

MINUTES

Quincy Retirement Board

Quincy Retirement Board

Monthly Meeting

Thursday, November 16, 2023, 9:00 am - 12:30 pm

1305 cock St. Lower Level Old City Hall, Quincy, MA 02169

I. Call to Order

Chair O'Connor called the meeting to order at 9:02 a.m. In attendance was Member Arienti, Member McFarland, Member Fitzpatrick and Chair O'Connor. Member Brown was not present.

II. Approval of Minutes from October 26, 2023

Motion to approve the minutes from 10.26.23 by Member Arienti second by Member McFarland. Member McFarland, Arienti and Fitzpatrick voting in favor. Chair O'Connor was not present at the last meeting and did not vote.

YES-McFarland YES-Arienti YES-Fitzpatrick

III. Approval of Executive Session Minutes from October 26, 2023

Motion to approve Executive Session Meeting Minutes from 10.26.23 by Member McFarland second by Member Arienti. All present members except Chair O'Connor due to not being at the prior meeting.

YES-McFarland YES-Arienti YES- Fitzpatrick

IV. Approval of Superannuation Applications

NAME	DEPT	DATE
Choi Ng	QHA	12/29/2023
Catherine Joyce	QPS	12/29/2023
Anthony Priscella	QPS	10/31/2023
Stephen Mitchell	QFD	12/29/2023
Paul Campbell	QFD	01/28/2024
Thao Ngo	QHA	02/16/2024

Motion to approve superannuations by Member Arienti second by Member McFarland. All present members voting in favor.

YES-McFarland YES-Fitzpatrick YES-Arienti YES-O'Connor

V. Request for Creditable Service

Paul Foley	18 months	\$4,138.35
Carol Calvert	17 years 3 months	\$66,905.26
Patrick McNamara	4 years 9 months	\$62,081.01 (interest update)
Shawn Darcy	3 years 7 months	\$9,715.85
Michael J Ryan	4 years	\$58,966.97

Motion to approve creditable service by Member McFarland second by Member Arienti. All present members voting in favor.

YES-McFarland YES-Fitzpatrick YES-Arienti YES-O'Connor

VI. Approval of Calculations

Name	Date	Yearly Amount
Robert Card	6/20/2023	\$14,092.80
(Pop-up to Option A)		
Carol Flynn	9/28/2023	\$54,303.60
Barbara Mathieson	10/31/2022	\$26,224.44
(Revised Amount)		
Charles McCloskey	7/7/2023	\$51,988.92
(Pop-up to Option A)		
George McCosh	4/24/2023	\$50,125.80
(Pop-up to Option A)		
Linda Whealan	9/29/2023	\$40,110.96

(Revised Amount)

Ricky Wash 10/24/2023 \$92,437.56

Anthony Priscella 10/31/2023 \$7,911.60

Motion to approve calculations by Member Areinti second by Member McFarland. All present members voting in favor.

YES-McFarland YES-Fitzpatrick YES-Arienti YES-O'Connor

VII. New Members

Daniel Smith Jr.	QHA	No	1	\$72,508
Ryan Kou	QPS	No	1	\$72,100
James O'Brien	QHA	No	1	\$72,508
Joseph Dargue	COL	No	1	\$70,000
Damon Jett	DPW	No	1	\$46,665
Christopher Ovalle	QPS	No	1	\$70,039
Byron Nguyen	QPS	No	1	\$72,100
Carolina Ribeiro Sareyed Dim	QPS	No	1	\$52,899
Anthony McLeod	QPS	No	1	\$70,039
Shirley Belton	QPS	No	1	\$16,635
Lindsay Allan	QPS	No	1	\$30,726
Alyssa Descheness	QPS	No	1	\$25,630
Diana McClure	QPS	No	1	\$35,537
Dina Alrakawi	QPS	No	1	\$25,435
Shauna Sweeney	COL	No	1	\$55,000
Danielle McDonnell	QPS	No	1	\$29,811
Regis Cesar	QPS	No	1	\$29,573
Yuanzheng Lin	QPS	No	1	\$70,039
Lorianne Schottmiller	QHA	No	1	\$46,628
Ellisa Maiolino	QHA	No	1	\$54,126
Sean O'Brien	QHA	No	1	\$55,164
Kerri Donnelly	LIB	No	1	\$59,725

Constance Sargent	QPS	No	1	\$24,914
Kevin Segalla, Jr.	QPS	No	1	\$48,058
Jennifer Buckley	QHA REHIRE		1	\$56,674

Motion to approve the new members by Member McFarland second by Member Arienti. All present members voting in favor.

YES-McFarland YES-Fitzpatrick YES-Arienti YES-O'Connor

VIII. Executive Session Pursuant to M.G.L. c. 30A s.21 (a)(1)

Executive Session pursuant to MGL 21 (a)(3)

Motion to go into Executive Session at 9:03 by Member Fitzpatrick second by Member Arienti.

