POMPANO BEACH POLICE & FIREFIGHTERS' RETIREMENT SYSTEM						
50 NE 26 TH AVENU SUITE 302 POMPANO BEAC		BOARD OF TRUS REG	ULAI		ETII	NG
The Board of Tru	istees convened at the Pompano Beach Police ar on Office, Pompano Beach, Florida. The Chairman calle		M O T	S E C	V O T E D	V O T E D
PRESENT:	Chairman Paul O'Connell Vice-Chairman David Hall Trustee Sharra Aaronian Trustee Daniel Christophers Trustee Richard Cupo Trustee Vincent Femia Trustee Patrick Hanrahan Trustee Jorge Rossi		I O N	O N D	YES	N O
ABSENT:	Trustee Peter McGinnis					
ALSO PRESENT:	Gregg Rossman, Board Attorney Debra Tocarchick, Executive Director Maureen Femia, Deputy Director Jeff Swanson, Southeastern Advisory (via Zoom) Ademir Zeco, Southeastern Advisory (via Zoom) Adrian Meli, Eagle Capital Management Bill Lynch, Eagle Capital Management Tom Beyna, Great Lakes Advisors Joe Shelly, Great Lakes Advisors Paul Rooukis, Great Lakes Advisors Tom Kenny, Seizert Capital Partners Andy Jones, Seizert Capital Partners Stephen Hagenbuckle, TerraCap (via Zoom) Nick Vician, TerraCap (via Zoom) Patrick Melton (via Zoom)					
AUDIENCE TO BE	HEARD					
None						
CONSENT AGEND	A ITEMS					
 a) Approval of Agenda of Regular Board Meeting on June 17, 2024 b) Approval of Minutes of Annual Educational Symposium and Business Meeting on May 2-4, 2024 c) Approval of Normal Retirement and DROP Applications Effective August 1, 2024 from: Captain Elio Estopinan Captain Vincent Femia d) Approval of DROP Loan Application from Captain Mark Salisbury e) Ratification and Approval of Warrant Log 						

Board of Trustees Minutes June 17, 2024 Page Two	TRUSTEES	М	S	Y	N
f) Memorandum Regarding Administrative Denial of Ricardo Roca's Application to Purchase Prior Continuous Service (Informational)					
The Chairman then asked if any Trustee wished to move an item from the consent agenda to the regular agenda for separate consideration. Seeing none, the Chairman called for a motion.					
MOTION: To ratify and approve the consent agenda items as presented. PASSED 8-0.	O'Connell Hall Aaronian Christophers Cupo Femia Hanrahan Rossi	X	X	X X X X X X	
LARGE CAP VALUE DOMESTIC EQUITY MANAGER CANDIDATE PRESENTATIONS					
Mr. Zeco of Southeastern Advisory Services, Inc. (SEAS) provided an overview and comparison of the three manager candidates as profiled in the Large Cap Value Equity Search dated June 17, 2024. The goal is to present three different flavor investment managers all within the large cap value portfolio manager style. Each manager takes a different investing approach, showing consistency within various market cycles, demonstrating regularity in their process and quality in the investment team/operational structure. All three candidates have agreed to adhere to the Board's proxy voting guidelines as well as expressed willingness to participate in the Board's annual educational symposium.					
Eagle Capital Management differs from the other two candidates in that they are a true stock picker with extensive research on all stocks within the portfolio. They are looking for stocks that do not always stay within the traditional value style box and can be purchased at discounts. The company will not always sell off stock once certain thresholds and earnings are met but instead will hold on to stocks they believe are winners that will continue to appreciate in value. As a result, there will be some growth stocks within the portfolio as well. This makes them opportunistic and relatively concentrated by their bottom up approach. They have the best long-term returns of all three managers, up 13% for 10 year returns.					
By contrast, Great Lakes Advisors is a solid manager; however, much more diversified, less risky/volatile and more in the traditional value cap style. This manager is expected to deliver less surprises and deviate less relative to the benchmark but manage to beat it consistently with stock selection. The portfolio holds around 70-75 stocks at any time.					
Lastly Seizert Capital differs in that they rely on a quantitative process where they rank securities based on their research and then apply the qualitative fundamental analysis. They are similar to Eagle Capital Management in that their portfolio is relatively concentrated holding around 30-35 stocks at any					

