

Haverhill Retirement Board

Tuesday, December 14, 2021 9:00AM

Haverhill City Hall, Room 303 and Zoom

David Van Dam is inviting you to a scheduled Zoom meeting.

Topic: Haverhill Retirement Board

Time: Dec 14, 2021 09:00 AM Eastern Time (US and Canada)

Join Zoom Meeting

<https://us02web.zoom.us/j/88467437803?pwd=Ynd1SVVlZmt4SWpyS1lIQjAvaVRQZz09>

Meeting ID: 884 6743 7803

Passcode: 941498

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The meeting was called to order at: 9:03AM

In attendance: Board Members: William Klueber, James Cleary, Charles Benevento, Lewis Poore, Gus Aristizabal (Wainwright Investment Counsel); and David Van Dam (Administrator).

Richard MacDonald joined at 9:11AM.

Investment Manager Presentations

- GrandBanks- 9:00AM

GrandBanks Capital (Tim Wright and Steve Kurylo) The following information was obtained from the Investment Manager's presentation to the Board on December 14, 2021 and from a call with the Manager. The information provided herein, including, but not limited to historical performance and descriptive strategy information, was obtained from third party managers independent of and not affiliated with Wainwright Investment Counsel, LLC ("Wainwright") or its affiliates and has not been independently audited or verified by Wainwright. The information was gathered from sources deemed to be reliable; however, no assurance is made as to the accuracy of the data. Please refer to the Investment Manager's full presentation for additional

details and disclosures. Unless noted all the information is as September 30, 2021.

Mr. Wright provided an update on GrandBanks Capital Venture II LP (“The Fund”) in the Haverhill Retirement System portfolio.

The GrandBanks team has four members: Charley Lax (Managing General Partner), Tim Wright (General Partner), Jeff Parker (Venture Partner), and Steve Kurylo (Chief Financial Officer). The Fund made 21 investments since its inception in 2008; 12 total exits (2 exits in 2021 – Celtra and Cobalt). The average GrandBanks ownership among its portfolio companies is 21%.

There are nine active companies in the portfolio; Mavrck and OpenExchange are the two potentially impactful companies, according to GrandBanks, remaining in the portfolio. The Fund is in liquidation, and the general partners are working on optimizing the value of the Fund to limited partners.

Grandbanks Capital did not report any legal or regulatory issues.

- Stepstone- 9:30AM

StepStone (Marc Rivitz) The following information was obtained from the Investment Manager’s presentation to the Board on December 14, 2021 and from a call with the Manager. The information provided herein, including, but not limited to historical performance and descriptive strategy information, was obtained from third party managers independent of and not affiliated with Wainwright Investment Counsel, LLC (“Wainwright”) or its affiliates and has not been independently audited or verified by Wainwright. The information was gathered from sources deemed to be reliable; however, no assurance is made as to the accuracy of the data. Please refer to the Investment Manager’s full presentation for additional details and disclosures. Unless noted all the information is as June 30, 2021.

The Real Estate International Partnership Fund I (“The Fund”) is a 2007 international fund-of-funds that invested both in developed and emerging markets real estate. The Total Value to Paid In (through Q2-21) is 1.0x. Mr. Rivitz believes that the return multiple it is not going to change significantly. The Fund was affected as some of the partnerships invested capital before the Great Financial Crisis of 2008. In addition, the Fund made investments in India and Latin America that did not perform well.

The Fund invested in 17 partnerships; five are fully liquidated; six have a net asset value less than \$500,000 and six partnerships have the bulk of the remaining market value. The Fund is in liquidation and the portfolio manager is trying to maximize the remaining value to limited partners

StepStone did not report any legal or regulatory issues.

Investment Consultant Review & Update Report

- Overview of Markets and Performance Report

1. Wainwright Investment Counsel provided a market update as of December 7, 2021, and a performance update for the portfolio as of October 31, 2021.
2. Wainwright Investment Counsel provided a rebalancing report as of December 7, 2021 but did not have any rebalancing to discuss.
3. Wainwright Investment Counsel provided the schedule of distributions received year-to-date from the private equity and real estate managers through December 7, 2021.
4. Wainwright Investment Counsel provided preliminary performance for Putnam Investments and Fisher Investments as of November 30, 2021.
5. The board asked what Wainwright Investment Counsel's thoughts were on the Pension Reserves Investment Management Board (PRIM) Private Equity Vintage Year 2022 Fund. Gus Aristizabal discussed with the Board that the current allocation is above the IPS target. The Board discussed that their investments in some of the funds (Globespan, Grandbanks and PRIT 2007 fund) are in the liquidation. The Board voted to allocate \$2M to the Pension Reserves Investment Management Board (PRIM) Private Equity Vintage 2022 Fund. Gus discussed with the Board that given the allocation will deviate from the current Investment Policy Statement (IPS), they need to document the reasons why they decided to allocate to do so.
6. We discussed the Investment Policy Statement (IPS) is still outstanding. The board will review in January of 2022.
7. David informed the Board that he would be taking \$2M from Pension Reserves Investment Trust (PRIT) for retiree benefit payments.

