GWINNETT RETIREMENT SYSTEM

GWINNETT COUNTY BOARD OF EDUCATION Suwanee, Georgia

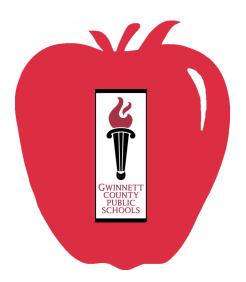


<u>THIRTY-FIFTH ANNUAL REPORT</u> Fiscal Year Ended December 31, 2017

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Introductory Section



Gwinnett Retirement System

GWINNETT COUNTY BOARD OF EDUCATION GWINNETT RETIREMENT SYSTEM 437 Old Peachtree Road, NW, Suwanee, GA 30024-2978

JOE HEFFRON, Chm. DR. LINDA ANDERSON, V. Chm. TONY AGUIRRE TRENT ALEXANDER JEFF BURMESTER ROGER CLARK SARA LEE GARY PETMECKY ERIC SPOTO BOARD OF EDUCATION

CAROLE BOYCE, Chm DANIEL D. SECKINGER, V. Chm LOUISE RADLOFF DR. MARY KAY MURPHY DR. ROBERT MCCLURE

J. ALVIN WILBANKS Superintendent

January 11, 2019

Dear Fellow Employees:

On behalf of the Administrative Committee, I am pleased to present the thirty-fifth Annual Report of the Gwinnett Retirement System (GRS). This report is intended to enhance your understanding of a valuable employee benefit plan and to serve as a report card on the operating results of GRS during 2017.

The GRS was established as an alternative to Social Security upon the request of the Gwinnett County Public School employees, on January 1, 1983. The Plan is funded through a combination of employer and employee contributions, and investment income. In accordance with Georgia law, periodic contributions to the retirement fund are made based on an independent actuary's calculation of the amount necessary to fund all benefits when due. The Plan provides benefits comparable to Social Security at a much reduced contribution rate for employees.

Since inception, the Plan has grown significantly in terms of total participants. At the end of 2017, there were 20,953 active participants in the Plan, slightly up from 20,865 at the end of 2016. Retirements from the Plan are still increasing and are expected to continue to grow significantly over the next several years, as a greater percentage of school system employees reach retirement age. During 2017, the number of retirees and beneficiaries of the system increased from 8,071 to 8,685.

At the end of 2017, the market value of assets held in the GRS investment portfolio was \$2,067,756,370, and the actuarial funded ratio of the Plan was 96.4%. Since the inception of the Plan, assets have achieved an average annual rate of return of over 9 percent per year. These average annual returns compare quite favorably with those of other public pension plans. Detailed investment performance information is provided in the Investment Section of this report.

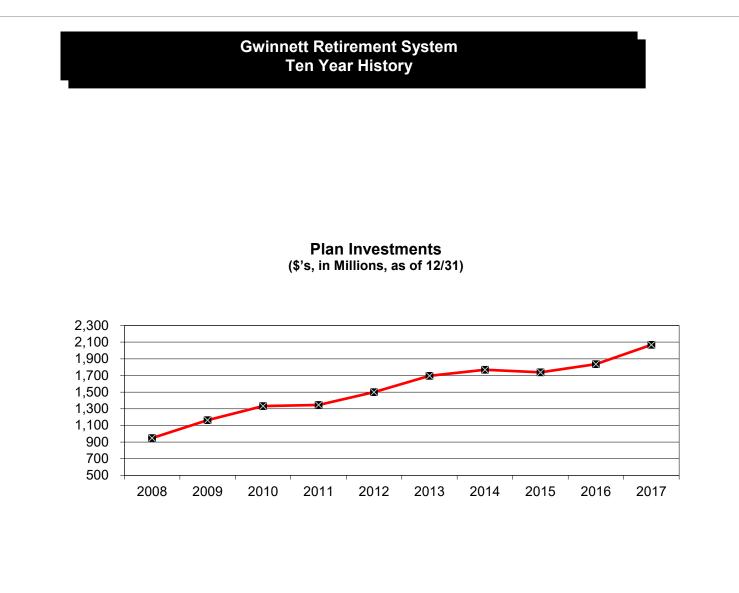
All members of the Committee welcome your input and questions at any time. Please feel free to contact any of us at your convenience.

In closing, I would like to express my appreciation to all of our advisors and staff whose diligent work continues to provide all GRS participants with a secure plan that can be counted on to provide all the benefits they expect and deserve. The quality of our plan is a tribute to their wisdom and efforts.