Board of Trustees Minutes Page Three	June 17, 2024	TRUSTEES	М	S	Y	N
time and will hold onto winner stocks even if they are value space. This manager has the best five year trace						
Mr. Zeco encouraged the Board to focus on the pinvestment teams in making its decision. All three managers but vary in style so the Trustees should selewill work the best for the Plan.	candidates are great					
Eagle Capital Management						
Bill Lynch, Partner & Managing Director, and Adrian M were in attendance on behalf of Eagle Capital Man provided a brief background on the team and the firm. in 1988 and is 100% employee-owned with 43 total er strategy, highly concentrated portfolio comprised of 2 billion in assets under management as of 3/31/2024.	agement. Mr. Lynch The firm was founded mployees. It is a one					
The presentation was turned over to Mr. Meli who investment strategy with long-term investment being the the firm is so diversified amongst its clients has provide clients react differently to different market periods. The flexibility to think in the long-term. The approach is to buy stocks for less than they are worth. The portfolio which are held for 5-10 years, and on average 8.5 years firm is buying 4-5 new stocks a year. As such, the conduct extensive amounts of research on companies and creating relationships. Additionally, the partner company has proven to be beneficial when onboth employees as they prefer being independently owned.	ne focus. The fact that en to be beneficial as his allows the firm the find a good deal and contains 25-35 stocks ears. This means the analysts have time to es, meeting with them eship structure of the parding and retaining					
Historically, the firm's average client tenure is approx the average stock held for 8.5 years. They review experience of every ten year period since inception, we period returning approximately 7.5%, and the best in Comparing this to the index fund, which was negative after the later 90's, Eagle Capital has never had a long. The portfolio is comprised of dislocated securities positions aren't what they believe will be up the most they believe have very predictable and strong return don't want one driving factor to lead the portfolio. Their concentration of stocks to create alpha and also ediversification. The objective is to protect the portfolic capital and try to survive through various market cyportfolio is down less in down markets and up more in measures volatility by the ability to generate double years as that is the average client length. Mr. Meli reinvestment outcomes over time of Eagle Capital as cell to the returns are narrower than those of the indices.	ed the average client with the worst ten year in the 20th percentile. If for a decade straight geterm period like that, is where the biggest but rather the stocks ins. Additionally, they re needs to be enough mough stocks to add it from risk, preserve welces. Historically, the up-markets. The firm digit returns over ten viewed the consistent ompared to the index.					

Board of Trustees Minutes Page Four	June 17, 2024	TRUSTEES	М	s	Y	N
After entertaining questions, Mr. Lynch and Mr. Meli the opportunity to interview and departed the meeting.	nanked the Board for					
Great Lakes Advisors						
Tom Beyna, Managing Director & Client Manager, Jo Director & Consultant Manager and Paul Rooukis, M Portfolio Manager, were in attendance on behalf of Go Mr. Beyna provided a brief background on himself, the The firm was founded in 1981 and is headquartered additional offices in Tampa, Florida and Stamford, Con-	Managing Director & reat Lakes Advisors. e team and the firm. out of Chicago with					
The presentation was turned over to Mr. Shelly and discussed the portfolio strategy. Two major differentiated from others are setting performance expectations and so the strategy has a 24-year track record; hence, it has market cycles. It is important to be able to provide expectation of when they anticipate outperformance; at to face headwinds. In the past 24 years, the portfolio outperformed 19 times. Additionally, they have outperformed risks such as market, style, size and sector selection. The portfolio holds between 65-85 stocks minimizes factor risk, limits the size and is always fully is ever more than 4% overweight or 2% underweight. It a proprietary three beta model which monitors the portform a market, style, and value standpoint.	ors setting them apart tringent risk controls. as seen all kinds of their clients with an and when they expect tolio has consistently ormed in every down ective is to minimize and focus on stock intentionally, which invested. No sector Furthermore, there is					
Mr. Rooukis stressed the importance of client exper consistency. The portfolio has outperformed the bencyears with low risk with turnover at less than 20% annual built on the foundation that slow and steady wins the rebased around large cap stocks and quality stocks at a recoukis reviewed some of the top ten portfolio holdings historically driven by stock selection.	hmark 85% over the ally. The product was ace. The portfolio is easonable price. Mr.					
After entertaining questions, Mr. Beyna, Mr. Shelle thanked the Board for the opportunity to interview and d						
Seizert Capital Partners						
Tom Kenny, Partner & Portfolio Manager, and An Manager, were in attendance on behalf of Seizert Content Kenny provided a brief overview of the firm which was is located outside of Detroit, Michigan. They have six sunder management of approximately \$2.3 billion. employee-owned with 16 employees.	apital Partners. Mr. founded in 2000 and trategies with assets					
Seizert strives to find undervalued securities and identi should be trading at a higher price and invest in those be	-					

