

**FALMOUTH RETIREMENT BOARD**  
**Open Session Meeting Minutes**  
**Thursday, December 19, 2019**

Board members in attendance: Russell R. Ferreira, Chairman; Ellen K. Philbin, Vice Chairman; Jennifer P. Mullen; Paul J. Slivinski and Craig B. O'Malley

Staff members in attendance: Francis St. Germaine who recorded the minutes of the meeting

Others in attendance: Nicholas Poser, Legal Counsel for the Falmouth Retirement Board

At approximately 11:00 a.m., with a quorum being present, Chairman Ferreira called the meeting to order, and the Town Treasurer, Patricia O'Connell, joined the meeting. She reviewed for the board members the monthly reconciliation of the cash account for the month of October. Through the end of October, the Treasurer noted that the account with Rockland Trust has receipts in the amount of \$1,158,973.41 and a statement balance in the amount of \$148,247.84. She noted that the month-end fund balance is \$144,241.01 with outstanding checks for the month in the amount of \$4,006.83. In addition, it was noted that the check sequence for the month of October began with check #9568 and ended with check #9600. There are no checks in this sequence that have not been accounted for through the month of October. After some discussion, the board members entertained a motion to accept the report from the Office of the Treasurer.

Ms. Philbin moved to accept the report from the Office of the Treasurer. Mr. Slivinski seconded the motion, all board members present voted in the affirmative.

The board members then reviewed the meeting minutes of both the open session meeting and the executive session meeting that was held on November 21, 2019. After some discussion, the board members entertained a motion to approve the meeting minutes of both the open session meeting and the executive session meeting that was held on November 21, 2019.

Mr. Slivinski moved to approve the meeting minutes of both the open session meeting and the executive session meeting that was held on November 21, 2019. Ms. Philbin seconded the motion, all board members present voted in the affirmative.

Next, the board members reviewed the payments of the following warrants:

Warrant #39/2019	\$ 7,462.80	Warrant #40/2019	\$1,009,613.24
Warrant #41/2019	\$ 7,962.80	Warrant #42/2019	\$ 35,035.96

After some discussion, the board members entertained a motion to approve the payments, as noted, of warrants #39/2019 through #42/2019.

Mr. Slivinski moved to approve the payments, as noted, of warrants #39/2019 through #42/2019. Ms. Mullen seconded the motion, all board members present voted in the affirmative.

Then, the board members reviewed the payment of the following investment fee:

- People's United Bank, October custodial fee \$ 3,743.86

After some discussion, the board members entertained a motion to approve the payment, as noted, of the above-mentioned investment fee.

Ms. Philbin moved to approve the payment, as noted, of the above-mentioned investment fee. Ms. Mullen seconded the motion, all board members present voted in the affirmative.

The board members then reviewed the following payments of capital calls to investment managers:

- PRIT Private Equity Fund VY2018, a capital call payable on 12/2/2019 in the amount of \$28,171.18
- Hamilton Lane Secondary Fund IV, a capital call payable on 12/12/2019 in the amount of \$104,357.00

After some discussion, the board members entertained a motion to approve the payments, as noted, of the above-mentioned capital calls.

Ms. Philbin moved to approve the payments, as noted, of the above-mentioned capital calls. Ms. Mullen seconded the motion, all board members present voted in the affirmative.

Next, the board members considered the requests of the following former or current members of the Falmouth Retirement System for a return or transfer of their accumulated deductions:

- Alexander L. Busch; amount of refund is \$19,968.01; resignation from service with the Town of Falmouth, Police Department (*with this refund, the Falmouth Retirement System will accept 3 years and 3 months of 3(8)(c) liability on a 12-month basis*)
- Matthew P. Gately; amount of refund is \$906.37; resignation from service with the Town of Falmouth, Fire Rescue Department (*with this refund, the Falmouth Retirement System will accept 2 months of 3(8)(c) liability on a 12-month basis*)

After some discussion, the board members entertained a motion to approve, as noted, the requests of the above-mentioned former or current members of the Falmouth Retirement System for a return or transfer of their accumulated deductions.

Ms. Mullen moved to approve, as noted, the requests of the above-mentioned former or current members of the Falmouth Retirement System for a return or transfer of their accumulated deductions. Mr. O'Malley seconded the motion, all board members present voted in the affirmative.

Then, the board members considered the following request for 3(8)(c) liability:

- Dennis R. Woodside; deny 3(8)(c) liability request from the Barnstable County Retirement System; non-membership service with the Town of Falmouth

After some discussion, the board members entertained a motion to approve, as noted, the above-mentioned request for 3(8)(c) liability.

Ms. Philbin moved to approve, as noted, the above-mentioned request for 3(8)(c) liability. Mr. O'Malley seconded the motion, all board members present voted in the affirmative.

