

FALMOUTH RETIREMENT BOARD
Open Session Meeting Minutes
Thursday, December 19, 2024

Board members in attendance: Ellen K. Philbin, Chair; Craig B. O'Malley, Vice Chair; Victoria A. Rose; Scott T. Starbard and Paul J. Slivinski

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 12:00 p.m., with a quorum being present, Chair Philbin called the meeting to order at the office of the Falmouth Retirement System, and she asked Vice Chair O'Malley to conduct the board meeting. Mr. O'Malley noted for all that in accordance with Chapter 107 of the Acts of 2022 relating to the COVID – 19 pandemic and the waiver of the Open Meeting Law, it has been determined that remote participation is permissible for those that choose.

Then, the Town Treasurer, Patricia O'Connell, joined the meeting, and she reviewed for the board members the monthly reconciliation of the cash account for the month of October. Through the end of October, she noted that the account with Rockland Trust has receipts in the amount of \$1,375,492.41 and a statement balance in the amount of \$68,663.05. She noted that the month-end fund balance is \$64,475.55 with outstanding checks for the month in the amount of \$4,187.50. In addition, it was noted that the check sequence for the month of October began with check #11763 and ended with check #11774. All the checks in this sequence have been accounted for through the end of the month. After some discussion, the board members entertained a motion to accept the monthly reconciliation submitted by the Town Treasurer.

Ms. Philbin moved to accept the monthly reconciliation submitted by the Town Treasurer.

Ms. Rose seconded the motion. On roll call, the vote was as follows:

Ellen K. Philbin, Chair	YES
Scott T. Starbard	YES
Victoria A. Rose	YES
Paul J. Slivinski	YES
Craig B. O'Malley, Vice Chair	YES

The board members then reviewed the meeting minutes of the open session meeting that was held on November 21, 2024. After some discussion, the board members entertained a motion to approve the meeting minutes of the open session meeting that was held on November 21, 2024.

Ms. Philbin moved to approve the meeting minutes of the open session meeting that was held on November 21, 2024. Ms. Rose seconded the motion. On roll call, the vote was as follows:

Ellen K. Philbin, Chair	YES
Scott T. Starbard	YES

Victoria A. Rose	YES
Paul J. Slivinski	YES
Craig B. O'Malley, Vice Chair	YES

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

Warrant #40/2024	\$1,457,492.22	Warrant #41/2024	\$ 12,457.60
Warrant #42/2024	\$ 82,504.03		

After some discussion, the board members entertained a motion to approve the payment, as noted, of warrants #40/2024 through #42/2024.

Ms. Rose moved to approve the payment, as noted, of warrants #40/2024 through #42/2024. Mr. Starbard seconded the motion. On roll call, the vote was as follows:

Ellen K. Philbin, Chair	YES
Scott T. Starbard	YES
Victoria A. Rose	YES
Paul J. Slivinski	YES
Craig B. O'Malley, Vice Chair	YES

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

- M&T Bank, October 2024 custodial fee \$ 5,689.05

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

Mr. Starbard moved to approve the payment, as noted, of the above-mentioned investment fee. Ms. Rose seconded the motion. On roll call, the vote was as follows:

Ellen K. Philbin, Chair	YES
Scott T. Starbard	YES
Victoria A. Rose	YES
Paul J. Slivinski	YES
Craig B. O'Malley, Vice Chair	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 12/2/2024 in the amount of \$7,447.86
- PRIT Private Equity Fund VY 2020, a capital call payable on 12/2/2024 in the amount of \$26,981.66

- PRIT Private Equity Fund VY 2022, a capital call payable on 12/2/2024 in the amount of \$48,164.66
- PRIT Private Equity Fund VY 2024, a capital call payable on 12/2/2024 in the amount of \$42,265.31

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

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

Ellen K. Philbin, Chair	YES
Scott T. Starbard	YES
Victoria A. Rose	YES
Paul J. Slivinski	YES
Craig B. O'Malley, Vice Chair	YES

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 his/her accumulated deductions:

