1	THE FRANKLIN PARK FIREFIGHTERS' PENSION FUND
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4	REPORT OF PROCEEDINGS of the BOARD
5	OF TRUSTEES OF THE FRANKLIN PARK FIREFIGHTERS'
6	PENSION FUND, held on the 24th day of April, 2012,
7	at the hour of 9:30 a.m., at 10001 W. Addison
8	Avenue, Franklin Park, Illinois, before
9	MICHELLE N. MARVIN, C.S.R., Notary Public.
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12	BOARD MEMBERS PRESENT:
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14	MR. TONY BIANCHI, President;
15	MR. STEVEN P. IOVINELLI, Secretary;
16	MR. DANIEL ANTIOHO, Trustee
17	MR. RAFAEL NUNEZ, Trustee;
18	MR. JACK PANZICA, Trustee.
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21	
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23	
24	

1 of 25 sheets Page 1 to 1 of 58

1	COUNSEL PRESENT:
2	RICHARD J. REIMER & ASSOCIATES, by MR. RICHARD J. REIMER
3	15 Spinning Wheel Road, Suite 310 Hinsdale, Illinois 60521
4	(630) 654-9547
- 5	on behalf of the Franklin Park Firefighters' Pension Board.
6	
7	ALSO PRESENT:
8	MARQUETTE ASSOCIATES, by MR. CHRIS CAPARELLI 150 N. Wacker Drive, Suite 1900
9	Chicago, Illinois 60606 (312) 527-5500;
10	(312) 327-3300,
11	LAUTERBACH & AMEN, by MR. JAMES RITCHIE
12	27W457 Warrenville Road
13	Warrenville, Illinois 60555 (630) 393-1483;
14	
15	MR. FRANK GRIEASHAMER, Village Treasurer;
16	MR. RON HELLER, Comptroller.
17	MR. RON HELLER, COMPCIOITEL.
18	
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1	MR. IOVINELLI: So we will call the	1	MR. IOVINELLI: Mr. Antioho?
2	meeting to order at 9:37 and we will do a roll	2	MR. ANTIOHO: Yes.
3	call. Mr. Bianchi, he's absent. He's on his way	3	MR. IOVINELLI: Mr. Nunez?
4	here. Mr. Panzica?	4	MR. NUNEZ: Yes.
5	MR. PANZICA: Here.	5	MR. IOVINELLI: Mr. Iovinelli, yes.
6	MR. IOVINELLI: Mr. Antioho?	6	Motion passed. Okay, gentlemen, you're up.
7	MR. ANTIOHO: Here.	7	Chris?
8	MR. IOVINELLI: Mr. Nunez?	8	MR. CAPARELLI: Sure. All right. Well,
9	MR. NUNEZ: Here.	9	good morning, everybody. I think we'll start off
10	MR. IOVINELLI: Mr. Iovinelli, here. Mr.	10	with a little bit of a market recap.
11	Grieashamer?	11	So the last time I was out here was
12	MR. GRIEASHAMER: Here.	12	sometime at the end of January. I think the
13	MR. IOVINELLI: Okay, we're good.	13	weather was about the same as it is today. And if
14	Everybody got a copy of the minutes from the	14	you recall, right then in January stocks were off
15	previous meeting?	15	to a pretty furious rally.
16	MR. GRIEASHAMER: Yes.	16	To refresh your memory, 2011 was a
17	MR. IOVINELLI: If there's no changes or	17	bit of a crazy year; a lot of volatility in equity
18	corrections, we need a motion to approve.	18	markets. And for 2001, the S & P 500 finished up
19	MR. ANTIOHO: I motion.	19	two percent and international markets got whacked
20	MR. IOVINELLI: Second?	20	pretty good. They were down about eleven percent
21	MR. NUNEZ: Second.	21	last year.
22	MR. IOVINELLI: Who seconded?	22	(WHEREUPON, Mr. Bianchi arrived at
23	MR. NUNEZ: I did.	23	the hearing.)
24	MR. IOVINELLI: Thank you. Okay. We	24	MR. CAPARELLI: But through the first
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up big for the year. But April has seen a bit ofa change in direction.

A couple reasons for that. The
first would be profit taking. You know, in a lot
of plans, a lot of managers said, hey, we had a
good quarter; we're going to lock in some of these
gains.

