

**MINUTES OF THE MEDFORD RETIREMENT BOARD MEETING HELD on
10-31-2023 at 9:30am in room 201 at Medford City Hall**

1. 9:30am Call meeting to order.

Roll Call: Roll Call: Patrick Ripley remote "PRESENT", Robert Maiocco "PRESENT", Rick Jordan "PRESENT", Bob Dickinson remote "PRESENT"

Absent: James Vieira

Others Present:

9:30am Scott Driscoll, NEPC

9:30AM Todd Fawaz from City of London

10:00AM Brendan McDonough from GoldenTree

Robert Maiocco motion to suspend the normal order of business for City of London, GoldenTree and NEPC to present. Motion second by Bob Dickinson. Roll call vote: Robert Maiocco "Yes", Patrick Ripley "Yes", Bob Dickinson "Yes", Rick Jordan "Yes"

City of London distributed their handout dated October 31, 2023. Todd Fawaz introduced himself, Carolyn Murphy and Jeff Gill, and indicated that Medford Retirement Board has been clients since 2017. Mr. Fawaz said the firm has \$5.6B under management with offices in London, Philadelphia and Singapore. Mr. Fawaz informed the Board that Mark Dwyer will be retiring next year and there's a transition plan in process. Jeff Gill and Carolyn Murphy reviewed the fund's performance and attribution vs. the MSCI Index and the S&P EMCF. Discussion about Russia exposure and the negative impact on the fund. Discussion about a new geopolitics service. YTD performance drivers and portfolio changes were reviewed. The portfolio holdings were reviewed. Rick Jordan asked how many clients do you have in Massachusetts, Mr. Fawaz responded just Medford. Discussion about how often portfolios are changed. Robert Maiocco asked about the closed end funds. 10:10am City of London left the meeting. Robert Maiocco asked Scott Driscoll how long have we been with City of London? Mr. Driscoll answered, since 2017 and they have been outperforming the index for 5 years.

GoldenTree joined the meeting and Brendon McDonough distributed GoldenTree's handout dated October 31, 2023. Mr. McDonough provided an update of the firm and indicated no changes in the team. Mr. McDonough said they have \$51B under management. Mr. McDonough discussed the distressed committee and indicated that Steven Tananbaum is a managing partner. Discussion about interest rates, default rates and rate cuts. Discussion about restricting companies in the portfolio. Patrick Ripley asked when looking at companies, is there a timeframe before restructuring a company? Mr. McDonough answered we build in a position knowing we will go through a restructure, could be 12 months or 3-12 months. Scott Driscoll said he will be discussion a pacing plan and asked Mr. McDonough what's the timeline for this fund? Mr. McDonough answered about 8 years, but depends on the investment structure. 10:40am Mr. McDonough left the meeting.

Scott Driscoll distributed NEPC's handout dated October 31, 2023 and began talking about the fed uncertainty and volatile market. There was a discussion about Lazard, that they have been struggling and NEPC is currently monitoring with no recommendation to terminate at this point. Discussion about fixed income. Mr. Driscoll discussed a pacing plan for private equity and private debt. Discussion about private equity is currently overweight due to the returns pointing out that the past 3year return is 22.5% and the 10 year is 19.1% and compared to the Russell 300 performance for the same period. Mr. Driscoll reviewed the fund's performance net of fees and indicated the fund's market value as of 9/30/2023 is \$234.1M. Mr. Driscoll reviewed domestic and global equity returns, fixed income returns, and private equity returns. The pacing plan was discussed including private equity, private debt and private credit. Mr. Driscoll recommends

the Board commit \$4M to PRIM's Private Equity Vintage Year 2024 and \$2M to private credit in 2024.

Robert Maiocco motion to commit \$4,000,000 to PRIM Private Equity Vintage Year 2024. Motion second by Patrick Ripley. On the motion, Patrick Ripley asked why we went from \$5m to \$3M and now \$4M in 2024? Scott Driscoll answered, based on the fund's market value and assumed rate of return. Robert Maiocco asked where does the \$4M come from? Scott Driscoll answered that it's paid over time. Roll call vote: Robert Maiocco "Yes", Patrick Ripley "Yes", Bob Dickinson "Yes", Rick Jordan "Yes"

Discussion about private credit, private market exposure and portfolio projections. Discussion about private market allocations, capital calls and distributions. Mr. Driscoll recommends committing \$2M to private credit in 2024.

