

FALMOUTH RETIREMENT BOARD
Open Session Meeting Minutes
Thursday, March 18, 2021

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

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 (by Zoom)

At approximately 2:00 p.m., with a quorum being present, Chairman Ferreira called the meeting to order, and he noted for all that, due to the Governor's current state of emergency declared for the COVID-19 pandemic, it has been determined that remote participation is permissible for those that choose to teleconference.

Then, the Town Treasurer, Patricia O'Connell, joined the meeting by Zoom, and she reviewed for the board members the monthly reconciliation of the cash account for the month of January. Through the end of January, it was noted that the account with Rockland Trust has receipts in the amount of \$1,071,563.15 and a statement balance in the amount of \$32,430.04. She noted that the month-end fund balance is \$21,097.02 with outstanding checks for the month in the amount of \$11,333.02. In addition, it was noted that the check sequence for the month of January began with check #10161 and ended with check #10193. There are no checks in this sequence that have not been accounted for through the end of the month. After some discussion, the board members entertained a motion to accept the report from the Office of the Treasurer.

Ms. Mullen moved to accept the report from the Office of the Treasurer. Ms. Philbin seconded the motion. On roll call, the vote was as follows:

Ellen K. Philbin, Vice Chairman	YES
Jennifer P. Mullen	YES
Craig B. O'Malley	YES
Paul J. Slivinski	YES
Russell R. Ferreira, Chairman	YES

The board members then reviewed the meeting minutes of the open session meeting that was held on February 18, 2021. After some discussion, the board members entertained a motion to approve the meeting minutes of the open session meeting that was held on February 18, 2021.

Mr. O'Malley moved to approve the meeting minutes of the open session meeting that was held on February 18, 2021. Ms. Philbin seconded the motion. On roll call, the vote was as follows:

Ellen K. Philbin, Vice Chairman	YES
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Jennifer P. Mullen	YES
Craig B. O'Malley	YES
Paul J. Slivinski	YES
Russell R. Ferreira, Chairman	YES

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

Warrant #06/2021	\$1,096,711.28	Warrant #07/2021	\$ 7,577.60
Warrant #08/2021	\$ 255,344.79		

After some discussion, the board members entertained a motion to approve the payment, as noted, of warrants #06/2021 through #08/2021.

Mr. O'Malley moved to approve the payment, as noted, of warrants #06/2021 through #08/2021. Mr. Slivinski seconded the motion. On roll call, the vote was as follows:

Ellen K. Philbin, Vice Chairman	YES
Jennifer P. Mullen	YES
Craig B. O'Malley	YES
Paul J. Slivinski	YES
Russell R. Ferreira, Chairman	YES

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

- People's United Bank, January 2021 custodial fee \$ 4,066.13

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

Ms. Philbin moved to approve the payment, as noted, of the above-mentioned investment management fee. Mr. O'Malley seconded the motion. On roll call, the vote was as follows:

Ellen K. Philbin, Vice Chairman	YES
Jennifer P. Mullen	YES
Craig B. O'Malley	YES
Paul J. Slivinski	YES
Russell R. Ferreira, Chairman	YES

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

- PRIT Private Equity Fund VY 2018, a capital call payable on 3/1/2021 in the amount of \$241,230.70

- PRIT Private Equity Fund VY 2020, a capital call payable on 3/1/2021 in the amount of \$12,577.77

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

Mr. O'Malley moved to approve the payment, as noted, of the above-mentioned capital calls. Ms. Philbin seconded the motion. On roll call, the vote was as follows:

Ellen K. Philbin, Vice Chairman	YES
Jennifer P. Mullen	YES
Craig B. O'Malley	YES
Paul J. Slivinski	YES
Russell R. Ferreira, Chairman	YES

Next, the board members reviewed the following cash distribution from investment managers:

- TerraCap Partners Fund IV, a distribution received on 2/19/2021 in the amount of \$756,572.33

Then, the board members considered the requests of the following former or current members of the Falmouth Retirement System for a return or transfer of his/her accumulated deductions:

- Shawna N. Ranney; amount of refund is \$197.49; resignation from service with the Town of Falmouth, Falmouth Public Schools *(with this refund, the Falmouth Retirement System will accept 1 month of 3(8)(c) liability on a 12-month basis)*
- Faith R. Lee; amount of refund is \$17.40; deductions taken in error by the Town of Falmouth, Falmouth Public Library

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 his/her accumulated deductions.