Additionally, we had a weak jobs report that came out at the beginning of April suggesting maybe our economic footing isn't as steady as we thought.

And, also, there were some concerns that the market had got a little bit ahead of itself as far as corporate profits are concerned.

So, you know, as a result, the

16 S & P 500 is down about three percent
17 month-to-date; but for the year, we're still up
18 9-1/2 percent. So it's been still a very good

19 9-1/2 percent. So it's been still a very good19 year considering what has happened in April.

Looking forward, the market willstill look to economic news here, and stuff coming

out of Europe for direction. There will probablybe a fair amount of uncertainty and volatility

be a fair amount of uncertainty and volatility

24 going forward, but sort of a fear with corporate

8

profits really hasn't materialized. So far about

2 one-fifth of the S & P 500 has reported earnings

3 so far for the first quarter; and on the whole

f 4 those earnings have been very good, about six

5 percent better than expected.

So as far as returns and indexlevels go, we are much better off today than we

8 were three or six months ago; and hopefully we can

 ${f 9}$  see the stock market continue to deliver positive

10 returns. So that's about all I have for the

11 market environment.

1

12 If you guys want to take a look at
13 these books that I passed out, the first thing
14 different you'll see right behind the first page
15 is a Marquette update. It's sort of a marketing

16 piece that we have in here for you just to sort of

17 let you know what's going on back at the office.

18 So the one thing that's relevant to

19 you guys is this gray bar across the bottom. It

20 says all the research that we've been working on

21 back at out office, charts of the week, news

22 letters, webinars, and white papers. So if

23 anybody has any, you know, time, free time, and

24 you want to take a look at our website, there's

some pretty good research out there I think that

2 is useful if you have some free time. So just

3 something to check out when you have a minute.

4 And then if you flip past the first

5 tab, this is our executive summary. And I think

6 we may have mentioned to you guys last time, we

7 switched the software provider. So we're now

8 using investor forced database versus what we were

9 using before. So where we get all of our

10 performance summary and our client reports is now

11 coming from a different provider, so it's going to

12 look a little bit different than it has in the

13 past. Our colors are different and that sort of

14 stuff. But for the most part, it should be the

same information that you're used to seeing in the

**16** past.

17 And this is the first time and this
18 is the first quarter that we're presenting this
19 new report. So if you guys have any questions or

20 comments or even feedback, we'd be happy to take

21 that back to the office and see if we can make any

22 changes going forward.

MR. HELLER: It's a nice looking report,

24 by the way.

1

10

MR. CAPARELLI: Thank you. So on page

one is our total fund composite manager statuspage. It just says that all of our managers are

3 page. It just says that all of our managers are

4 in compliance with their investment policy

guidelines. So nothing much to speak of here.If you flip over to page three,

If you flip over to page three, this is our total fund composite and market value

8 page. The fund ended the quarter with a market

9 value -- that first number up at the top -- of

10 \$21,613,210. Since then it's fallen a little bit

11 because April has been kind of a weak month. So

as of yesterday's close, we are at \$21,355,000.

13 So we've lost maybe 300,000 from that March 30th

14 market value. But all in all, that number is

15 still quite a bit higher than it was at the end of

**16** the fourth quarter.

17 One thing that I had wanted to

18 point out here, if you look at the two columns

19 just to the right of the market value, the

20 percentage of portfolio and the policy, we are a

21 little bit light on our fixed income allocation,

22 46.6 versus 50 percent. And what I would want to

23 recommend is to rebalance the portfolio back to

24 the target asset allocation keeping in mind that

23

24

managers.