The board members then noted the following new members of the Falmouth Retirement System:

- Ellen J. Berkowitz; Van Driver, Town of Falmouth, Falmouth Public Schools, Group One; DOM 11/18/2019, 9% + 2%
- Jonathan M. Travers; Parks Maintenance Worker, Town of Falmouth, D.P.W. Parks Division, Group One; DOM 11/25/2019, 9% + 2%
- Blade R. Leavenworth; Special Education 1:1 Aide, Town of Falmouth, Falmouth Public Schools, Group One; DOM 11/25/2019, 9% + 2%
- Mary E. Negri; Teacher Assistant, Town of Falmouth, Falmouth Public Schools, Group One; DOM 12/2/2019, 9% + 2%
- Shawna N. Thompson; Bus Aide, Town of Falmouth, Falmouth Public Schools, Group One; DOM 12/2/2019, 9% + 2%
- Kyle B. Swanstrom; Engineering Technician, Town of Falmouth, D.P.W. Water and Wastewater Division, Group One; DOM 12/9/2019, 9% + 2%

Next, the board members considered the following requests to purchase prior service:

- Ellen J. Berkowitz; Van Driver, Town of Falmouth, Falmouth Public Schools; request to purchase less than part-time service, prior to membership with the Falmouth Retirement System; principle amount due is \$328.86 (*with this service purchase, the Falmouth Retirement System will accept 2 months of 3(8)(c) liability on a 12-month basis*)
- Jonathan M. Travers; Parks Maintenance Worker, D.P.W. Parks Division; request to purchase less than part-time service, prior to membership with the Falmouth Retirement System; principle amount due is \$589.34 (*with this service purchase, the Falmouth Retirement System will accept 2 months of 3(8)(c) liability on a 12-month basis*)
- Blade R. Leavenworth; Special Education 1:1 Aide, Town of Falmouth, Falmouth Public Schools; request to purchase less than part-time service, prior to

membership with the Falmouth Retirement System; principle amount due is \$347.66 *(with this service purchase, the Falmouth Retirement System will accept 2 months of 3(8)(c) liability on a 12-month basis)*

- Shawna N. Thompson; Bus Aide, Town of Falmouth, Falmouth Public Schools; request to purchase less than part-time service, prior to membership with the Falmouth Retirement System; principle amount due is \$190.08 *(with this service purchase, the Falmouth Retirement System will accept 1 month of 3(8)(c) liability on a 12-month basis)*

After some discussion, the board members entertained a motion to approve, as noted, the requests of the above-mentioned members to purchase their service prior to membership with the Falmouth Retirement System.

Mr. Slivinski moved to approve, as noted, the request of the above-mentioned members to purchase their service prior to membership with the Falmouth Retirement System.

Ms. Philbin seconded the motion, all board members present voted in the affirmative.

Then, the board members reviewed the following first reports of injury:

- Joseph P. Gomes; Utilities Maintenance Worker, Town of Falmouth, D.P.W. Water and Wastewater Division, Group One; while cutting asbestos pipe, employee was injured. Date of Injury 10/24/2019
- Richard G. Rogers; Utilities Maintenance Worker, Town of Falmouth, D.P.W. Water and Wastewater Division, Group One; while breaking an asbestos pipe coupling, employee was injured. Date of Injury 10/24/2019
- Mark A. Deyo; Firefighter, Town of Falmouth, Fire Rescue Department, Group Four; while lifting a heavy patient, employee was injured. Date of Injury 11/10/2019
- Andrew M. Mathieson; Firefighter, Town of Falmouth, Fire Rescue Department, Group Four; while stepping out from the back of the ambulance, employee was injured. Date of Injury 11/22/2019

Next, the board members reviewed the following correspondence from PERAC:

- PERAC memo #25/2019                      New Fraud Prevention Poster

Also, the board members reviewed other relative correspondence.

Then, Michael Dwyer and Jeffrey Fabrizio of Wainwright Investment Counsel joined the meeting. To start, Mr. Dwyer distributed to the board members the performance summary report for the month of October, and Mr. Fabrizio reviewed the plan results. Through the end of October, the plan's estimated market value was approximately \$152.2 million. Year-to-date, the plan is up 13.33% versus the policy benchmark which is up 13.66%. Compared to its policy benchmark (up 17.55%), the domestic equity sector (up 19.50%) is behind. Still, all of the funds in this sector are having a very solid year. The international equity sector (up 17.19%) is a bit ahead its benchmark (up 16.92%) with HGK Trinity Street being the only fund in this sector to be ahead of its

