

FALMOUTH RETIREMENT BOARD
Open Session Meeting Minutes
Thursday, April 18, 2024

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

Board members in absence: Victoria A. Rose

Staff members in attendance: Francis St. Germaine (remote) who recorded the minutes of the meeting and Dommonique Domino

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

At approximately 2:00 p.m., with a quorum being present at the office of the Falmouth Retirement System, Chair Philbin called the meeting to order, 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 February. Through the end of February, the Treasurer noted that the account with Rockland Trust has receipts in the amount of \$2,007,914.65 and a statement balance in the amount of \$381,902.95. She noted that the month-end fund balance is \$368,964.09 with outstanding checks for the month in the amount of \$12,938.86. In addition, it was noted that the check sequence for the month of February began with check #11589 and ended with check #11627. 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. Mr. Slivinski seconded the motion. On roll call, the vote was as follows:

Ellen K. Philbin, Chair	YES
Paul J. Slivinski	YES
Scott T. Starbard	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 March 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 March 21, 2024.

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

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

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

Warrant #10/2024	\$ 9,308.60	Warrant #11/2024	\$1,321,800.56
Warrant #12/2024	\$ 8,933.60	Warrant #13/2024	\$ 66,822.22

After some discussion, the board members entertained a motion to approve the payment, as noted, of warrants #10/2024 through #13/2024.

Ms. Philbin moved to approve the payment, as noted, of warrants #10/2024 through #13/2024. Mr. Starbard seconded the motion. On roll call, the vote was as follows:

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

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

- Wainwright Investment Counsel, Q1 2024 consultant fee \$32,500.00
- M&T Bank, February 2024 custodial fee \$ 4,962.82
- EARNEST Partners, Q1 2024 management fee \$ 41,568.07
- RhumbLine Advisers (Growth), Q1 2024 management fee \$ 1,101.00
- RhumbLine Advisers (S&P 400), Q1 2024 management fee \$ 2,175.00
- RhumbLine Advisers (Value), Q1 2024 management fee \$ 1,276.00
- RhumbLine Advisers (S&P 600), Q1 2024 management fee \$ 784.00
- RhumbLine Advisers (MSCI EAFE), Q1 2024 management fee \$ 800.00

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

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

Ellen K. Philbin, Chair	YES
Paul J. Slivinski	YES
Scott T. Starbard	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 2020, a capital call payable on 4/1/2024 in the amount of \$16,811.82
- PRIT Private Equity Fund VY 2022, a capital call payable on 4/1/2024 in the amount of \$80,223.67
- PRIT Private Equity Fund VY 2024, a capital call payable on 4/1/2024 in the amount of \$17,116.86

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

Mr. Slivinski 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
Paul J. Slivinski	YES
Scott T. Starbard	YES
Craig B. O'Malley, Vice Chair	YES

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

- Mesirow Financial Fund IV, a distribution received on 3/21/2024 in the amount of \$15,000.00
- Lexington Capital Fund VII, a distribution received on 3/28/2024 in the amount of \$14,418.00
- PRIT Private Equity Fund VY 2018, a distribution received on 4/1/2024 in the amount of \$24,395.28

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:

- Mark E. Barrett; amount of refund is \$1,833.69; deductions taken in error by the Town of Falmouth, D.P.W. Parks and Forestry Division
- Phoebe E. Acheson; amount of transfer is \$11,282.48; resignation from service with the Town of Falmouth, Falmouth Public Library (*with this transfer, the Falmouth Retirement System will accept 1 year and 11 months of 3(8)(c) liability on a 12-month basis*)
- Aaron M. Bannish; amount of transfer is \$44,950.23; resignation from service with the Town of Falmouth, Fire Rescue Department (*with this transfer, the Falmouth Retirement System will accept 6 years 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. Philbin 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. Mr. Slivinski seconded the motion. On roll call, the vote was as follows:

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

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

- Timothy C. Allen; date of retirement is 2/17/2024 from the Town of Falmouth, Falmouth Public Schools; Group One
- Mark E. Barrett; date of retirement is 2/22/2024 from the Town of Falmouth, D.P.W. Parks and Forestry Division; Group One

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

- Barry K. Rose; Custodian, Town of Falmouth, Falmouth Public Schools, Group One; DOM 2/26/2024, 9% + 2%
- Dylan J. McCarthy; Utility Maintenance Worker, Town of Falmouth, D.P.W. Water and Wastewater Division, Group One; DOM 4/1/2024, 9% + 2%
- Dakota B. Bailey; Communications Officer, Town of Falmouth, Emergency Communications Department, Group One; DOM 4/8/2024, 9% + 2%
- Evan M. DeOliveira; Communications Officer, Town of Falmouth, Emergency Communications Department, Group One; DOM 4/8/2024, 9% + 2%
- Kevin J. Donovan; Maintenance Superintendent, Falmouth Housing Authority, Group One; DOM 4/10/2024, 9% + 2%

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

- PERAC memo #10/2024 Tobacco Company List
- PERAC memo #11/2024 Mandatory Retirement Board Member Training – 2nd Quarter 2024

Also, the board members reviewed other relative correspondence.