Robert Maiocco motion to commit \$2,000,000 to private credit in 2024. Motion second by Patrick Ripley. Roll call vote: Robert Maiocco "Yes", Patrick Ripley "Yes", Bob Dickinson "Yes", Rick Jordan "Yes"

Mr. Driscoll informed the Board that we need to perform a competitive search for a private credit fund. Discussion about the search criteria. Robert Maiocco asked Mr. Driscoll if the \$2M was based on minimums? Mr. Driscoll answered no, based on the plan. 11:15am Mr. Driscoll left the meeting.

Robert Maiocco motion to return to normal order of business. Motion second by Bob Dickinson. Roll call vote: Robert Maiocco "Yes", Patrick Ripley "Yes", Bob Dickinson "Yes", Rick Jordan "Yes"

2. Reading of notice & certificate – Meeting Notice Posted on 10/10/2023

Robert Maiocco motion to place on file the Board meeting notice and certificate that was posted on 10/10/2023. Motion second by Bob Dickinson Roll call vote: Robert Maiocco "Yes", Patrick Ripley "Yes", Bob Dickinson "Yes", Rick Jordan "Yes"

3. Reading of Previous Meeting by Secretary

Robert Maiocco motion to waive reading of previous meeting by secretary. Motion second by Bob Dickinson Roll call vote: Robert Maiocco "Yes", Patrick Ripley "Yes", Bob Dickinson "Yes", Rick Jordan "Yes"

4. Vote to approve the minutes of the Board meeting held on 9/26/2023

Robert Maiocco motion to approve the minutes of the Board meeting held on 9/26/2023. Motion second by Patrick Ripley. Roll call vote: Robert Maiocco "Yes", Patrick Ripley "Yes", Bob Dickinson "Yes", Rick Jordan "Yes"

5. Bills, Communications, Refunds, Transfers, Payrolls, Etc.

Warrant S44	
Brookline Positive Pay Fee - September 2023	\$33.06
Morgan Records - September 2023	\$52.22
Law Offices of Michael Sacco - September 2023	\$520.00
Mark Minervini - Reimbursement MACRS, VAST Conference & GoToMeeting	\$373.32
Michelle LaJoie - Reimbursement MACRS	\$326.71
Winchester Retirement Board - Transfer Michelle Kingdon - 6 years and 7 months of service	\$57,197.13
Winchester Retirement Board - Transfer Lisa Van Winkle - 10 years of service	\$16,295.32
MTRS - Transfer Adirana Kechechian - 4 months of service	\$605.76
MTRS - Transfer Cheyenne Bell - 1 year and 4 months of service	\$2,232.52