- Keith G. Batchelder; amount of refund is \$3,206.41; overpayment of military service purchase by the Town of Falmouth, Police Department
- Jake A. Henry; amount of refund is \$11,862.62; resignation from service with the Town of Falmouth, Fire Rescue Department (*with this refund, the Falmouth Retirement System will accept 1 year and 8 months of 3(8)(c) liability on a 12-month basis*)
- Matthew D. Doyle; amount of refund is \$10,039.96; resignation from service with the Town of Falmouth, Fire Rescue Department (*with this refund, the Falmouth Retirement System will accept 1 year and 5 months of 3(8)(c) liability on a 12-month basis*)
- Melanie L. Comstock; amount of refund is \$1,075.27; resignation from service with the Town of Falmouth, Falmouth Public Schools (*with this refund, the Falmouth Retirement System will accept 8 months of 3(8)(c) liability on a 12-month basis*)
- Jose R. Gomez; amount of transfer is \$5,017.55; resignation from service with the Town of Falmouth, Falmouth Public Schools (*with this transfer, the Falmouth Retirement System will accept 1 year and 1 month of 3(8)(c) liability on a 12-month basis*)
- Stacey A. Waid; amount of transfer is \$22,193.84; resignation from service with the Town of Falmouth, Information Technology Department (*with this transfer, the Falmouth Retirement System will accept 2 years and 3 months of 3(8)(c) liability on a 12-month basis*)
- Jacquelyn C. Hartman; amount of rollover is \$5,083.49; resignation from service with the Town of Falmouth, Office of the Town Manager (*with this rollover, the*

Falmouth Retirement System will accept 6 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 the return or transfer of his/her accumulated deductions.

Ms. Rose moved to approve, as noted, the requests of the above-mentioned former or current members of the Falmouth Retirement System for the return or transfer of his/her accumulated deductions. Ms. Philbin seconded the motion. On roll call, the vote was as follows:

Ellen K. Philbin, Chair	YES
Scott T. Starbard	YES
Victoria A. Rose	YES
Paul J. Slivinski	YES
Craig B. O'Malley, Vice Chair	YES

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

- Ferdinand Caraballo; Custodian, Town of Falmouth, Falmouth Public Schools, Group One; DOM 11/25/24, 9% + 2%
- Lawrence L. Flores; M.E.O.-I, Town of Falmouth, D.P.W. Highway Division, Group One; DOM 12/2/2024, 9% + 2%
- Carlos Leyva; M.E.O.-I, Town of Falmouth, D.P.W. Highway Division, Group One; DOM 12/2/2024, 9% + 2%

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

- Tara L. Charlton; Bus Aide, Town of Falmouth, Falmouth Public Schools; request to purchase refunded service, prior to membership with the Falmouth Retirement System; principle amount due is \$15,501.85 (*upon completion of this service purchase, the Falmouth Retirement System will accept 8 years and 4 months of 3(8)(c) liability on a 12-month basis*)
- Joshua D. Randall; Firefighter, Town of Falmouth, Fire Rescue Department; request to purchase refunded service, prior to membership with the Falmouth Retirement System; principle amount due is \$18,862.11 (*upon completion of this service purchase, the State Board of Retirement will accept 2 years and 6 months of 3(8)(c) liability on a 12-month basis*)
- Kelly Al-Hayek; Food Service Worker, 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 \$1,425.00 (*upon*

completion of this service purchase, the Falmouth Retirement System will accept 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.

Ms. Rose 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. Starbard seconded the motion. On roll call, the vote was as follows:

Ellen K. Philbin, Chair	YES
Scott T. Starbard	YES
Victoria A. Rose	YES
Paul J. Slivinski	YES
Craig B. O'Malley, Vice Chair	YES

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

- Sean C. Flaherty; Police Officer, Town of Falmouth, Police Department, Group Four; while providing first aid to a prisoner, employee was injured.
Date of Injury 9/14/2024
- Brian L. Reid; Police Officer, Town of Falmouth, Police Department, Group Four; while participating in required semi-annual firearms training, employee was injured. Date of Injury 11/5/2024
- Allen Rivera; Firefighter, Town of Falmouth, Fire Rescue Department, Group Four; while conducting a smoke inspection at a residence, employee was injured.
Date of Injury 11/21/2024
- Nicholas J. Zimmerman; Firefighter, Town of Falmouth, Fire Rescue Department, Group Four; while lifting a patient in a stair chair to extricate from a home, employee was injured. Date of Injury 11/25/2024
- Paul W. Cushman; Maintenance Worker, Town of Falmouth, Marine and Environmental Services Department, Group One; while handling an oyster cage, employee was injured. Date of Injury 11/25/2024
- Daniel M. DelGreco; Custodian, Town of Falmouth, D.P.W. Facilities Maintenance Division, Group One; while picking up trash, employee fell and was injured.
Date of Injury 12/3/2024
- Cavon A. Green; Laborer, Town of Falmouth, D.P.W. Water and Wastewater Division, Group One; while cutting a branch from a tree, employee was injured.
Date of Injury 12/6/2024

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

- PERAC memo #30/2024 Cybersecurity Training
- PERAC memo #31/2024 2024 Disability Data Changes

Also, the board members reviewed other relative correspondence.