Mr. Slivinski 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 his/her accumulated deductions. Mr. O'Malley seconded the motion. On roll call, the vote was as follows:

Ellen K. Philbin, Vice Chairman	YES
Jennifer P. Mullen	YES
Craig B. O'Malley	YES
Paul J. Slivinski	YES
Russell R. Ferreira, Chairman	YES

The board members then noted the following member retiring from service with the Town of Falmouth and/or Falmouth Housing Authority:

- Faith R. Lee; date of retirement is 2/20/2021 from the Town of Falmouth, Falmouth Public Library; Group One

Next, the board members noted the following new members of the Falmouth Retirement System:

- Morgan A. Cardoso; Senior Office Assistant, Town of Falmouth, Health Department, Group One; DOM 2/16/2021, 9% + 2%
- Joshua J. Sutherland; Firefighter, Town of Falmouth, Fire Rescue Department, Group Four; DOM 2/21/2021, 9% + 2%
- James M. McDonald; Laborer, Town of Falmouth, D.P.W. Highway Division, Group One; DOM 2/22/2021, 9% + 2%
- Terese M. Lavery; Special Education 1:1 Aide, Town of Falmouth, Falmouth Public Schools, Group One; DOM 2/22/2021, 9% + 2%
- Maxwell J. Holbrook; Wastewater Operator II, Town of Falmouth, D.P.W. Wastewater Division, Group One; DOM 2/22/2021, 9% + 2%
- Sean J. Bergman; Water Treatment Plant Operator, Town of Falmouth, D.P.W. Water Distribution Division, Group One; DOM 3/1/2021, 9% + 2%

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

- Orainey D. Corniffe; Utility Maintenance Worker, Town of Falmouth, D.P.W. Water Distribution Division; request to purchase service, prior to membership with the Falmouth Retirement System; principle amount due is \$1,080.48 (*upon completion of this service purchase, the Falmouth Retirement System will accept 4 months of 3(8)(c) liability on a 12-month basis*)
- Frank J. Zuccarello Jr.; School Monitor, Town of Falmouth, Falmouth Public Schools; request to purchase service, prior to membership with the Falmouth Retirement System; principle amount due is \$316.82 (*upon completion of this service purchase, the Falmouth Retirement System will accept 1 month of 3(8)(c) liability on a 12-month basis*)
- Morgan A. Cardoso; Senior Office Assistant, Town of Falmouth, Health Department; request to purchase service, prior to membership with the Falmouth Retirement System; principle amount due is \$5,688.36 (*upon completion of this service purchase, the Falmouth Retirement System will accept 1 year and 4 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 members to purchase his/her service prior to membership with the Falmouth Retirement System.

Mr. O'Malley moved to approve, as noted, the requests of the above-mentioned members to purchase his/her service prior to membership with the Falmouth Retirement System. Mr. Slivinski seconded the motion. On roll call, the vote was as follows:

Ellen K. Philbin, Vice Chairman	YES
Jennifer P. Mullen	YES
Craig B. O'Malley	YES
Paul J. Slivinski	YES
Russell R. Ferreira, Chairman	YES

The board members then noted the following first reports of injury:

- Elson P. Costa; Police Officer, Town of Falmouth, Police Department, Group Four; while performing CPR on a victim, employee was injured.
Date of Injury 2/8/2021
- Justin S. Golden; Firefighter, Town of Falmouth, Fire Rescue Department, Group Four; while executing ice rescue training, employee was injured.
Date of Injury 2/15/2021
- Tyler M. Silva; Firefighter, Town of Falmouth, Fire Rescue Department, Group Four; while lifting a patient from the ground, employee was injured.
Date of Injury 2/22/2021

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

- PERAC memo #11/2021 Benefit Calculation Submissions via PROSPER

Also, the board members reviewed other relative correspondence.