Motion to adjourn from executive session 9:29 am.

Motion to go into regular session at 9:30 a.m.

IX. Return to Regular Session

Motion to go into regular session at 9:30 a.m.

X. Meketa Investment Update

The board welcomed Frank Benham from Meketa at 10:29 a.m. Frank gave an overview of the presenters for the infrastructure search. He then proceeded to call them into the office.

XI. Infrastructure Manager Interviews

The Board welcomed GIP at 10:32 a.m.

Noah Keys from GIP was present. Noah stated his gratitude for the Quincy Retirement Board's commitment to Fund 4. Noah said 11-15% target return (net). Noah said that digital was an area that GIP has added to for this fund. Operational value add is something that fund 5 strives to do. P.3 of the presentation shows 17 years in business and have seen continued growth. \$23B in AUM with 323 employees. Total of 41 equity companies. Key to GIP is strength and stability across the workplace. This is market leading. ESG has been integral to the overall strategy. Member Fitzpatrick said is the ESG exposure just to feel good about things. Noah said that he believes that it drive performance outcomes. P.5 lays out the strategy and framework. Noah mentioned that he has seen competitors stray away from this. P.6 looks at the framework and sector allocation. Noah believes the deep relationships that they have assists them in finding value. Member McFarland asked about any concerns about concerns of risks

in the Mediterranean. Noah said that they do not have a ton of concern in these areas as they're not really in those areas. Member McFarland ask about how cost of capital has affected them. Noah said that it has. He also went on to say that inflation has also helped out. Fund 5 has good diversification including an Australian airport. Member McFarland asked about where the GIP team is from. Frank responded London & New York.

Next the board welcomed IFM at 10:54 a.m. Steve Levine was present on behalf of the firm. Steve thanked the board for being a current client. IFM is \$72b AUM. 590 investors globally. IFM serves 13 other pension funds across Massachusetts. Steve opened it up to Q&A, no questions. He then went into performance. Target return of 8-10%. Weighted average is 34%. This is a differentiator from peers. 5.3% net cash yield since inception. QRB chose to receive it in cash. They have the largest team across the industry. Very low firm turnover. They have 25 funds with 85 underlying holdings. They have flexible liquidity options. US Global port container holding was sold to the Swiss for 30% IRR. Portfolio is very diversified across revenue/asset types. Key part of strategy is to manage the asset effectively overtime. The board thanked Steve for coming at 11:16 a.m.

The board welcomed Stonepeak at 11:20 a.m. Luke Taylor and Ryan Basin joined from Stonepeak. Stonepeak is a North American focused infrastructure fund. Managed about \$50B. 17% IRR since inception. You want to go into assets that have true downside protection. invest across energy, communications and digital. P.4 shows performance. 24 operating partners to assist with growth. They like North America for it's well established ecosystem. Onshoring team visited a company which has 80% of market share in transportation of semiconductor. A big focus for the fund is energy transition. Member Fitzpatrick asked about AI and what kind of role that plays. Luke said that it has it's place but the concern is does it become over built. They're always looking for deals on sale.

Chair O'Connor asked what Bespoke was. Luke shared that it was a problem solving part of Stonepeak . Geard towards business'. The board thanked Stonepeak coming.

The meeting then got turned over to Frank Benham from Meketa. Chair O'Connor asked Frank for what his recommendation was. Frank said to just pick one (GIP or Stonepeak) and retain IFM and add to them.

Chair O'Connor said she liked both GIP and Stonepeak. Frank mentioend that the board is in GIP now and if you're looking for a complement then Stonepeak. Member Fitzpatrick asked about a discrepancy on the "openness" of the funds. Frank walked the group through. Frank stated that the group was comfortable with Stonepeak. Member Arienti said he enjoyed Stonepeak's presentation and that it will work out for the portfolio.

Member Fitzpatrick asked Frank if he could make a recommendation. Member McFarland made a motion to put \$5M to Stonepeak and \$3M to IFM second by Member Arienti. All members voting in favor.

Chair O'Connor inquired about Entrust Blue Ocean and how they could find a place for it. Frank said that it could live in opportunistic bucket which would allow you the flexibility. Chair O'Connor inquired how you would go about exploring getting the fund in. Frank said that we're at the high point of our range for

opportunistic 5%. Member Fitzpatrick asked why they haven't considered the exposure to private credit. Frank said mainly it's because PERAC had suspended the ability to trade. Frank suggested they should re-examine the overall asset allocation. Chair O'Connor asked the board if private credit is something the board is interested in doing.

Member Fitzpatrick asked if focusing on private credit is something Meketa follows.

Frank said that we need to get through the Small Cap search. This would mean selecting finalists and lining up presentations for December. Frank informed the board that this is a mandated search. 34 respondents. Frank said of the 34 3 were highly advantageous/ 27 advantageous/3 not advantageous and 1 got removed for not hitting the RFP metric.s The 3 ranked highly advantageous was Brown, Systematic Financial and Von Nelson. Chair O'Connor shared she would like to hear about Mesirow. The question was also how much and Frank stated that it's a retention or replacement so current pool of money. Member Arienti asked about Von was being ranked #3 but they look like they're better. Frank said they list the candidates alphabetically. Von is .80bps, Systematic 90bps and Brown 1%.

