MINUTES

Quincy Retirement Board
Quincy Retirement Board
Monthly Meeting
Thursday, November 21, 2024, 9:00 am - 12:00 pm
1212 Hancock St. Ste. 210A
Quincy, MA 02169

I. Call to Order

Chair O'Connor called the meeting to order at 9:02 a.m. In attendance were Members Moody, Brown, Fitzpatrick, Mason & Chair O'Connor.

II. Approval of Meeting Minutes from 10.23.24

Motion to approve the meeting 10.23.24 by Member Mason second by Member Mason.

YES-Fitzpatrick YES-Brown YES-Moody YES-Mason YES-O'Connor

III. Approval of Executive Session Meeting Minutes from 10.23.24

Motion to approve the executive session meeitng minutes from 10.23.24 by Member Mason second by Member Brown. All members voted in favor.

YES-Fitzpatrick YES-Brown YES-Moody YES-Mason YES-O'Connor

IV. Approval of Calculations

Name	Ret. Dt.	Yr. Amt.
Brian Tobin	7/12/2021	$138,762.72 (Re-Calc VBB)
Daniel Minton	6/30/2020	$146,091.12 (Re-Calc VBB)
Patrick Glynn	7/29/2022	$139,066.92 (Re-Calc VBB)
Robert Bina	3/31/2022	$153,519.84 (Re-Calc VBB)
Steven Baylis	9/30/2024	$136,144.08
Joseph T McGunigle	9/19/2012	$44,282.88 (Re-Calc VBB)
Roger W. White Sr.	7/8/2020	$85,601.16 (Re-Calc VBB)
John P. Grazioso	3/30/2018	$81,861.84 (Re-Calc VBB)
John Dougan	7/8/2022	$173,300.40 (Re-Calc VBB)
Elsayed Eltoury	6/23/2023	$42,122.88 (AccDisC)

Stephen Igo	1/15/2021	$105,949.44 (Re-Calc VBB)
Anthony DiBona	9/30/2018	$145,584.72 (Re-Calc VBB)
James Dentremont	5/31/2021	$81,137.88 (Re-Calc VBB)
Leo Coppens	1/26/2018	$76,889.52 (Re-Calc VBB)
Nancy Dunn	10/1/2024	$5,071.68
Christine Bassett	10/31/2024	$29,760.36
Kathleen Tetreault	11/15/2024	$34,766.64

Motion to approve the calculations by Member Fitzpatrick second by Member Brown. All present members voted in favor.

YES-Fitzpatrick YES-Brown YES-Moody YES-Mason YES-O'Connor

V. Request for Creditable Service

Michael Palaza	4 years	$14,580.80
Cheryl Scibilio	5 years 4 months	$22,382.68
Kevin Nesti	2 months	$632.57
Daniel Dragicevic	2 months	$876.82
Paul Foley	2 years 9 months	$7,586.98
Kevin Yang	4 years	$20,764.85
Daniel Mahoney	4 months	$1,301.77

Motion to approve creditable service by Member Mason second by Member Brown. All present members voted in favor.

YES-Fitzpatrick YES-Brown YES-Moody YES-Mason YES-O'Connor

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

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

Dibella

Motion to go into Executive Session by Member Mason second by Member Brown at 9:28 a.m. All members voted in favor.

Motion to come out of Executive Session by Member Mason second by Member at 9:39 a.m. All present members voted in favor.

YES-Fitzpatrick YES-Brown YES-Moody YES-Mason YES-O'Connor

Motion to go into regular session by Member Brown second by Member Moody. All present members voted in favor.