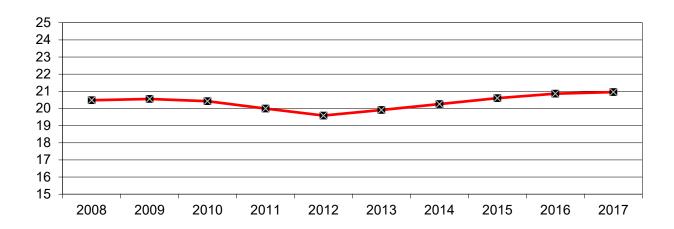
Sincerely,

Joseph P. Heffron

Joseph P. Heffron Chairman, Gwinnett Retirement System Administrative Committee



Active Plan Participants (In Thousands, as of 12/31)



Gwinnett Retirement System 2017 Staff and Advisors

Gwinnett County Public Schools Board of Education

Carole Boyce, Chairman Daniel D. Seckinger, Vice Chairman Dr. Mary Kay Murphy Dr. Robert McClure Louise Radloff

GRS Plan Administrative Committee

J. Alvin Wilbanks, Superintendent (Ex Officio) Joe Heffron, Chief Financial Officer, Chairman Dr. Linda Anderson, Chief Human Resources Officer, Vice Chairman Tony Aguirre, School Business Manager, Collins Hill High School Trent Alexander, Teacher, Lawrenceville Elementary School Jeff Burmester, Teacher, Gwinnett School of Mathematics, Science, and Technology Roger Clark, Assistant Director, Transportation Sara Lee, Retiree Gary Petmecky, Teacher, Parkview High School Eric Spoto, Executive Director, School Operations & Support

Administrative Staff

GRS Retirement Services Department

Tom Daymude, Director Betty Mason, Retirement Services Manager Rebekah Massey, Retirement Specialist Lynn Skinner, Retirement Specialist Michelle Watson, Retirement Specialist Susie Murray, Retirement Specialist Naomi Duncan, Retirement Specialist Cheri Trainor, Assistant Director Beth Ragland, Retirement Services Coordinator Jan Taylor, Lead Financial Systems Specialist Beverly Camp, GRS Payroll Assistant Cindy Bolton, Assistant Ginger Caponi, Assistant Sigrid Osorio, Assistant

Office of the Chief Financial Officer Paula Gill, Recording Exec. Secretary

Investment Managers

Domestic Equity BlackRock Sound Shore Management Systematic Financial Management Parametric

International Equity Dimensional Fund Advisors State Street Global Advisors LMCG Investments <u>Fixed Income</u> Standish Mellon Asset Management Taplin, Canida & Habacht Mellon Capital Management

<u>Real Estat</u>e REMS Group State Street Global Advisors Alternatives AEA Investors Balentine CarVal Investors HarbourVest Northstar Capital Private Advisors

Administrative Section



Gwinnett Retirement System

Gwinnett Retirement System Plan Overview

Objective

The objective of the Gwinnett Retirement System is to hold in trust and soundly invest all funds contributed to the Plan in order to provide defined retirement and long-term disability benefits for all covered employees.

<u>Eligibility</u>

Covered employees may retire and elect to receive monthly retirement benefits upon attainment of age 65 or upon attaining eligibility for early retirement under the appropriate State Plan (Teachers Retirement System of Georgia or Public School Employees Retirement System). Early retirement benefits are reduced by factors which have been established for each year of age under 65. Monthly disability benefits are payable after six months in which the employee remains on approved leave of absence as determined by Board policy, or upon determination of disability if later.

Coverage

All regular full-time employees are automatically covered by the GRS Plan. Full-time employees are those who are regularly scheduled to work at least twenty hours per week and are not student, seasonal or intermittent employees.

Administration

The GRS Plan Administrative Committee consists of nine voting members and one non-voting member. The Superintendent (non-voting), Chief Financial Officer, and the Chief Human Resources Officer are permanent members. The seven other rotating members consist of three school teachers, one local school administrator, one classified employee, one retiree drawing GRS benefits and one person in any position the Board chooses. As each rotating member's term expires, replacement members are recommended by the GRS Plan Administrative Committee to the Superintendent and Board of Education for approval. The rotating members serve a seven year term and must remain off the Committee at least twelve months before being considered for another term. A complete listing of the 2017 GRS Committee is included on page 3.