benchmark. The domestic fixed income strategy (up 9.42%) is relatively on par with its benchmark (up 9.21%) which is to be expected as these investments are indexed. The performance of the real estate sector, year-to-date, is up 12.06% versus a benchmark that is up 4.80%. At the moment, Principal, TerraCap Partners, and P.R.I.T. are the largest real estate investments within the portfolio. Due to the nature of the investments within the private equity sector, the returns are stated with a lag; however, the private equity sector is estimated to be up 5.27% versus a benchmark that is at 10.48%. At this time, Hamilton Lane Secondary Fund IV is the largest investment for this sector within the portfolio. Additionally, both Mesirow Financial and Hamilton Lane have reported a respectable positive performance. For the year, the P.R.I.T. Absolute Return Fund is up 6.07% versus a benchmark that is up 5.61%. Lastly, the cash balance is approximately \$2.5 million. Wainwright Investment Counsel noted that "they are very pleased with the performance of this portfolio."

Then, Mr. Dwyer and Mr. Fabrizio noted that the private equity sector of the retirement system's portfolio is currently funded well under its stated policy weight. Thus, it is the recommendation of Wainwright Investment Counsel to commit \$3.0 million to the P.R.I.M. Board Private Equity Vintage Year 2020 portfolio. It was noted that an R.F.P. is not required to invest in P.R.I.M. and that the deadline for a retirement system to notify P.R.I.M. of their intention to participate in this program is December 31, 2019. After some discussion, the board members entertained a motion to accept the recommendation of Wainwright Investment Counsel to commit \$3.0 million to the P.R.I.M. Board Private Equity Vintage Year 2020 portfolio.

Mr. Slivinski moved to commit \$3.0 million to the P.R.I.M. Board Private Equity Vintage Year 2020 portfolio. Ms. Philbin seconded the motion, all board members present voted in the affirmative.

After some additional discussion with the board members, Mr. Dwyer and Mr. Fabrizio exited the board meeting.

Next, the board members reviewed a schedule of potential dates for board meetings in CY 2020. After some discussion, the board members entertained a motion to approve the schedule of proposed board meeting dates for CY 2020.

Mr. O'Malley moved to approve the schedule of proposed board meeting dates for CY 2020. Ms. Philbin seconded the motion, all board members present voted in the affirmative.

Then, the Director outlined for the board members a proposed CY 2020 budget in the amount of \$1,456,500.00. It was noted that the reason for the increased budget amount was due primarily to the way in which investment management fees are now accounted for on the general ledger. The board members reviewed the budget, and after some discussion, they entertained a motion to approve a CY 2020 budget in the amount of \$1,456,500.00.

Ms. Mullen moved to approve the CY 2020 budget in the amount of \$1,456,500.00. Mr. Slivinski seconded the motion, all board members present voted in the affirmative.

Next, Attorney Poser noted that there is nothing new to report in the pending legal matter of *Kevin Murphy v. Falmouth Retirement Board*, CR-15-677. The written closing argument has been submitted on behalf of the Falmouth Retirement Board, and now, we are awaiting the decision from the magistrate.

Finally, having no additional business to discuss, the Chairman asked for a motion to adjourn the open session meeting.

Ms. Philbin moved to adjourn the open session meeting. Mr. Slivinski seconded the motion, all board members present voted in the affirmative.

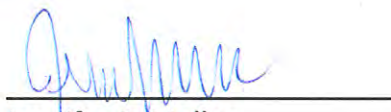
At approximately 11:35 a.m., the board members concluded the open session meeting.

The next scheduled board meeting will begin at 2:00 p.m. on Thursday, January 23, 2020 at the office of the Falmouth Retirement System which is located at 80 Davis Straits, Suite 102 in Falmouth, MA.

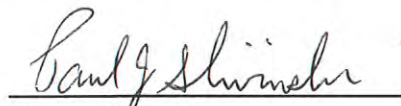
ATTEST:



Russell R. Ferreira  
Chairman, Elected Member



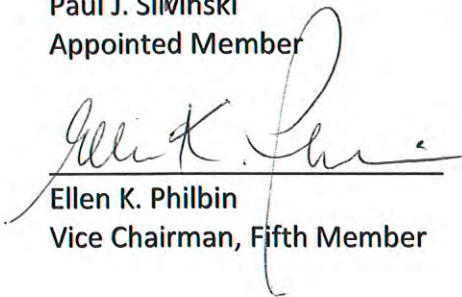
Jennifer P. Mullen  
Ex-Officio Member



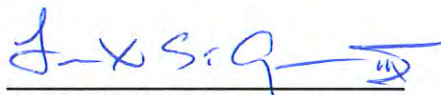
Paul J. Slivinski  
Appointed Member



Craig B. O'Malley  
Elected Member



Ellen K. Philbin  
Vice Chairman, Fifth Member



Francis X. St. Germaine III  
Director