Michael Dwyer and Jeffrey Fabrizio of Wainwright Investment Counsel then joined the meeting remotely. To begin, Mr. Dwyer directed the board members to the performance summary report for the month of February, and Mr. Fabrizio reviewed the plan results. Through the end of February, the plan's estimated gross market value was approximately \$198.5 million. Year-to-date, the plan is up 0.20% versus the policy benchmark which is up 1.65%. Compared to its policy benchmark (up 3.81%), the domestic equity sector (up 2.45%) is behind with all of the domestic equity funds positive for the year except for the RhumbLine S&P 600 Pooled Index Fund and the Earnest Partners Small Cap Equity Fund. The international equity sector (up 1.43%) is slightly behind its benchmark (up 1.67%). The domestic fixed income strategy (down 1.15%) is just ahead of its benchmark (down 1.45%). The performance of these fixed income funds, apart from the Lord Abbett High Yield Core, are indexed. Year-to-date, the performance of the real estate sector is down 9.69% versus a benchmark that is currently at 0.00%. This has been a challenging sector. It is likely that this sector is showing the effects of the rising interest rates and the lower occupancy rates in the commercial space. 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 0.87% versus a benchmark that is presently at 0.00%. Currently, Hamilton Lane Secondary Fund IV, P.R.I.T. Private Equity VY2018 and P.R.I.T. Private Equity VY2020 are the three largest private equity investments within this portfolio. For the year, the P.R.I.T. Absolute Return Fund is up 1.50% versus a benchmark that is up 2.68%. Lastly, the cash balance is approximately \$2.8 million. Wainwright Investment Counsel noted that "the economy continues to be extremely volatile with political pressures and concerns about the Fed reactions. Still, it is expected that the first quarter should have some decent positive returns."

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

Next, the Director reminded the board members that their completed Statement of Financial Interests were due to P.E.R.A.C. by May 1st.

Then, the Director noted for the board members the upcoming spring M.A.C.R.S. seminar and conference to be held in Hyannis, MA from June 1, 2024 through June 5, 2024. At this time, a preliminary agenda is available, and it indicates that certain sessions are expected to be approved by P.E.R.A.C. for board member C.E.U. training credits. After some discussion, the board members entertained a motion to approve the associated seminar and conference fees with travel for the board members as well as the two staff members to attend the spring M.A.C.R.S. seminar and conference.

Mr. Starbard moved to approve the associated seminar and conference fees with travel for the board members as well as the two staff members to attend the spring M.A.C.R.S. seminar and conference. Mr. Slivinski seconded the motion. On roll call, the vote was as follows:

Ellen K. Philbin, Chair	YES
Paul J. Slivinski	YES

Scott T. Starbard YES
Craig B. O'Malley, Vice Chair YES

The Director then noted that the Falmouth Retirement System hopes to have a table at the annual Town of Falmouth Health & Benefits Fair which is to be held on May 1st at the Gus Cauty Recreation Center.

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

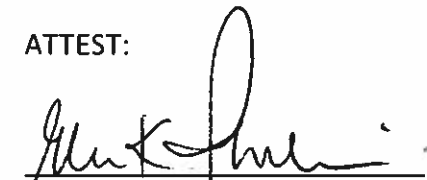
Finally, having no additional business to discuss, the Vice Chair asked for a motion to adjourn the open session meeting.


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

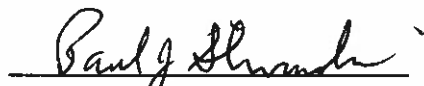
Ellen K. Philbin, Chair YES
Paul J. Slivinski YES
Scott T. Starbard YES
Craig B. O'Malley, Vice Chair YES

At approximately 2:25 p.m., the board members concluded the open session meeting. The next scheduled board meeting will begin at 2:00 p.m. on Thursday, May 16, 2024 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

ABSENT

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