Fidelity - Rollover IRA Kathryn Calpino - 1 year 10 months of service	\$14,670.79
Karen Fopiano - Refund 8 years and 10 months of service	\$41,021.90
IRS - A/C Karen Fopiano	\$7,625.72
Barbara Heintz - Refund 4 months	\$2,080.58
IRS - A/C Barbara Heintz	\$520.15
Richard Eckert - Refund Workman's Comp supplemental pay deductions	\$90.43
IRS - A/C Eckert	\$22.61
Richard McKenna - Refund Workman's Comp supplemental pay deductions	\$106.83
IRS - A/C McKenna	\$26.71
Dwight Taylor - Refund Workman's Comp supplemental pay deductions	\$39.60
IRS - A/C Taylor	\$9.90
Isidro Valentin Jr. - Refund Workman's Comp supplemental pay deductions	\$114.62
IRS - A/C Valentin. Jr	\$28.66
William Spirito, Jr - Refund Workman's Comp supplemental pay deductions	\$107.54
IRS - A/C Spirito, Jr	\$26.89
Kingsbury Press - 1099 forms	\$336.48
Robert Weinstein, MD - Medical records L. Crowley	\$75.00
ProShred - September 2023	\$40.43
ProShred - October 2023	\$40.43
CivicPlus - Web hosting	\$2,618.60
Ready Refresh - Water	\$20.07
Toshiba - October 2023	\$120.50
Toshiba - August - September 2023 overage	\$19.53
Toshiba - September - October 2023 overage	\$15.79
Garcia Hamilton - Q3 2023	\$14,616.03
NCPERS - Membership Renewal Exp 12/31/2024	\$305.00
M&T Bank - August 2023	\$4,130.11
Loomis - 2022 Q3	\$23,084.49
Rhumblin - Q3 2023 SP500MAP	\$2,507.00
Rhumblin - Q3 2023 SP400P	\$650.00
Rhumblin - Q3 2023 RU1000VP	\$1,463.00
Staff Salaries	\$5,194.23
Medicare	\$0.00
Massachusetts SUI	\$0.00
MA Health Ins/EMAC	\$0.00
Harpers Payroll Fee	\$0.00
Expense Total	\$199,365.66
Pension	1,705,529.94
Annuity	461,842.87
COLA	23,235.27
Retiree Payroll Total	2,190,608.08
Warrant S44 Total	\$2,389,973.74
Prior Warrants	
Schedule 40	6,889.19
Schedule 41	5,315.71
Schedule 42	7,584.60
Schedule 43	5,315.71
Reference Total	25,105.21
Grand Total Warrant S44 with Prior Warrants	\$2,415,078.95

Rick Jordan commented that we have additional work comp deductions refunded. Mr. Minervini confirmed and answered, we have two more that we are researching, but I feel we refunded all the deductions that have been withheld on pay in conjunction with work comp.

A motion was made by Robert Maiocco and second by Patrick Ripley to approve all bills, transfers, refunds, staff payrolls and retirement payroll listed above on schedules S40, S41, S42, S43 and S44. Roll call vote: Robert Maiocco "Yes", Patrick Ripley "Yes", Bob Dickinson "Yes", Rick Jordan "Yes"

6. Report of Chairman:

Letter of Direction to Lazard Dated 10/12/2023

Instructing Lazard to withdraw \$700,000 from the system's International Equity account on the next trade date and wire the funds to M&T Bank.

Robert Maiocco motion to approve the letter to Lazard dated 10/12/2023 instructing Lazard to withdraw \$700,000 from the system's international equity account on the next trade date and wire the funds to M&T Bank. Motion second by Bob Dickinson. Roll call vote: Robert Maiocco "Yes", Patrick Ripley "Yes", Bob Dickinson "Yes", Rick Jordan "Yes"

Wire Transmittal Letter Dated 10/18/2023 Transferring \$1,800,000 From M&T Bank to Brookline Bank.

This wire transfer was completed on 10/18/2023 by Mark Minervini to fund October 2023 expenses and pension payroll.

Robert Maiocco motion to approve the Wire Transmittal Letter Dated 10/18/2023 Transferring \$1,800,000 From M&T Bank to Brookline Bank. Motion second by Patrick Ripley. Roll call vote: Robert Maiocco "Yes", Patrick Ripley "Yes", Bob Dickinson "Yes", Rick Jordan "Yes"

PRIT Confirmation Notice Dated 10/2/2023

Notifying the Board that a Private Equity Vintage Year payment of \$65,684.20 was wired to PRIM on 10/2/2023

Robert Maiocco motion to approve the PRIT Confirmation Notice Dated 10/2/2023. Motion second by Patrick Ripley. Roll call vote: Robert Maiocco "Yes", Patrick Ripley "Yes", Bob Dickinson "Yes", Rick Jordan "Yes"

PRIT Payment Due Notice Dated 11/1/2023

PRIT Private Equity Vintage Year payment due notice notifying the Board that a payment of \$68,036.92 is due 11/2/2023.