Asset Management

In 2017 the GRS Plan Administrative Committee employed the firm of NEPC, LLC to provide independent investment consulting. NEPC assisted in the development of investment policies and the selection and employment of investment managers. On an ongoing basis, NEPC has assisted in revising these policies and in monitoring the investment manager results. Detailed information on the investments of the Plan is presented in the Investment Section of this report.

<u>Actuarial</u>

The GRS Plan Administrative Committee employs the firm of Cavanaugh Macdonald Consulting, LLC to perform annual actuarial valuations. A copy of the most recent actuarial valuation report may be viewed or downloaded from the GRS website at: <u>http://www.gwinnett.k12.ga.us/GRS/GRSWeb-App.nsf/pages/Publications</u>

<u>Audit</u>

The accounting firm of Mauldin & Jenkins, LLP conducts annual audits of the Plan. The audit opinion and the two basic financial statements for 2017 are presented in the Financial Section of this report. A full copy of the financial report may be viewed or downloaded from the GRS website at: <u>http://www.gwinnett.k12.ga.us/GRS/GRSWeb-App.nsf/pages/Publications</u>

Gwinnett Retirement System Retirement Services Department

Gwinnett Retirement Services Department Mission

The mission of the Retirement Services Department is to provide Gwinnett County Public Schools employees and retirees with the information, guidance, support, and service they need to plan and achieve a comfortable, secure, and independent retirement; and to manage the assets of the Plan to ensure the promise of life-long benefits.

Key Tasks and Responsibilities

Retirement Services

Provide Member Counseling Manage Enrollment Manage Benefits Manage Participant Data Provide Member Statements

Financial Operations

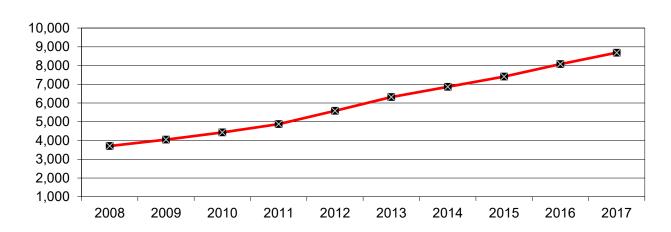
Manage Contributions Provide Accounting Services Provide Financial Statements Manage Disbursements Manage Banking Operations

GRS Website

The GRS website was created to provide easy access to Plan information and answers to frequently asked questions. The goal of the website is to maintain continuous communication links between GRS and its customers. The current web address is <u>www.gwinnett.k12.ga.us/GRS</u>.

Benefit Recipients

The GRS Department is responsible for the retirement process of every employee who retires from the Plan. Since its inception in 1983, the GRS Plan has continued to experience rapid growth in the annual and overall numbers of retirees. The total number of people receiving monthly GRS benefits is now over 8,600. Over the next several years the number of employees eligible for retirement is expected to continue to grow rapidly.



Benefit Recipients

Financial Section



Gwinnett Retirement System



INDEPENDENT AUDITOR'S REPORT

To the Administrative Committee and Members Gwinnett County Board of Education Retirement System Suwanee, Georgia

Report on the Financial Statements

We have audited the accompanying financial statements of the **Gwinnett County Board of Education Retirement System** (the "System") as of and for the year ended December 31, 2017, and the related notes to the financial statements, which collectively comprise the System's basic financial statements as listed in the table of contents.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with auditing standards generally accepted in the United States of America and the standards applicable to financial audits contained in *Government Auditing Standards*, issued by the Comptroller General of the United States. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

200 GALLERIA PARKWAY S.E., SUITE 1700 • ATLANTA, GA 30339-5946 • 770-955-8600 • 800-277-0080 • FAX 770-980-4489 • www.mjcpa.com Members of The American Institute of Certified Public Accountants

Opinion

In our opinion, the financial statements referred to above present fairly, in all material respects, the fiduciary net position of the Gwinnett County Board of Education Retirement System, as of December 31, 2017, and the changes in fiduciary net position for the year then ended in accordance with accounting principles generally accepted in the United States of America.