Board of Trustees Minutes June 17, 2024 Page Five	TRUSTEES	М	S	Y	N
on long-term investments that have fallen out of favor with the market is their sweet spot. Mr. Jones discussed the investment process which identifies three ranking factors: valuation, quality and market reaction. The information is then validated and analyzed, i.e. reviewing cash flow, balance sheets and management behaviors. From there, price targets are built which help achieve the long-term goals and control risk. Thus, the objective is to have more stocks that have higher expected returns than those with returns closer to their expectation. This process has been in place since inception and continues to prove to be rewarding. Remaining patient and waiting for the right opportunity has allowed for the ability to capture more on the up-side. The top ten holdings and portfolio sectors were reviewed. The portfolio currently holds 35 stocks and turnover is approximately five years. After entertaining questions, Mr. Kenny and Mr. Jones thanked the Board for the opportunity to interview and departed the meeting. Mr. Swanson and the Board discussed the presentations and the different approaches of each candidate. All have demonstrated great performance					
and advantages over the incumbent manager who will be replaced. Mr. Swanson encouraged the Board to select the firm they feel will be the best partner as all three managers are great options and will fit within the investment plan strategy.					
Eagle Capital is a stock picker, with a buy and hold strategy who has shown the most successful long-term performance of the three managers. Seizert Capital and Great Lakes are smaller boutique style firms. Great Lakes is more diversified with lower risk. Seizert Capital is in between the two other firms, more concentrated than Great Lakes but also doing more stock picking like Eagle.					
The Board deliberated and each Trustee ranked the candidates from 1 to 3.					
MOTION: To terminate Blackrock as the Plan's large cap value domestic equity manager; and retain Eagle Capital Management as the Plan's large cap value domestic equity investment manager, based solely on pecuniary factors, and subject to successful negotiation of a contract, as recommended by Southeastern Advisory Services, Inc. PASSED 8-0.	O'Connell Hall Aaronian Christophers Cupo Femia Hanrahan Rossi	x	X	X X X X X X	
The Board moved on to the Legal Report while awaiting an electronic media discussion with the TerraCap investment representatives.					
GREGG ROSSMAN LEGAL REPORT					
Mr. Rossman reported that Rossman Legal reviewed the Serenitas Dynamic Alpha Fund subscription document and side letter and approved the documents for execution.					

Board of Trustees Minutes June 17, 2024 Page Six	TRUSTEES	M	s	Y	N
MOTION: To approve the Subscription Papers and Side Letter for the Serenitas Dynamics Alpha Offshore Fund, Ltd, as reviewed by Rossmar Legal and recommended by Southeastern Advisory Servies, Inc.; and to authorize the Chairman to execute same. PASSED 8-0.	Hall	X	X	X X X X X X	
Mr. Rossman reported that Rossman Legal reviewed the Capital Dynamics Mid-Market Direct VI, LP Investor Consent and approved the document fo execution.					
MOTION: To approve the investor Consent Re Capital Dynamics MMD VI LP, as reviewed by Rossman Legal and recommended by Southeasterr Advisory Services, Inc.; and to authorize the Chairman to execute same PASSED 8-0.	Hall	x	x	X X X X X X	
At the request of the Board, Mr. Hagenbuckle, Mr. Vician and Mr. Meltor were present via electronic media on behalf of TerraCap to provide a brie update regarding the write downs on Funds IV and V, and whether this is expected to adversely impact Fund VI.	n f				
It was explained that Fund IV has multiple asset classes including multifamily, office space, and industrial. The only remaining properties to sell of are office space which is under a lot of pressure. Due to the significant office exposure in Fund IV, it created significant unrealized losses. Fortunately Fund V has very little office space and Fund VI does not have any. Righ around the time the firm was positioned to sell Fund IV is when Covid occurred, and as a result, tenants reevaluated their need for office space Additionally, interest rates have increased in the past two years amplifying the burden of selling office space. Mr. Hagenbuckle reviewed the trend and performance that occurred with office space pre and post Covid, and advised the Board that the losses Terracap incurred in Fund IV and V will not affect Fund VI at all.	f				
TerraCap is on good financial footing and there is no anticipation of staffing cuts as a result of the shortfalls. They escrow the majority of receipts which is enough to cover any necessary claw back for the Funds. Fund VI has just over \$200 million in commitments and only one client out of 38 investors has backed out.	t l				
ADMINISTRATIVE AND MISCELLANEOUS ISSUES					
The Executive Director submitted the election timetable for the 2024 Trustee elections.	3				

