened to discussion. Mr. Knopp congratulated the participants of the negotiation. Mr. Walsh expressed support for the program to help the long term prospects of the citizens of Connecticut and the State, and acknowledged the short-term concern of the Treasurer's dispute with BNY Mellon in a separate matter. Mr. Walsh added that he would be voting as present but encouraged the Board to support the motion. Chairman Lembo thanked the Board for their work and expressed support for the purpose and mission of the Board to support the six hundred thousand people of Connecticut without access to work-based retirement savings. Chairman Lembo further thanked Karen Jeffers and her firm, Andrea Feirstein and the AKF team, external partners including the AARP, Jessica Muirhead, and Natalie Braswell, who has worked on the CRSA for over a year and will be leaving the Comptroller's office for a position with DEEP. Chairman Lembo urged the Board to support the motion to approve the contract. The vote was taken by roll call.

Shaw – NO
Walsh – Present
Sennett – AYE
Flaherty – Present
Garcia – Present
Palmer – AYE
Knopp – AYE
Zelinsky – AYE
Fazzino – AYE

McIntosh – AYE

Lembo -AYE

The motion passed.

9. ADJOURNMENT

- a. Mr. Sennett made a motion to adjourn. Mr. McIntosh seconded the motion. The meeting adjourned at 12:10 PM.