Other Matters

Required Supplementary Information

Accounting principles generally accepted in the United States of America require that the Management's Discussion and Analysis, the Schedule of Changes in the District's Net Pension Liability and Related Ratios, the Schedule of District's Contributions, and the Schedule of Investment Returns (on pages 3-6, 22, 23, and 24, respectively) be presented to supplement the basic financial statements. Such information, although not a part of the basic financial statements, is required by the Governmental Accounting Standards Board who considers it to be an essential part of financial reporting for placing the basic financial statements in an appropriate operational, economic, or historical context. We have applied certain limited procedures to the required supplementary information in accordance with auditing standards generally accepted in the United States of America, which consisted of inquiries of management about the methods of preparing the information and comparing the information for consistency with management's responses to our inquiries, the basic financial statements, and other knowledge we obtained during our audit of the basic financial statements. We do not express an opinion or provide any assurance on the information because the limited procedures do not provide us with sufficient evidence to express an opinion or provide any assurance.

Other Reporting Required by Government Auditing Standards

In accordance with *Government Auditing Standards*, we have also issued our report dated October 31, 2018 on our consideration of the System's internal control over financial reporting and on our tests of its compliance with certain provisions of laws, regulations, contracts, and grant agreements and other matters. The purpose of that report is solely to describe the scope of our testing of internal control over financial reporting and compliance and the results of that testing, and not to provide an opinion on the effectiveness of the System's internal control over financial reporting or on compliance. That report is an integral part of an audit performed in accordance with *Government Auditing Standards* in considering the System's internal control over financial reporting and compliance.

Manddin & Jenluns, LLC

Atlanta, Georgia October 31, 2018

GWINNETT COUNTY BOARD OF EDUCATION RETIREMENT SYSTEM

STATEMENT OF CHANGES IN FIDUCIARY NET POSITION

For the Year Ended December 31, 2017

	2017	
Assets		
Receivables:		
Accrued interest and dividends	\$ 2,014,797	
Pending trades receivable	874,734	
Total receivables	2,889,531	
Investments, at fair value:		
Common stocks	364,831,101	
Preferred stocks	4,670,529	
Mutual and commingled funds	1,395,426,923	
Corporate bonds	115,250,339	
Money market funds	32,166,245	
Private Equity	29,853,019	
U.S. treasury inflation protected securities Securities lending short-term collateral	123,398,273	
investment pool	78,350,107	
Total investments	2,143,946,536	
Total assets	2,146,836,067	
Liabilities		
Accounts payable and accrued expenses	101,136	
Pending trades payable	660,220	
Loan payable for securities lending	78,318,341	
Total liabilities	79,079,697	
Net position restricted for pension benefits	\$ 2,067,756,370	

See accompanying notes to financial statements.

GWINNETT COUNTY BOARD OF EDUCATION RETIREMENT SYSTEM

STATEMENT OF CHANGES IN FIDUCIARY NET POSITION

For the Year Ended December 31, 2017

	2017
Additions	
Contributions	
Employer Members	\$ 35,524,525
Total Contributions	10,069,213
Total Contributions	45,593,738
Investment income	
From investing activities	
Net appreciation in fair value of investments	254,560,283
Interest and dividends	15,131,290
Other investment income	10,236
	269,701,809
Less investments activity expenses	(3,646,382)
Net income from investing activities	266,055,427
From security lending activities	
Security lending income	277,764
Security lending expenses	(15,277)
Net appreciation in fair value short-term collateral	
investment pool	14,024
Net income from security lending activities	276,511
Net investment income	266,331,938
Total additions	311,925,676
Deductions	
Benefits paid to participants	
Retirement	75,211,740
Disability	3,569,820
Total benefits paid to participants	78,781,560
Administrative expenses	1,543,927
Total deductions	80,325,487
Net increase in fiduciary net position	231,600,189
Net position restricted for pension benefits	
Beginning of year	1,836,156,181
End of year	\$ 2,067,756,370

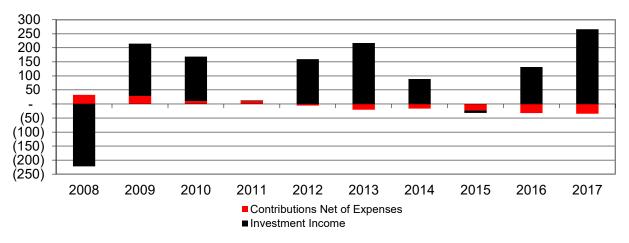
See accompanying notes to financial statements.