Robert Maiocco motion to approve the PRIT Private Equity Vintage Year payment due notice notifying the Board that a payment of \$68,036.92 is due 11/2/2023. Motion second by Patrick Ripley. Roll call vote: Robert Maiocco "Yes", Patrick Ripley "Yes", Bob Dickinson "Yes", Rick Jordan "Yes"

PERAC Memo #20 / 2023 – Mandatory Retirement Board Member Training – 4th Quarter 2023

Robert Maiocco motion to place on file PERAC Memo #20 / 2023 – Mandatory Retirement Board Member Training – 4th Quarter 2023. Motion second by Bob Dickinson. Roll call vote: Robert Maiocco "Yes", Patrick Ripley "Yes", Bob Dickinson "Yes", Rick Jordan "Yes"

PERAC Memo #21 / 2023 – Upcoming Public Hearings on PERAC Regulations

Robert Maiocco motion to place on file PERAC Memo #21 / 2023 – Upcoming Public Hearings on PERAC Regulations. Motion second by Patrick Ripley. Roll call vote: Robert Maiocco "Yes", Patrick Ripley "Yes", Bob Dickinson "Yes", Rick Jordan "Yes"

PERAC Memo #22 / 2023 – Appropriation Data Dues October 31, 2023

Robert Maiocco motion to place on file PERAC Memo #22 / 2023 – Appropriation Data Dues October 31, 2023. Motion second by Patrick Ripley. Roll call vote: Robert Maiocco “Yes”, Patrick Ripley “Yes”, Bob Dickinson “Yes”, Rick Jordan “Yes”

FY25 Appropriation Budget Approval

Robert Maiocco motion to approve the FY25 Appropriation Budget. Motion second by Bob Dickinson. Roll call vote: Robert Maiocco “Yes”, Patrick Ripley “Yes”, Bob Dickinson “Yes”, Rick Jordan “Yes”

August 2023 Reconciliation and Accounting Reports Review and Approval

Robert Maiocco motion to table the August 2023 August 2023 Cash Reconciliation and Accounting Reports. Motion second by Bob Dickinson. Roll call vote: Robert Maiocco “Yes”, Patrick Ripley “Yes”, Bob Dickinson “Yes”, Rick Jordan “Yes”

August 2023 Accounting Report Submitted to PERAC

Robert Maiocco motion to place on file that the August 2023 Accounting Reports have been Submitted to PERAC. Motion second by Patrick Ripley Roll call vote: Robert Maiocco “Yes”, Patrick Ripley “Yes”, Bob Dickinson “Yes”, Rick Jordan “Yes”

Michael Sacco All Client Memo - Military Service Purchases

There was a discussion about Attorney Sacco’s military service all client memo. Mr. Minervini informed the Board that Attorney Sacco said there’s legislation that if passed, could address most issues, and he recommends not taking any corrective action or processing new military purchases until action is taking on the legislation.

Robert Maiocco motion to place on file Michael Sacco All Client Memo - Military Service Purchases. Motion second by Patrick Ripley Roll call vote: Robert Maiocco “Yes”, Patrick Ripley “Yes”, Bob Dickinson “Yes”, Rick Jordan “Yes”

Board Policy to Release Executive Session Minutes

Mr. Minervini explained that having a Board policy to release executive session minutes was a recommended item from the PERAC audit. The policy states that minute’s pertaining to medical issues and disabilities are exempt.

Robert Maiocco motion to approve the Board policy to release executive session minutes. Motion second by Patrick Ripley Roll call vote: Robert Maiocco “Yes”, Patrick Ripley “Yes”, Bob Dickinson “Yes”, Rick Jordan “Yes”

5th Board Member Position Appointment

The open position will be posted on the PERAC website and run for 30 days. Mr. Minervini informed the Board that Jim’s term ends January 27, 2024 and that we need to post the position on PERAC’s site.

Robert Maiocco motion to place of file the 5th Board Member Posting and post the position on the PERAC website for 30 days. Motion second by Patrick Ripley Roll call vote: Robert Maiocco “Yes”, Patrick Ripley “Yes”, Bob Dickinson “Yes”, Rick Jordan “Yes”

PRIM Private Equity Vintage Year 2024-Commitment Deadline

Rick Jordan said we already discussed this item earlier and approved to commit \$4M to PEVY 2024.