YES-Fitzpatrick YES-Brown YES-Moody YES-Mason YES-O'Connor

VII. New Members

Brendan McLaughlin	QPS	No	1	$74,263
Sheena Perrotti	QPS	No	1	$27,136
Siyu Ecklund	QPS	No	1	$26,906
Donna Charbonneu W	QCOL	No	1	$84,800
Daniel Chase	SWD	No	1	$49,827
Katherine Delaney	QPS	No	1	$69,999
Georga Paquette	QPS	No	1	$28,035
Emily Gilmartin	QPS	No	1	$28,035
Kevin Ferent	QPD	No	1	$64,543
Jennifer O'Leary	LIB	No	1	$40,786
Frances Chaparro	QPS	No	1	$20,059
Brendan Keaveny	QPS	No	1	$63,759
Ainsley Carolyn	QPS	rehire	1	$29,125
Bonnie Yee	LIB	No	1	$40,786
Vincent Guarino	PARKS	No	1	$48,065
Frances Chaparro	QPS	No	1	$20,059
Lisa Trottier	QPS	No	1	$34,204
Cole Bishop	QPS	No	1	$49,500
Timothy Flynn	QHA	No	1	$64,136

Motion to approve the new members by Member Mason second by Member Moody. All present members voted in favor.

YES-Fitzpatrick YES-Brown YES-Moody YES-Mason YES-O'Connor

VIII. Meketa Investment Update

Manager Due Diligence Meeting (change from 12/5??)

November DD Calls

Brookfield Asset Management (9:40am) – hard stop at 10am
Brown Advisory (10:10am) – David Schuster, Marc Bernhardt
Torchlight (10:20) – Kait Furey, Gianluca Montalti
Axiom (10:30am) – Matthew Franco, and Steve Hanson
IFM (10:40am) – Gary Harrison, Sami Churchwell

The board welcomed Frank Benham and Greg Price from Meketa.

The first manager due diligence manager was Brookfield. In attendance was Karen Bryan. Karen shared that she would be giving an overview of funds IV & V. One of fund V's largest clients is the MA state tottery. The firm has about $34B in AUM. The fund stays disciplined on value. Fund strives to focus on earnings expansion. Full time team dedicated to driving value plan. The fund has an overall 20 IRR. One of the holdings in the portfolio is Clarios, a low voltage battery provider. The stock has had an outperformance over the last several years. YTD they've returned a substantial amount of capital to its investors. Member Mason asked about with such a high concentration in industrials how do they plan to manage the systematic tariff risk. Brookfield responded that they're a globally diversified fund. The board had no further questions. The board thanked Brookfield for attending.

The next presenter was Brown Advisory. In attendance was Mark Barnhart and David Schuster. Brown has a $164B in AUM of which $2B is the small cap strategy the QRS is in 3 key things - the fund looks for companies who generate in lots of free cash flow, value investors and momentum. David said that this is a good environment for this philosophy. No changes to the management team. YTD performance has been strong. SCV index has been down a few weeks post-election. Management teams are focused on tariffs, and other policy items post earnings season. David opened it up for questions to the board. Member Mason pointed out the performance against the index has been great. Member Mason asked about the underweight to real estate and if the team was looking towards that asset class. David said that they're examining the asset class. Member Fitzpatrick asked about the bottom 5 contributions, specidfially Orion. Orion makes carbon black which goes into tires.

David said that the price of carbon black has gone up. The board thanked Brown Advisory for coming.

The next presenter was Torchlight. In attendance was Kate Thierry. The QRS invests in Fund VI. Luke McNalty senior vice president also was in attendance, and he acts as the portfolio manager. The firm manages over $6B in AUM. Torchlight is 100% employee owned. They've had very little firm turnover. The fund has a net IRR target of 13%. They have one deal that is already 90% leased. Luke opened it up to questions from the board. Member Mason asked if the IRR projection was realistic? Luke responded that he believed they had some assets in he portfolio was present the "lift" to get to that number.

The next presenter was Axiom. We were joined by Matt Chase from Axiom. Matt is a partner at the firm. $25B AUM. 100% employee owned. One thing they spoke about was challenging environment for growth investors. Axiom invests in high quality business that are changing for the better, in the small cap space. The QRS' investment in the small cap international fund is invested in great companies. The compound annual return is 7.5% versus the benchmark of 11%. The underperformance is understood by the management team and they believe the holdings will be catalysts for the portfolio going forward. The valuations are trading about 13x which they see is ultra attractive. Torchlight turned it over to the board for questions. Member Mason asked about what industries drove the underperformance. Capital goods and energy were the major contributors. The board thanked Axiom for attending. Member Fitzpatrick asked Frank from Meketa if he shared the same optimism. Frank said he believed the optimism from Torchlight more.