Then, Jeffrey Fabrizio and Michael Dwyer of Wainwright Investment Counsel joined the meeting both by Zoom. To begin, Mr. Dwyer directed the board members to the performance summary report for the month of January, and Mr. Fabrizio reviewed the plan results. Through the end of January, the plan's estimated market value was approximately \$170.9 million. Year-to-date, the plan is up 0.43% versus the policy benchmark which is up 0.45%. Compared to its policy benchmark (up 2.13%), the domestic equity sector (up 0.86%) is behind. RhumbLine Advisers S&P 600 has demonstrated the best performance for the month in this asset class, while Aristotle Small Cap, although having a positive return, continues to under-perform its benchmark. The international equity sector (down 1.53%) is a bit behind its benchmark (down 0.93%) with Dimensional Fund Advisors being the only fund in this sector to outperform its respective benchmark. The domestic fixed income strategy (down 0.46%) is slightly ahead of its benchmark (down 0.70%). This is not unexpected as the majority of these investments, apart from Lord Abbett High Yield, are indexed. Year-to-date, the performance of the real estate sector is up 0.17% versus a benchmark that is 0.00%. At the moment, Principal, P.R.I.T. and TerraCap Partners 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 as much as a two-quarter lag. Still, this sector is estimated to be up 3.16% versus a benchmark that is 0.00%. At this time, Hamilton

Lane Secondary Fund IV and P.R.I.T. Private Equity VY2018 are the two largest private equity investments within this portfolio, and Hamilton Lane Secondary Fund IV is the only fund able to demonstrate a solid positive return for the period. For the year, the P.R.I.T. Absolute Return Fund is up 1.65% versus a benchmark that is down 0.88%. Lastly, the cash balance is approximately \$4.9 million. Wainwright Investment Counsel noted that “as more people receive the vaccination and we turn the corner of this COVID-19 pandemic, they are hopeful that, this year, the markets will respond with a solid positive performance within this portfolio.”

As follow-up, Mr. Dwyer then reminded the board members that their relationship with Aristotle Capital Small Cap Equity Collective Investment Trust has been terminated and that the funds have been allocated to the existing RhumbLine Advisers S&P 600 Small Cap Pooled Index Fund. Thus, there is a need to issue an R.F.P. for the small cap equity asset class. After some discussion, the board members entertained a motion to issue an R.F.P., with an allocation up to \$25 million, for the small cap equity asset class.

Ms. Mullen moved to issue an R.F.P., with an allocation up to \$25 million, for the small cap equity asset class. Mr. Slivinski seconded the motion. On roll call, the vote was as follows:

Ellen K. Philbin, Vice Chairman	YES
Jennifer P. Mullen	YES
Craig B. O’Malley	YES
Paul J. Slivinski	YES
Russell R. Ferreira, Chairman	YES

Second, Mr. Dwyer noted for the board members that BentallGreenOak has reached an agreement to acquire Metropolitan Real Estate Equity Management from the Carlyle Group, subject to the satisfaction of customary closing conditions and the consent by a majority in interest of the fund. The Metropolitan team will continue to be responsible for the management of the Metropolitan funds, and the investment process and the executive team will remain in place. With a very small amount of funds left in this investment, it is the recommendation of Wainwright Investment Counsel that the Falmouth Retirement Board approve and hereby consent to the transaction described above. After some discussion, the board members entertained a motion to approve and hereby consent to the transaction described above.

Mr. Slivinski moved to approve and hereby consent to the transaction described above. Ms. Philbin seconded the motion. On roll call, the vote was as follows:

Ellen K. Philbin, Vice Chairman	YES
Jennifer P. Mullen	YES
Craig B. O’Malley	YES
Paul J. Slivinski	YES
Russell R. Ferreira, Chairman	YES

After some further discussion with the board members, Mr. Fabrizio and Mr. Dwyer ended their meeting with the board members.

Next, the Chairman asked for a motion to leave the open session meeting and to move into executive session for the purpose of discussing the reputation, the character, the physical condition, or the mental health of an individual.