Private Equity Vintage Year 2022 Commitment- VOTE

A motion was made by Poore to participate in the Private Equity Vintage Year 2022 Fund with a \$2,000,000.00 commitment and have Gus and David work together with board attorney, Michael Sacco to review percentages of the boards investments related to the Vintage Years, seconded by Benevento.

Roll call vote- 5 yes, Cleary, Benevento, Klueber, Poore and MacDonald.

Warrants

Review and approve the warrants:

- November 2021 Warrant #11-2021: \$3,538,034.83 (approved to transfer up to \$3,000,000.00).

A motion was made by Benevento to accept the November 2021 warrant #11-2021 for \$3,538,034.83 as listed above, seconded by MacDonald.

Roll call vote- 4 yes, Cleary, Benevento, Klueber and MacDonald, 1-abstain (Poore).

- Estimated December 2021 warrant: \$2,700,000.00. Up to \$2,000,000.00 for December 2021 month end warrant.

New Member Enrollments- VOTE

Acknowledge new member enrollments:

- **City of Haverhill- Haverhill Public Schools:** Patricia Harrington, Gina Marte, Kelly Diffin, Jason Harvey, Timothy Durocher, Joseph F0itzpatrick, Nola Harb, Christine Ortega, Petraliz Leon, Shari L. DeAngelis, Steven L. Kinser, Cheryl A. Boulay, Procilla Bastos and Timothy Reynolds. **City of Haverhill- City Public Health:** Mary Ryan, Geri Davis and Mercedes Reynoso.

A motion was made by Cleary to accept the New Member Enrollments as listed above, seconded by Benevento.

Roll call vote- 5 yes, Cleary, Benevento, Klueber, Poore and MacDonald.

Buybacks/Makeups-

- Robert Pistone, Jr. is looking to buy back 1 yr., 4 months of time for his Groveland Police Reserve Time for (May 27, 1997- December 31, 1997) and January 1, 1998- October 14, 1998); \$1,414.37. Review of Attorney Saccos letter regarding this request.

A motion was made by Poore to deny the Buyback/Makeup for Robert Pistone, Jr. as listed above based on the recommendation of the board attorney, Michael Sacco, seconded by Benevento.

Roll call vote- 2 yes, Poore and Benevento, no (MacDonald, Cleary and Klueber). FAILED

A motion was made by Cleary to accept the Buyback/Makeup for Robert Pistone, Jr. as listed above, seconded by MacDonald.

Roll call vote- 3 yes, Cleary, Klueber and MacDonald, no (Poore and Benevento). PASSED

Refunds-

- Ryan Lavoie (\$10,425.96; 2 yrs., 10 months, Haverhill Public Schools), Cesaria Reynoso (\$19,210.26; 7 yrs., 9 months, Haverhill Public Schools) and Jassidel Baez (\$4,137.37; 2 yrs., 2 months, Haverhill Public Schools).

A motion was made by Benevento to accept the Refunds as listed above, seconded by Cleary.

Roll call vote- 5 yes, Cleary, Benevento, Klueber, Poore and MacDonald.

Rollovers-

- Albert Betances (\$27,197.96; 4 yrs., 10 months, Haverhill Police Department), Brian Carey (\$9,263.60; 2 yrs., 3 months, Whittier Tech) and Winifred Flint (\$20,445.15; 6 yrs., 3

months, Haverhill Public Library).

A motion was made by Cleary to accept the Rollovers as listed above, seconded by MacDonald.

Roll call vote- 5 yes, Cleary, Benevento, Klueber, Poore and MacDonald.

Transfers-

- **City of Haverhill- Haverhill Public Schools:** Morgan Savage (\$13,328.49; 3 yrs., 0 months-Essex). **City of Haverhill- Haverhill Public Library:** Kaitlin Stacy (\$2,433.83; 0 yrs., 6 months-Plymouth County).

A motion was made by MacDonald to accept the Transfers as listed above, seconded by Benevento.

Roll call vote- 5 yes, Cleary, Benevento, Klueber, Poore and MacDonald.

Retirements/Disabilities/Survivor Benefits- VOTE

Retirement Board Staff have verified that the necessary paperwork is in order and has determined applicants to be eligible for such benefits:

- Acknowledge Superannuations: **Haverhill City Council and Hale Hospital:** Mary Ellen Daley-O'Brien (01/03/2022; 27 yrs., 7 months). **City of Haverhill-Haverhill Water Department:** Glenn F. Smith (01/07/2022; 32 yrs., 0 months). **City of Haverhill-Treasurers Office:** Susan C. Kulins (01/08/2022; 33 yrs., 5 months). **City of Haverhill-Haverhill Police Department:** Paul R. Malone (01/31/2022; 30 yrs., 1 month).