Board of Trustees Minutes June 17, 2024 Page Seven	TRUSTEES	М	s	Υ	N
MOTION: To approve the Trustee Election Timetable as presented. PASSED 8-0. The Chairman appointed Trustees Aaronian, Hanrahan and Rossi to the Election Committee.	O'Connell Hall Aaronian Christophers Cupo Femia Hanrahan Rossi	x	X	X X X X X X	
The Board reviewed the staff's semi-annual staff sick and vacation accruals.					
The Executive Director submitted the 2024 Educational Symposium Financial Report. The hotel contract for 2025 will be negotiated based on the new format discussed.					
The Chairman and Vice-Chairman submitted the Executive Director's annual performance review for consideration.					
MOTION: To approve the Executive Director's annual performance review and salary recommendation by the Chairman and Vice-Chairman effective July 1, 2024, in accordance with the Board's Compensation Policy. PASSED 8-0. COMMITTEE REPORTS	O'Connell Hall Aaronian Christophers Cupo Femia Hanrahan Rossi	x	X	X X X X X X	
Professional Advisors' Review Committee:					
Committee Chairman Hall reported that the Committee met at 1:00 PM to interview three candidate actuarial firms: Cavanaugh Macdonald Consulting, Gabriel, Roeder, Smith & Company, and the incumbent Nyhart. The Committee agreed by general consensus to recommend remaining with Nyhart.					
MOTION: To retain Nyhart as the Board's Actuary as recommended by the Professional Advisors' Review Committee subject to legal counsel's review and approval of the contract; and to authorize the Chairman to execute same. PASSED 8-0.	O'Connell Hall Aaronian Christophers Cupo Femia Hanrahan Rossi	x	x	X X X X X X	
Budget Committee:					
An informal Budget Variance Report was distributed for the quarter ended 3/31/2024.					

Board of Trustees Minutes Page Eight	June 17, 2024	TRUSTEES	M	S	Y	N
Medical Review Committee:						
Committee Chairman Christophers reported on his inquidisability cases at the annual NCPERS Conference in Neweren't any attendees with information to share. Additional Director reported on the lack of response to her polling that there just isn't any guidance out there at this time.	May adding that there onally, the Executive					
No other Committee Reports were rendered.					,	
CHAIRMAN'S REPORT						
None.						
EXECUTIVE DIRECTOR'S REPORT						
 Signed Notification of Benefits forms for Je Sampson, Travis Griffith, Peter Linhares and Ro A disability application package was provided to her request. She is in possession of a letter frodated 5/29/2024 stating she is at MMI and dir disability retirement. Staff successfully responded to a fake hacking exercise performed by the Board's IT provider 	bbert Weihs. Kimberly Gandolf at om the City Manager recting her to file for					
ADJOUNRMENT						
MOTION: To adjourn the October 16, 2023 Regular Book PM. PASSED 8-0. Respectfully submitted,	oard meeting at 5:53	O'Connell Hall Aaronian Christophers Cupo Femia	\ \	X	X X X X X	
Debra Tocarchick, CEBS Executive Director		Hanrahan Rossi	X		X	
DISTRIBUTION: Board of Trustees Gregg Rossman, Esq. Michael Spano, Esq. Lawrence Watts, Actuary City Manager Mayor and City Commission City Clerk Assistant City Attorney City HR Director President IAFF Local 1549 Marcum						