MR. IOVINELLI: All right. So we need a

motion to rebalance the fixed income fund by

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23

MR. REIMER: I have -- I just got an

Department of Insurance, at least an e-mail, where

the Department of Insurance is saying the increase

e-mail this morning. Apparently, there is a

- 1 can actually be to 65 percent. What they're
- 2 apparently looking at is -- remember, you can do
- 3 the 55 percent if you're over 10 million, plus
- 4 that additional 10 percent. That happened several
- 5 years ago when they increased from 35.
- 6 Now, I haven't actually seen an
- 7 advisory opinion yet, and I'm not giving you
- 8 advice. I'm not suggesting you do that. I don't
- 9 know if you've seen that or heard that. But I
- 10 guess it's kind of like an Elvis sighting, but,
- 11 you know, I've seen -- we are on the record, of
- 12 course. I have seen the e-mail from Scott Berant
- 13 (phonetic), but to me there's a difference between
- 14 an e-mail and an actual advisory opinion.
- 15 But it sounds like that's the way
- 16 the DOI is leaning, for what that's worth to
- 17 anybody. Again, I'm not suggesting it. I don't
- 18 give financial advice. But that's interesting.
- 19 It's a game changer.
- 20 So that would allow you
- 21 theoretically with a combination of, you know,
- 22 mutual funds and stocks and whatever you're doing,
- 23 to get up to 65 percent. Again, that's what
- 24 you're here for.

16

- 1 MR. CAPARELLI: Yeah, we haven't seen
- that yet. Fifty-five is sort of the hard -- you
- 3 know, what we've been able to -- we know that as a
- 4 fact, the 65. And I would say to move to
- 5 55 percent, that's something we would probably
- 6 recommend. Whereas making the jump to 65, that's
- 7 increasing the risk profile of the fund pretty
- 8 significantly.
- 9 MR. IOVINELLI: That goes back to
- 10 originally when it was 35 plus 10, was it 45 or
- 11 was it 35?
- MR. REIMER: There was controversy then.
- MR. IOVINELLI: Right.
- MR. REIMER: And then we had the DOI
- 15 opinion and then they actually changed the statute
- 16 to make it clear it was 45. And then by statute,
- 17 they increased it last year to 50; and then again
- 18 July 1st of this year to 55 percent. And, again,
- 19 I'm not saying you go there. I'm just -- you need
- 20 to know what's going on out there. So for what's
- 21 that's worth.
- MR. CAPARELLI: We'll bring a
- 23 recommendation for you in the July meeting if we
- 24 want to take advantage of that -- or you guys want

- to take advantage of that additional five percent,
- 2 if that's something the trustees are comfortable
- 3 with.
- 4 But moving to 65 percent, if it is
- 5 allowed, is probably something that we wouldn't
- 6 take advantage of because that's more in line
- 7 with ---

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- 8 MR. IOVINELLI: It's a little much.
  - MR. HELLER: Can I ask a question? How
- 10 often do you rebalance?
- 11 MR. CAPARELLI: We rebalance the
- 12 portfolio at least probably quarterly, if it needs
- 13 to be done, because we need to have trustee
- 14 approval to do so. But we look at it, you know,
- 15 on a regular basis; and if something did get out
- 16 of whack, definitely quarterly, if not more often.
  - MR. HELLER: Thank you.
- MR. CAPARELLI: So, again, it's something
- 19 to look for in the July meeting.
- MR. IOVINELLI: Okay.
- 21 MR. CAPARELLI: Okay. If you flip over
- 22 to page six, this is our total fund composite
- 23 performance. This is going to look a little bit
- 24 different. In the past, the yellow highlights
  - 18
  - 1 signified outperformance. Now the green numbers
  - signify outperformance. The red numbers are
- 3 under-performance. But, again, the same data
- 4 should be there.
- 5 So the total fund for the month or
- 6 for the quarter -- excuse me -- was up 5.8 percent
- 7 versus 5.9 for its custom benchmark. So all in
- 8 all, 5.8 percent for the quarter, that's a really
- 9 good number; something that we would love if that
- 10 would continue.

- 11 If you look all the way to the
- 12 ten-year number, the plan is outperforming its
- 13 policy benchmark. It's green all the way across
- 14 in the longer time periods. And something to
- 15 point out: The one, two and three-year periods
- 16 are all ahead of its actuarial rate of return of
- 17 seven percent. So over the last three periods --
- 18 or last three years, we've earned on average
- 19 higher than the actuarial rate.
  - If you flip over to page eight,
- 21 this is with respect to our individual managers.
- 22 This page looks a little bit different as well.
- 23 The dark gray bars have the composites, and then
  - the underlying managers within each composite is

1 beneath. 2 So if you look first at the fixed 3 income composite, right below that is C.S. McKee. 4 That is one of our newer managers that is managing to an intermediate government and credit mandate. 5 6 So they have corporate credits in their portfolio in addition to government treasuries. 7 8 C.S. McKee returned .5 percent for 9 the three-month period which was just slightly 10 11 12

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behind its benchmark of .6 percent. Moving down to the U.S. equity composite, the PRIDEX Wilshire Index Fund, it's a passive vehicle. It's designed to replicate the performance of the Wilshire 5000. It does so very cheaply, costing just nine basis points, and that fund has replicated its performance nicely doing exactly what it's supposed to do.