Robert Maiocco motion to place on file the PRIM Private Equity Vintage Year 2024-Commitment Deadline. Motion second by Patrick Ripley Roll call vote:

Robert Maiocco "Yes", Patrick Ripley "Yes", Bob Dickinson "Yes", Rick Jordan "Yes"

PERAC 2022 Comparative Analysis

Robert Maiocco motion to place on file PERAC 2022 Comparative Analysis. Motion second by Patrick Ripley Roll call vote: Robert Maiocco "Yes", Patrick Ripley "Yes", Bob Dickinson "Yes", Rick Jordan "Yes"

Pension Technology Group (PTG) Update

Discussion about PTG, Case 5 and change of ownership announced at MACRS by Chris Loge, new president and COO of PTG. Discussion about PTG's performance and problems. Discussion about new software vendor, Bay State Pension and their automated enrollment process, identify verification and security and how their enrollment process could resolve some of the delays receiving enrollment forms. Mr. Minervini suggests that we look closer at Bay State Pension and continue to monitor PTG for improvements. Robert Maiocco commented, good plan. Rick Jordan said Mark is going to look into the new company and talk with some of the other Boards about PTG and see if they are having problems.

Robert Maiocco motion to place on file the Pension Technology Group (PTG) Update. Motion second by Bob Dickinson Roll call vote: Robert Maiocco "Yes", Patrick Ripley "Yes", Bob Dickinson "Yes", Rick Jordan "Yes"

7. Unfinished Business

Cyber Security Liability Insurance Update

Received proposal for \$2M policy, cost \$11,683/year

Jeff Lydon from Lydon and Murphy is willing to attend a Board meeting and explain the policy coverages.

Robert Maiocco motion to place on file the PRIM Private Equity Vintage Year 2024-Commitment Deadline. Motion second by Patrick Ripley Roll call vote: Robert Maiocco "Yes", Patrick Ripley "Yes", Bob Dickinson "Yes", Rick Jordan "Yes"

Joseph Albano III – DALA Appeal 91A Over Earnings for 2021

On recouping Mr. Albano's over earning, Mr. Minervini informed the Board that Michael Sacco received a call from Attorney McDonough on the Board's decision to pay the DRO to the ex-wife. Attorney McDonough said that there is some PERAC material to say that we should not pay the Alternate Payee. Attorney Sacco said he originally advised us to pay the ex-spouse based on the DRO and not wanting us to get dragged into Probate Court. Attorney Sacco said he is unaware of any DALA decisions on this issue and contacted PERAC, Ken Hill provided an email and said if the payments are treated like an installment plan, then we pay the DRO and health insurance, the remainder is paid towards the 91A overpayment. On the appeal, Mr. Minervini informed the Board that the appeal could take up to a couple of years unless Albano pushes for an expedited hearing. Attorney Sacco filed our notice of appearance so that we are in the loop and then move to add PERAC as a party indicating our intent is not to actively participate in the process. On 10/27/23 the motion to join PERAC as a party was granted.

Robert Maiocco motion to place on file Joseph Albano III – DALA Appeal 91A Over Earnings for 2021. Motion second by Patrick Ripley Roll call vote: Robert Maiocco "Yes", Patrick Ripley "Yes", Bob Dickinson "Yes", Rick Jordan "Yes"

Joseph Albano III - 91A Over Earnings for 2022

Mr. Minervini informed the Board that Mr. Albano over earned for 2022 and that we need to offer Mr. Albano a hearing. If Mr. Albano requests a hearing, Attorney Sacco said he will notify PERAC suggesting that we stay further proceedings for 2022 until

2021 is resolved. Attorney Sacco said he has done this in the past with PERAC and they should be agreeable to this approach.

Robert Maiocco motion to place on file Joesph Albano, III for 2022 over earnings. Motion second by Patrick Ripley Roll call vote: Robert Maiocco "Yes", Patrick Ripley "Yes", Bob Dickinson "Yes", Rick Jordan "Yes"

Received PERAC Disability Transmittal Approval for Michael Carpenito

Robert Maiocco motion to place on file PERAC Disability Transmittal Approval for Michael Carpenito. Motion second by Patrick Ripley Motion passed by all members voting in favor.