REGULAR MEETING – JUNE 17, 2024

CONSENT AGENDA - WARRANT NOS. 5868 THROUGH 5880

Ratified and Approved on 6/17/2024

WARRANT NO.	PAYABLE TO	DESCRIPTION	AMOUNT
5868	Economic Computers Citi Cards Maureen Femia Xerox Corp.	Annual maintenance contract for IT services; \$2,900.00 (5) trustee laptops; \$1,999.95, Costco membership; \$120.00, Total \$2,119.95 Petty cash reimbursement; \$145.21 Inv No. 021195469, April lease; \$136.11, excess print charges; \$50.72, Total \$186.83	5,351.99
5869	Morgan Stanley FBO: Robert Adkins	Final residual lump sum distribution of balance of Employee Directed DROP account via direct rollover to Morgan Stanley/IRA due to separation of service on 1/26/2024; \$1,728.37	1,728.37
5870	Bank of America	Debra Tocarchick: Educational Symposium expense; \$1,235.23, Office equipment (backup battery, mice) \$314.48, Business lunch; \$141.31, Publications; \$132.93, Courier; \$46.00, Board meeting supplies; \$19.99, Total \$1,889.94 Maureen Femia: Educational Symposium expense; \$1,442.00, FPPTA Annual Conference registration; \$875.00, Board meeting supplies; \$118.01, Publications; \$22.99, Total \$2,458.00 Paul O'Connell: Educational Symposium expense; \$6,918.63, FPPTA Annual Conference registration; \$875.00, Total \$7,793.63 Sharra Aaronian: Educational Symposium expense; \$378.00 Daniel Christophers: Educational Symposium expense; \$9,436.15, Board meeting expenses; \$908.33, Total \$10,344.48 Richard Cupo: Educational Symposium expense; \$474.00 Vincent Femia: FPPTA Annual Conference registration; \$875.00 David Hall: Educational Symposium expense; \$604.88 Patrick Hanrahan: FPPTA Annual Conference registration; \$875.00 Jorge Rossi: Educational Symposium expense; \$426.00, Total \$1,301.00 Jorge Rossi: Educational Symposium expense; \$2,628.50	28,747.43
5871	Jennifer Hicks	Service incurred disability retirement benefit payable 5/1/2024 as a result of reclassification from DROP status on 4/15/2024; Benefit 6/1/2024; \$6,806.98, Retroactive increase 5/1/2024 – 5/31/2024; \$865.27; Total \$7,672.25	7,672.25
5872	Paul O'Connell	2024 Educational Symposium expense reimbursement; \$3,581.00	3,581.00
5873	Colin Keleher	Normal Retirement benefit commencing 7/1/2024 as a result of reaching end of DROP period on 6/30/2024; \$5,918.93	5,918.93

REGULAR MEETING – JUNE 17, 2024

CONSENT AGENDA - WARRANT NOS. 5868 THROUGH 5880

Ratified and Approved on 6/17/2024

5874	ODP Business Solutions Daniel Christophers Acensus (Nyhart) US Postal Service Xerox Corp.	Inv No. 367035625001, Office supplies; \$148.80 Educational symposium expense reimbursement; \$28.32 Inv No. 153360DB_202405 Benefit calculations (4); \$1,200.00, Inv No. 153360FO_202405 DROP administration fees 9/30/2023; \$5,000.00, Total \$6,200.00 Postage; \$200.00 Inv No. 021393565, June lease; \$136.11, excess print charges; \$122.78, Total \$258.89	6,836.01
5875	Jeffrey J. Valerga	Change in monthly installments from DROP account commencing 7/1/2024; \$3,500.00	3,500.00
5876	Pension Technology Group, Inc.	Inv No. 3447, Support & hosting services for quarter ended 3/31/2024; \$7,000.00	7,000.00
5877	Mark L. Salisbury Florida Department of Revenue Ascensus (Nyhart)	DROP loan net amount to Mark L. Salisbury; \$49,675.00 Documentary stamps for Mark L. Salisbury DROP loan; \$175.00 Loan processing fee for Mark L. Salisbury; \$150.00	50,000.00
5878	Bank of America	Debra Tocarchick: Telephone & internet; \$889.26, Courier; \$39.89, Board meeting supplies; \$19.99, Publications; \$15.96, Total \$965.10 Maureen Femia: FPPTA Annual Conference (Trustee Aaronian Transportation); \$298.00, FP Mailing postage meter expense; \$156.00, Board meeting supplies; \$84.97, Publications; \$22.99, Total \$561.96 Paul O'Connell: Educational Symposium expense; \$945.00 Sharra Aaronian: FPPTA Annual Conference Registration; \$875.00 Daniel Christophers: NCPERS Annual Conference Hotel; \$2,383.92 David Hall: Constitution Capital Partners Annual Meeting expenses; \$1,327.36, FPPTA Annual Conference Registration; \$875.00, Total \$2,202.36	7,933.34
5879	Allspring Rossman Legal Daniel Christophers	Inv mgmt. fees qtr ended 3/31/2024; \$20,877.32 Inv No. 666, June 2024 retainer; \$7,250.00 NCPERS Annual Conference expense reimbursement; \$1,162.98	29,290.30
5880	Jennifer R. Hicks	Annual installment from DROP account commencing 8/1/2024; \$30,000.00	30,000.00