A motion was made by Cleary to accept the Retirements as listed above, seconded by MacDonald.

Roll call vote- 5 yes, Cleary, Benevento, Klueber, Poore and MacDonald.

MGL Chapter 32, Section 9, spouse maybe eligible for accidental death benefits for Lawrence Comeau, (Elaine Comeau-surviving spouse)- Review of medical records from single physician (medical panel) as per the remand from PERAC on 4/14/2021, VOTE needed for accidental death benefit. VOTE-

MGL Chapter 32, § 9 Accidental Death Benefit for Elaine Comeau, spouse of Lawrence L. Comeau- Review of new medical panel results-VOTE

A motion was made by Benevento to accept the Accidental Death Benefit for Elaine Comeau, spouse of Lawrence L. Comeau as listed above, seconded by Poore.

Roll call vote- 5 yes, Cleary, Benevento, Klueber, Poore and MacDonald.

91A- Paul Weinburgh- Re-payment Plan discussion and VOTE

A motion was made by Benevento to offer two options to Mr. Weinburgh for his required

repayment to the Haverhill Retirement System. The first option was a payment in full for \$63,128.40 and the second option was for the Haverhill Retirement System to hold your entire monthly pension starting in December of 2021, except for his voluntary deductions, those include: \$195.50 for UP-Unicare Plus, \$5.92 for L1-Life Ins., \$28.75 for L2-Life Insurance-additional voluntary policy, \$56.70 for DEN-Dental Insurance and \$866.66 for DOR-Child Support for a total of \$1,153.53, no taxes will be withheld. The net payment withheld outside of voluntary deductions to be credited to the system to pay his required repayment would be \$4,155.92 a month until the entire debt is paid in full, seconded by MacDonald.

Roll call vote- 5 yes, Cleary, Benevento, Klueber, Poore and MacDonald.

PROSPER Update-

- 91A action needed.

The administrator updated the account of Mr. Paul Weinburgh to reflect the vote of the board as referenced above.

Old Business- Status of Teamsters Union Local 170 New Agreement. John Farrell appeal and withdrawal and legislative request.

The administrator updated the board on the Old Business items as listed above.

Minutes

- Review and approve the November 9, 2021 regular meeting minutes and November 9, 2021 executive session meeting minutes. VOTE

A motion was made by MacDonald to accept the November 9, 2021 regular meeting minutes as referenced above, seconded by Benevento.

Roll call vote- 4 yes, Cleary, Benevento, Klueber and MacDonald and 1- abstain (Poore) as he was absent from the previous meeting.

A motion was made by MacDonald to accept the November 9, 2021 executive session meeting minutes as referenced above, seconded by Benevento.

Roll call vote- 4 yes, Cleary, Benevento, Klueber and MacDonald and 1- abstain (Poore) as he was absent from the previous meeting.

Correspondence to be reviewed

PERAC Memo #32	12/02/2021	Cybersecurity and Internal Controls
Wolf Popper, LLP	11/22/2021	Litigation Update
Scott+Scott	11/22/2021	Litigation Update
Eastern Bank	10/2021	Bank Reconciliation

The administrator made all correspondence available for the board to review.

New Business-

- Review of vote for \$15k COLA Base.

A motion was made by Poore to forward a request to the city council that was tabled in 2018 by the city council and ask them to increase the COLA Base to 15K from the current COLA Base of 13K as of 7/1/2022, after the numbers are recalculated by the boards actuary along with the past numbers from 2018, seconded by Cleary.

Roll call vote- 5 yes, Cleary, Benevento, Klueber, Poore and MacDonald.

- Vote for increasing the COLA Base to \$18k effective 7/1/2024

The board tabled the above item.

- Remote Participation into 2022.

A motion was made by Poore to continue remote participation for board meetings through February 2022, seconded by MacDonald.

Roll call vote- 5 yes, Cleary, Benevento, Klueber, Poore and MacDonald.

- Calendar of retirement check pay dates

The board reviewed and approved the retirement check pay dates for 2022.

Matters and issues the Board would like to discuss at future meetings.

Adjourn- VOTE

A motion was made by Benevento to adjourn at 11:15AM, seconded by Cleary.

Roll call vote- 5 yes, Cleary, Benevento, Klueber, Poore and MacDonald.

Date of next scheduled Retirement Board meeting is Tuesday, January 11, 2022 at 9:00AM.




 William J. Klueber, Chairman

 Charles Benevento



 James P. Cleary, III

 Lewis F. Poore, Jr.



 Richard MacDonald