Received PERAC Accidental Disability Calculation Approval for Michael Carpenito

Robert Maiocco motion to place on file PERAC Accidental Disability Calculation Approval for Michael Carpenito. Motion second by Patrick Ripley Roll call vote: Robert Maiocco "Yes", Patrick Ripley "Yes", Bob Dickinson "Yes", Rick Jordan "Yes"

8. New Business

Mark Shea

Engineer

Date of Membership: 12/9/2002

Mr. Shea is making up previous service time with Arlington Retirement System from 9/7/1979 – 10/12/1979 (1 month of service). Arlington accepted liability for 1 month of service. Makeup Cost = \$303.77 and includes half actuarial interest through 10/31/23. Interest is added to unpaid balance annually during the 5-year payment period.

Robert Maiocco motion to approve the service makeup for Mark Shea as outlined above. Motion second by Patrick Ripley. Roll call vote: Robert Maiocco "Yes", Patrick Ripley "Yes", Bob Dickinson "Yes", Rick Jordan "Yes"

New Employees:

Name	Unit	Position	Hire Date	FT/PT
Andrea McEleney	SCH	Kindergarten Aide	8/30/2023	Full Time
Relijona Kule	SCH	Paraprofessional	9/5/2023	Full Time
Catherine Day	SCH	ISS / Academic Lead	8/28/2023	Full Time
Jonathan Cabral	CTY	Head Clerk	9/11/2023	Full Time

Robert Maiocco motion to approve membership for the employees listed above. Motion second by Patrick Ripley. Roll call vote: Robert Maiocco "Yes", Patrick Ripley "Yes", Bob Dickinson "Yes", Rick Jordan "Yes"

Retirements:

Name	Unit	Option	Retirement Date
Edward Nolan	CTY	Superannuation Option B	10/31/2023
Grace Burke	SCH	Superannuation Option B	10/31/2023
Kathy Johnson	SCH	Superannuation Option A	10/31/2023

Patrick Ripley motion to approve the retirements as outlined above. Motion second by Robert Maiocco. Roll call vote: Robert Maiocco "Yes", Patrick Ripley "Yes", Bob Dickinson "Yes", Rick Jordan "Yes"

Received Medical Panel Results for Stephen Doherty

Patrick Ripley said he reviewed all the documentation and all doctors answered questions.

Patrick Ripley motion to approve Stephen Doherty Accidental Disability Retirement based on the results of the medical panel. Motion second by Robert Maiocco. Roll call vote: Robert Maiocco "Yes", Patrick Ripley "Yes", Bob Dickinson "Yes", Rick Jordan "Yes"

Received Involuntary Accidental Retirement Application for Lawrence Crowley

Rick Jordan informed the Board that we received two accidental disability applications for Lawrence Crowley (police), one he submitted and an involuntary submitted by Chief Buckley. Mr. Minervini said that on 10/10/23 Mr. Crowley submitted an accidental disability application. The application is in process and we began requesting medical records, employer statement and the treating physician's statement. On 10/20/23 Chief Buckley submitted an involuntary accidental disability application. The application has been uploaded to Dropbox. Mr. Crowley has 15 days from when he receives notification to request a hearing. We have not received the return receipt certification card from the Chief. Mr. Minervini will follow up with Chief Buckley and Mr. Crowley.

Patrick Ripley motion to table the involuntary, Mr. Crowley filed on his own. On the motion, Patrick Ripley asked Mr. Minervini if our Attorney reviewed the application. Mr. Minervini answered that he emailed Attorney Sacco and questioned if the Board could deny the involuntary application because Mr. Crowley previously submitted an application on his own. Attorney Sacco said that the Board cannot deny the involuntary application because Mr. Crowley submitted one on his own but could table it. Motion second by Robert Maiocco. Roll call vote: Robert Maiocco "Yes", Patrick Ripley "Yes", Bob Dickinson "Yes", Rick Jordan "Yes"

9. Executive Session

N/A

10. Adjournment

Next meeting scheduled for November 29, 2023 at 9:30am in City Hall Room 201.

Robert Maiocco motioned to adjourn the meeting. Motion second by Patrick Ripley. Motion passed by all members voting in favor.

A true Record
by:



Mark Minervini


On 10-31-2023

Rick Jordan



Chairman

Robert Dickinson



Ex-Officio

James Vieira

ABSENT

Patrick H. Ripley



Robert
Maiocco