Gwinnett Retirement System Financial Highlights For the Year Ended December 31, 2017

Additions

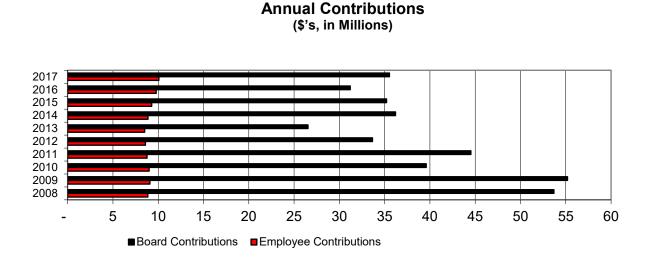
Plan assets increased by a net \$232 million during the year. The increase was due to a combination of investment return and contributions to the plan. Positive investment return accounted for an increase of \$266 million to Plan asset value. Contributions net of expenses to the Plan accounted for a net decrease of \$35 million. Further detail on Plan investment performance is provided in the Investment Section of this report.





Contributions

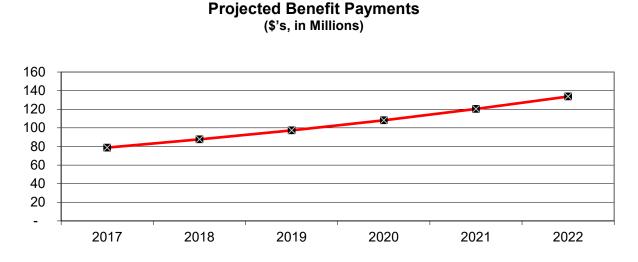
Employer and employee contributions have consistently added to asset value over the life of the Plan. Contributions totaled \$45.6 million for the year 2017. The Board contributed \$35.5 million for the benefit of 20,953 active employees. The remaining \$10.1 million was contributed by employees through payroll deduction.



Gwinnett Retirement System Financial Highlights For the Year Ended December 31, 2017

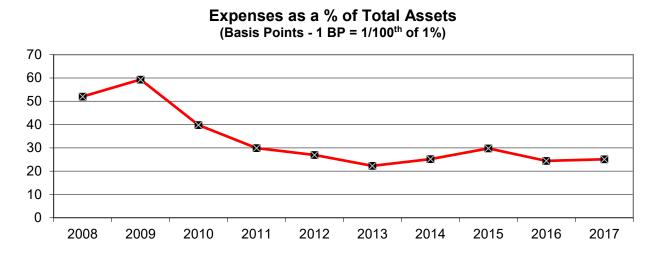
Benefit Payments

Benefit payments of \$78,781,560 were disbursed from the Plan during 2017. This represents an increase of \$6.9 million over benefits disbursed in 2016. The level of benefit payments is expected to increase substantially over the next several years as the number of employees eligible for retirement increases.

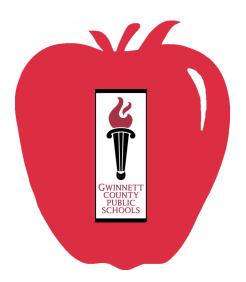


Plan Expenses

Investment and administrative expenses for the year totaled \$3,646,382 (18 bps) and \$1,543,927 (7 bps) respectively, for a total of \$5,190,309 (25 bps). Investment expenses increased marginally on an absolute basis and as a percent of the value of Plan assets from the prior year. Administrative expenses also increased on an absolute basis but decreased as a percentage of assets. The 2017 GRS expense load of 25 basis points compares very favorably to the 2017 national public retirement system average of 55 basis points reported by the National Conference on Public Employee Retirement Systems (NCPERS).



Investment Section



Gwinnett Retirement System

Investment Objectives

Investments will be made for the sole interest of the participants and beneficiaries of the Plan. Accordingly, the assets of the Plan shall be invested in accordance with these objectives:

- To ensure funds are available to meet current and future obligations of the plan when due.
- To maintain a fully funded Plan.
- To earn an investment return that, over a market cycle, meets or exceeds the Actuarial Assumed Rate of Return (currently 7.5%).
- To earn a risk-adjusted rate of return that, over a market cycle, is equal to or above the median plan of the public pension plan universe.
- To invest the assets in a cost effective manner.

Operating Procedures

- The Gwinnett County Board of Education shall be responsible for the overall management of the assets of the retirement system.
- The Board has established an Administrative Committee to carry out the terms of the Plan, including responsibility for the investment of funds.
- The Administrative Committee is responsible for establishing investment policy, hiring and firing of advisers, providing professional services to the Plan, and, in general, directing the Plan's investments in a manner most appropriate to meeting Plan goals.