Michael Dwyer and Jeffrey Fabrizio of Wainwright Investment Counsel then joined the meeting. To begin, Mr. Dwyer directed the board members to 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 gross market value was approximately \$211.7 million. Year-to-date, the plan is up 4.78% versus the policy benchmark which is up 7.44%. Compared to its policy benchmark (up 13.56%), the domestic equity sector (up 9.99%) is behind with all of the domestic equity funds at or near their benchmark for the year with the exception of the EARNEST Partners U.S. Small Cap Core Equity Fund. The international equity sector (up 4.35%) is a bit behind its benchmark (up 6.32%) with the deficit in this asset class tied primarily to the lack of performance from the HGK Trinity Street Fund. The domestic fixed income strategy (up 3.14%) is just ahead of its benchmark (up 2.52%). The performance of the fixed income funds, apart from the Lord Abbett High Yield Core, is expected as they are indexed. Year-to-date, the performance of the real estate sector is down 17.41% versus a benchmark that is currently down 0.40%. This has been a particularly challenging sector. This asset class is feeling the effects of the rising interest rates and the lower occupancy rates in the commercial office space. This is especially true for the TerraCap Partners Fund IV. Due to the nature of the investments held within the private equity sector, their performance returns are stated with as much as a two-quarter lag. Yet, this sector is estimated to be up 4.69% versus a benchmark that is presently up 3.38%. At this time, P.R.I.T. Private Equity VY2018 and P.R.I.T. Private Equity VY2020 are the two largest private equity investments within this portfolio. For the year, the P.R.I.T. Absolute Return Fund is up 10.51% versus a benchmark that is up 7.12%. Lastly, the cash balance is approximately \$3.6 million. Wainwright Investment Counsel noted that "although the economy continues to show strength, it continues to be very volatile due to concerns with the geopolitical environment; however, the fed is controlling the market temperament. With very strong returns from the large cap space, growth returns are doing very well in comparison to value...the same is true for the small cap space. But, in the mid cap space, value is outperforming growth. The portfolio continues to demonstrate a strong overall absolute performance and seems to be absorbing the downward pressures due to the lack of performance from EARNEST Partners, HGK Trinity Street and TerraCap Partners."

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

The board members then reviewed a proposed schedule of board meeting dates for CY 2025. After some discussion, the board members entertained a motion to approve the schedule of proposed board meeting dates for CY 2025.

Ms. Philbin moved to approve the schedule of proposed board meeting dates for CY 2025. Mr. Slivinski seconded the motion. On roll call, the vote was as follows:

Ellen K. Philbin, Chair	YES
Scott T. Starbard	YES
Victoria A. Rose	YES
Paul J. Slivinski	YES
Craig B. O'Malley, Vice Chair	YES

Next, the Director outlined for the board members a proposed CY 2025 budget. After some discussion, it was decided to table the budget for further review at the January board meeting.

Then, Attorney Poser noted that presently there are no pending legal updates.

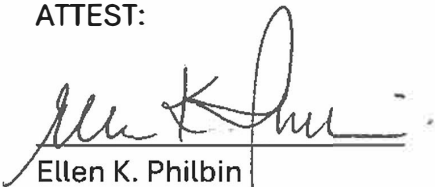
Finally, having no additional business to discuss, the Vice Chair asked for a motion to adjourn the open session meeting.


Mr. Starbard moved to adjourn the open session meeting. Mr. Slivinski seconded the motion. On roll call, the vote was as follows:

Ellen K. Philbin, Chair	YES
Scott T. Starbard	YES
Victoria A. Rose	YES
Paul J. Slivinski	YES
Craig B. O'Malley, Vice Chair	YES

At approximately 12:45 p.m., the board members concluded the open session meeting. The next scheduled board meeting will begin at 2:00 p.m. on Thursday, January 16, 2025 at the office of the Falmouth Retirement System which is located at 80 Davis Straits, Suite 102 in Falmouth, MA.


ATTEST:


 Ellen K. Philbin
 Chair, Fifth Member


 Victoria A. Rose
 Ex-Officio Member


 Paul J. Slivinski
 Appointed Member


 Craig B. O'Malley
 Vice Chair, Elected Member


 Scott T. Starbard
 Elected Member


 Francis X. St. Germaine III
 Director