Ms. Philbin moved to leave the open session meeting and to move into executive session for the purpose of discussing the reputation, the character, the physical condition, or the mental health of an individual. Mr. O'Malley seconded the motion. On roll call, the vote was as follows:

Ellen K. Philbin, Vice Chairman	YES
Jennifer P. Mullen	YES
Craig B. O'Malley	YES
Paul J. Slivinski	YES
Russell R. Ferreira, Chairman	YES

At approximately 2:40 p.m., the board members left the open session meeting and moved into executive session for the purpose of discussing the reputation, the character, the physical condition, or the mental health of an individual. At the conclusion of the executive session meeting, as noted by the Chairman, the board members would reconvene their open session meeting.

At approximately 2:50 p.m., the board members reconvened their open session meeting, and the Chairman noted the following actions that were taken during the executive session meeting.

DONALD G. DEMIRANDA – ACCIDENTAL DISABILITY RETIREMENT

The board members reviewed the Regional Medical Panel certificates with narratives and found all to be in order. Mr. Slivinski moved to approve the voluntary accidental disability retirement application that has been submitted by Donald G. DeMiranda and to transmit to P.E.R.A.C. their findings of facts. Ms. Philbin seconded the motion. On roll call, the vote was as follows:

Ellen K. Philbin, Vice Chairman	YES
Jennifer P. Mullen	YES
Craig B. O'Malley	YES
Paul J. Slivinski	YES
Russell R. Ferreira, Chairman	YES

RYAN P. MOORE – ACCIDENTAL DISABILITY RETIREMENT

The board members reviewed the Regional Medical Panel certificates with narratives and found all to be in order. Mr. Slivinski moved to approve the voluntary accidental disability retirement application that has been submitted by Ryan P. Moore and to transmit to P.E.R.A.C. their findings of facts. Ms. Philbin seconded the motion. On roll call, the vote was as follows:

Ellen K. Philbin, Vice Chairman	YES
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Jennifer P. Mullen	YES
Craig B. O'Malley	YES
Paul J. Slivinski	YES
Russell R. Ferreira, Chairman	YES

Then, the Director reviewed with the board members the 2020 Annual Statement of the Falmouth Retirement System that is to be submitted to P.E.R.A.C. After some discussion, the board members entertained a motion to approve the 2020 Annual Statement of the Falmouth Retirement System that is to be submitted to P.E.R.A.C.

Ms. Philbin moved to approve the 2020 Annual Statement of the Falmouth Retirement System that is to be submitted to P.E.R.A.C. Mr. O'Malley seconded the motion. On roll call, the vote was as follows:

Ellen K. Philbin, Vice Chairman	YES
Jennifer P. Mullen	YES
Craig B. O'Malley	YES
Paul J. Slivinski	YES
Russell R. Ferreira, Chairman	YES

The Director then noted for the board members PERAC memo #04/2021 regarding the FY 2022 C.O.L.A. increase. After some discussion, the board members entertained a motion to send to the Board of Selectmen a letter notifying them of the Falmouth Retirement Board's intention to consider, at the April board meeting, increasing to 3.0% the FY 2022 cost-of-living adjustment on a retirement allowance.

Ms. Philbin moved to send to the Board of Selectmen a letter notifying them of the Falmouth Retirement Board's intention to consider, at the April board meeting, increasing to 3.0% the FY 2022 cost-of-living adjustment on a retirement allowance. Ms. Mullen seconded the motion. On roll call, the vote was as follows:

Ellen K. Philbin, Vice Chairman	YES
Jennifer P. Mullen	YES
Craig B. O'Malley	YES
Paul J. Slivinski	YES
Russell R. Ferreira, Chairman	YES

Next, the Director reminded the board members that they will need to complete the on-line training program about the Conflict of Interest law as well as their Statement of Financial Interest.

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


Ms. Mullen moved to adjourn the open session meeting. Ms. Philbin seconded the motion. On roll call, the vote was as follows:

Ellen K. Philbin, Vice Chairman	YES
Jennifer P. Mullen	YES
Craig B. O'Malley	YES
Paul J. Slivinski	YES
Russell R. Ferreira, Chairman	YES

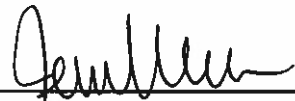
At approximately 2:55 p.m., the board members concluded the open session meeting.

The next board meeting is scheduled to begin at 2:00 p.m. on Thursday, April 22, 2021 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