The next presenter was IFM. In attendance was Sammy Churchill. IFM has $150B AUM. No changes to the ownership structure. The fund has a 20-year track record. The fund is very well diversified. Average team turnover of 10 years. The firm can grow from bolt on acquisition. The fund performance has been strong. 8-12% target return over time. Member Mason asked about how much ESG plays into the strategy. His question was based on a footnote in the presentation stating that there is no guarantee that the fund will follow its process. The board thanked IFM for attending. Member Fitzpatrick asked about leverage in the portfolio and was is a prudent percentage. This is a non-levered fund.

The meeting was turned over to Meketa. Member Mason asked further about small cap presenters and the performance. Greg gave his thoughts on the asset class.The Chair recognized Rick Coscia

from Municipal Finance. Mr. Coscia expressed his thoughts around international small caps and are we beholden to space or can we omit it altogether.

Director Croall brought up the notion of manager due diligence on 12/5. There seems to have been a few conflicts. Chair O'Connor asked about the 12th of December. That did not work so we're planning for 12/6. The meeting will begin at 9:00 a.m. We will look at 10 managers.

Frank brought up the commitment to Entrust Blue Ocean Fund. Starting next quarter, you would not be paying fees on the special opps fund and only paying fees on blue ocean. They will in turn sell down the portfolio. Member Fitzpatrick asked if the deal was contingent on blue ocean. Frank answered yes.

Frank then went into the Meketa investment performance. Frank said that it is a good news period. The portfolio performance was up a little over a percent. Calendar year return is 9.5%. Frank said that when he comes back, he will be speaking about the new government that is in place and how that will impact on the portfolio. P..28 shows how the real estate sector has performed and it has slightly low returned.

Member Fitzpatrick asked about the consequences of the new presidency. Frank said it may take some time to figure out what exaclty happens.

The board thanked Meketa for attending the meeting.

IX. Office Update

The first item under Office update was the definition of the Treasurer's office as it relates to the retirement system. Associate Director Gaughan gave an overview of the transition of being able to print checks in-house via PTG. The key will be to maintain compliance checkpoints between the Treasurer's Office and the Retirement Office to make sure that both departments know exactly checks are being accounted for.

Director Croall gave an update on the draft budget for 2025. The board placed the budget on hold until the December meeting. Member Fitzpatrick would like to connect with the office to speak

about the format of the budget. Director Croall suggested to Member Fitzpatrick to call him anytime.

X. Public hearing for vacation buyback ammendment

Chair O'Connor called the public hearing to order at 9:20 a.m. Chair O'Connor opened it up for anyone to speak in favor or opposition. Deborah Riley, who was in attendance, asked about what was being considered. Member Mason read the amendment. The public hearing was closed.

XI.VBB Update

Associate Director Gaughan gave an overview of the vacation buyback program for the police officers. The board was complimentary of the efforts put forth by the office.

XII. Approval of Warrants

Warrant 2024-55

Warrant 2024-54

Warrant 2024-53

Breakdown by Account	
Mgmt. Fees	$38,342.09
Custodial Fees	$6,767.91
Investment Consultant Fees	$15,166.67
Legal Expense	$2,610.00
Service Contracts	$234.02
Rent Expense	$7,000.50
Actuarial Services	$9,975.00
Admin Expenses	$2,423.70
Transfers	$4,289.92
Refunds	$46,254.27

Motion to approve the warrants by Member Mason second by Member Brown. All present members voted in favor.

YES-Fitzpatrick YES-Brown YES-Moody YES-Mason YES-O'Connor

XIII. Approval of Cash Books

Motion to approve the cash books by Member Mason second by Member Brown. All members voted in favor.

YES-Fitzpatrick YES-Brown YES-Moody YES-Mason YES-O'Connor

XIV. Adjourn

Motion to adjourn at 11:30 a.m. by Member Moody second by Member Brown. All present members voted in favor.

YES-Fitzpatrick YES-Brown YES-Moody YES-Mason YES-O'Connor

Brad Croall, Executive Director

Susan O'Connor, Chair

Member Moody

Member Brown

Member Fitzpatrick

Member Mason