Chair O'Connor said to slot the incumbent Brown. The board discussed and Von Nelson, Systematic, Brown & Mesirow.

Motion by Member McFarland to interview Brown Advisory, Systematic, Von Nelson & Mesirow.

Frank asked about the manager due diligence and we're live for 12/8. We can do that via zoom. We will post the link and folks will do it remote. There will be four managers presenting.

The small cap presentations will be 12/21/23.

Frank went over market performance and the board was up 6.5%.

Frank said that we can review the ex-China conversation in asset allocation. Frank went over the OCIO conversation via one of their memos.

The board thanked Frank for attending.

XII.2024 Budget

The item was opened. Director Croall presented the budget for FY'2024, and keyed in particularly on the salary increases. He walked through an analysis that profiled a recent salary study completed by Plymouth County and provided ranges based on where he believed staff job functions matched up. Director Croall also pointed out that the current job descriptions that were made and given to him prior to his hire do not reflect the roles/responsibilities that staff take on a daily basis. Director Croall pointed out the current overtime that has been paid out and that he simply was looking to carry over the line item to add to base salaries. He also mentioned that salary reviews was something that came up in the office study which took place with Member Fitzpatrick and Member Brown. Chair O'Connor brought up the office study conducted by Member Fitzpatrick and Member Brown.

Member Fitzpatrick stated that they wanted to make sure their salaries were competitive and that he made a commitment to the office staff to bring the topic up at budget time.. Chair O'Connor didn't believe the data was sufficient. Chair O'Connor said she was uncomfortable moving forward based on the information as presented. Member McFarland seemed to think that we need more market analysis and we should be reviewing this type of stuff. Member Fitzpatrick stated some recap from his meeting

with the office. He said that he believes that we should have a more progressive compensation structure in place to promote growth. Member Fitzpatrick went over a recent NCPERS call and how we should be taking a comprehensive approach.

Member McFarland gave a historical recap of how 3% came to fruition. Chair O'Connor mentioned the notion that the retirement office has more vacation than city personnel. Chair O'Connor said that she is not opposing a raise just not supporting it in the current form.

Chair O'Connor asked about seeing multiple systems across the commonwealth and wants to see new job descriptions. Chair O'Connor also asked for upgrades for everyone across the office. Member Arienti wants 3-5 boards to profile. Member Fitzpatrick stated that he and Member Brown would run point on the salary issue and would have a follow up meeting with staff.

Motion to approve the 2024 budget by Member Fitzpatrick second by Member Arienti. All present members voting in favor.

YES-McFarland YES-Arienti YES-Fitzpatrick YES-O'Connor

XIII. Approval of Warrants

Warrant 2023-40

Warrant 2023-39

Warrant 2023-38

Breakdown by Account

Mgmt. Fees	\$64,302.02
Custodial Fees	\$15,166.67
Legal Fees	\$534.00
Service Contract Fees	\$234.02
Rent Expense	\$5,224.13
Education & Training	\$305.00
Admin Expenses	\$716.62
Transfers Out	\$10,533.68
Refunds	\$56,484.30
Option B Refund	\$84,604.75

Motion to approve the warrant by Member McFarland second by Member Fitzpatrick. All present me voting in favor.

YES-McFarland YES-Fitzpatrick YES-Arienti YES-O'Connor

XIV. Approval of Cash Books

Motion to approve the cash books by Member Fitzpatrick second by Member Arienti. All present members voting in favor.

YES-McFarland YES-Fitzpatrick YES-Arienti YES-O'Connor

XV. PERAC Memo

Motion to accept the correspondence for the record by Member McFarland second by Member Arienti. The memos were taken under consideration.

XVI. Office Update

Director Croall did not have much to offer as it was previously covered.

XVII. 2024 Meeting Dates

Motion to approve the dates by Member McFarland second by Member Arienti. All present members voting in favor.

YES-McFarland YES-Fitzpatrick YES-Arienti YES-O'Connor

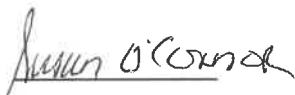
XVIII. Adjourn

Motion to adjourn by Member McFarland second by Member Arienti. All members voting in favor.

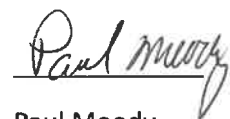
YES-McFarland YES-Fitzpatrick YES-Arienti YES-O'Connor



Brad Croall, Executive Director



Susan O'Connor, Chair



Paul Moody

Mike E. McFarland

Mike McFarland

Rick Fitzpatrick

Rick Fitzpatrick

Paul Brown

Paul Brown