Investment Guidelines

The policy of GRS is to seek out the best investment management available to provide participants with adequate and cost-effective disability coverage and retirees with an adequate and fully competitive retirement income at a reasonable cost. The Plan Administrative Committee may employ one or more investment managers to carry out investment policies.

As a local retirement system maintained by a political subdivision of the State of Georgia, investments made by the Plan are subject to the Official Code of Georgia Annotated. Every two years, the Plan is required to certify to the State Auditor that it has complied with the investment practices outlined in the Public Retirement Systems Investment Authority Law (O.C.G.A. 47-20-80 *et seq*) at all times.

It is the Administrative Committee's decision to voluntarily abide by the provisions of the Employee Retirement Income Security Act (ERISA) of 1974 where applicable and feasible. It is also understood that the fund's managers will abide by ERISA.

The Plan includes two benefit plans that are managed as one portfolio – the Retirement Fund and the Disability Fund.

The Administrative Committee believes a broadly diversified portfolio of well-selected investments will be most successful in meeting the Fund's goals at the lowest level of risk. The Administrative Committee has adopted the following target asset mix for the fund. All asset classes are measured at cost.

Equities	35 - 65%
Fixed Income	15 - 25%
Real Assets	15 - 25%
Global Asset Allocation	2.5 - 7.5%
Private Equity	0 - 5%
Cash	0-5%

Investment Restrictions

Investments in corporations are permitted only if the corporation has a market capitalization equivalent to \$100 million.

Investments in obligations of corporations are permitted only if the obligations are listed as investment grade by a nationally recognized rating agency.

The following instruments may not be used in separately managed accounts:

- leverage techniques
- option techniques
- futures
- commodities
- private placements
- direct participation plans

Alternative investments are limited to the following:

- Private investment pools, including investments in private investment funds such as:

 Leveraged buyout funds
 Mezzanine funds
 Workout funds
 Debt funds
 Venture capital funds
 Merchant banking funds
 Fund of funds; and
 Secondary funds
- Private placements and other private investments such as:
 - Leveraged buyouts Venture capital investments Equity investments, including preferred and common stock Warrants Options Private investments in public securities (PIPES) Distressed debt and equity investments Convertible securities Receivables Debt and equity derivative instruments

The Plan may enter into contracts, agreements, and other instruments designed to manage risk exposure.

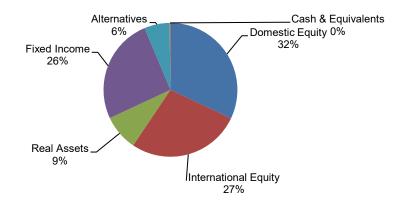
Expected Annualized Return and Risk

Based on 2017 projections for thirty years, the target allocation is expected to achieve an average annualized return of 7.8% The annual nominal return is expected to fall within a range of -3.9% and 19.5% two-thirds of the time. Risk tolerance is conservative to moderate. Capital preservation and funding ratio stability are important to the Plan.

Gwinnett Retirement System Investment Highlights

Asset Mix

The Plan investment portfolio was diversified at year end in accordance with the GRS investment policy.

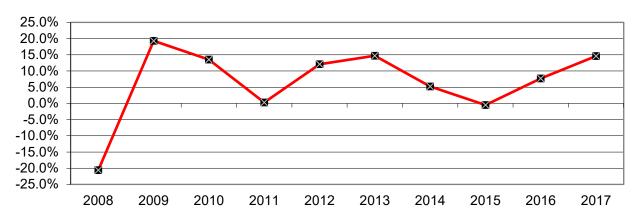


Assets as of December 31, 2017

Investment Returns

In 2017 the Plan returned 14.6% (net of fees), outperforming its benchmark of 14.1%. Returns for individual asset classes and their performance against benchmarks are listed below:

Asset Class	Return	Benchmark	Performance versus benchmark
Large Cap Domestic Equity	20.3%	21.7%	Underperform
Small Cap Domestic Equity	19.3%	14.6%	Outperform
International Equity	21.3%	25.7%	Underperform
Emerging Markets	36.1%	37.3%	Underperform
Fixed Income	3.9%	3.5%	Outperform
Real Assets	2.3%	5.2%	Underperform
Global Asset Allocation	16.1%	14.1%	Outperform
Private Equity	10.0%	16.7%	Underperform

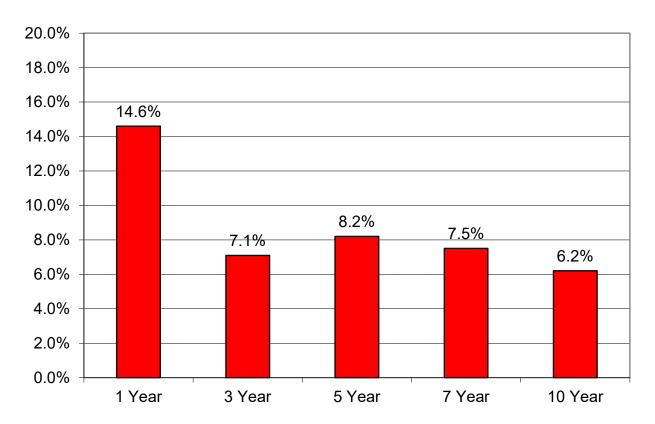


Annual Portfolio Investment Return

Gwinnett Retirement System Investment Highlights

Long Term Investment Return

The GRS Plan has a long term investment outlook due to the nature of the Plan and the characteristics of the participant base. The Plan has an assumed actuarial investment return rate of 7.5% in order to appropriately fund both current and future benefits. The one, three, five, seven and ten year returns are presented below.

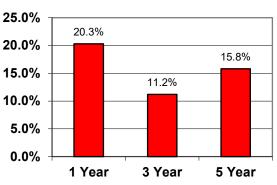


Annualized Portfolio Investment Return

Gwinnett Retirement System Investment Managers

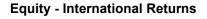
Investment Managers

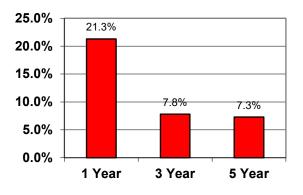
GRS diversifies investments over a wide range of asset classes and investment styles in order to meet stated investment objectives. In order to achieve diversification, the GRS Administrative Committee employs a variety of investment managers. The performance of each manager is monitored by the Committee on a regular basis. One, three and five year returns are presented below for each asset class.



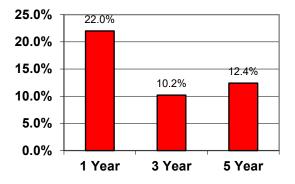
Equity - Large Cap Returns



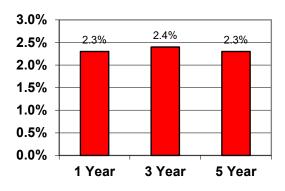




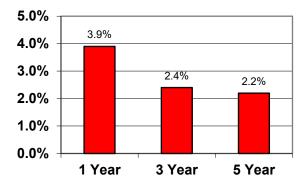
Equity - Global Returns



Real Assets Returns



Fixed Income Return



16

Detailed Investment Listing

Ten Largest Equity Holdings

Company	Μ	Market Value	
Bank of America Corp	\$	8,274,663	
Citigroup Inc.		7,350,071	
Microsoft Corp		6,021,930	
Pfizer Inc		6,005,131	
Exxon Mobil Corp		5,189,360	
Intel Corp		5,105,758	
Occidental Petroleum Corp		4,983,246	
Merck & Co Inc		4,731,125	
Oracle Corp		4,725,541	
Capital One Financial Group		4,694,400	
Total of 10 Largest Equity Holdings	\$	57,081,225	

Ten Largest Fixed Income Holdings

Description	Maturity Date	Interest Rate	Market Value
U.S. Treasury Inflation Indexed	7/15/2024	0.125%	\$ 14,352,021
U.S. Treasury Inflation Indexed	1/15/2029	2.500%	10,075,787
U.S. Treasury Inflation Indexed	4/15/2019	0.125%	9,909,424
U.S. Treasury Inflation Indexed	1/15/2027	0.375%	9,169,708
U.S. Treasury Inflation Indexed	7/15/2023	0.375%	9,023,481
U.S. Treasury Inflation Indexed	4/15/2020	0.125%	7,725,738
U.S. Treasury Inflation Indexed	4/15/2021	0.125%	7,560,883
U.S. Treasury Inflation Indexed	1/15/2023	0.125%	6,318,306
U.S. Treasury Inflation Indexed	1/15/2026	2.000%	5,927,011
U.S. Treasury Inflation Indexed	7/15/2020	1.250%	 5,786,677
Total of 10 Largest Fixed Income l	Holdings		\$ 85,849,036

A complete list of portfolio holdings is available upon request.