Down one line to Fiduciary Management, that's where we take a little bit of risk in this portfolio. We have an active manager here. Fiduciary underperformed a little in the quarter, 10.4 versus 11.6. They were positioned a little bit defensively going into the quarter, so it's not surprising to see them underperform a

little. But still, 10.4 is a good number.

MR. IOVINELLI: They've been kicking butt pretty good. So if it's one quarter compared to what they've been doing, it's pretty amazing.

MR. CAPARELLI: Exactly. It's not a concern at all, because if you look at the one-year number, they're up 8.3 percent versus negative 1 1 for the benchmark. So on the

one-year basis, they absolutely knocked it out of 9 10

the park. And all the way across to a seven-year 11 number, they've outperformed by a good margin, you

12 know, over and over again. So it's a not

13 a concern at all with those guys.

14 Out international managers, 15 Artisan, a large-cap international manager, they 16 had a great quarter, up 15-1/2 percent versus 11.3 17 for the benchmark. International markets snapped 18 back pretty good in that first quarter, and they

19 were a beneficiary there. 20

Vanguard is a passive manager there 21 in the international space, again designed to 22 replicate the benchmark, and do so, you know, pretty cheap. They're doing exactly what they should be doing.

1 Franklin International is a

small-cap manager, international small-cap. They

returned 13.1 percent for the quarter versus 14.4.

And just to remind you guys, that's one of the

newer managers to the fund as well. We've only

had them about a quarter, and it's nice to have

7 that added diversification of international

8 small-cap stocks.

9 And last but not least is

10 Principal, our real estate manager. Real estate

11 turned in another positive quarter, about 2.4 this

12 year, or this quarter. They've been -- real

13 estate has been positive for about 2-1/2 years now

14 coming off the debacle in 2008 and early 2009.

15 And over the one-year time period, real estate was

16 up 14.8 percent, which was the best performing

17 asset class that you guys are invested in. So

18 being able to have that real estate allocation has

19 been a really big positive for the plan.

20 With that, that concludes my

21 executive summary report.

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22 MR. IOVINELLI: Okay. If we don't have

23 any questions, we'll move on to Lauterbach.

MR, RITCHIE: You should all have a copy

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of our summarized March financial statements here.

I've given you a summary for some of the

information so I don't double up on what your

investment advisors are doing. 4

5 But we come in starting on page

2-1, statement of plan net assets as of the end of

March. Coming in, we see net assets of just under

21.5 million dollars; approximately 21.4 of that

was cash and investments. Then your actual cash

number, including the money markets held at your 10

U.S. Bank Custody accounts, you have about 11

12 \$875,000. Some of those may be defensive

13 positions held by your investment managers, but

14 that is still cash available for you for paying

15 out expenses and benefits.

16 Coming in on the next page, 2-2, we

see the changes for the net assets for the 17

18 11 months ending. Of course the plan is in April

19 year end, so the end of this year will be the end

of your fiscal year.

21 MR. HELLER: Do you have a copy? I don't

22 have a copy.

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MR. IOVINELLI: Here you go.

MR. HELLER: Thank you.

1 MR. RITCHIE: Coming in, we see 2 contributions from Cook County and also from the Village for the PPRT, \$1,370,412.46. Your active 3 member contributions have come in at \$269,805.26. 4 You are getting right now about \$32,000 a month from the active member payroll that you're using. 7 Benefits paid out for the year so far is \$1,820,524.06. Currently with the 8 increases going into effect in January, you're 9 paying out just under \$168,000 a month. 10 Planning, about total expenses each 11 month is coming out about \$180,000 with your 12 investments and everything. So when you take the 13 180 a month that you're sending out plus the 14 32,000 that you get from your active guys, it's 15 about another 148,000 that the fund has to come up 16 with. And with the 875 we said on the previous 17 page, you're just under about the six-month mark 18 in cash. So, you know, you're in a good position 19 until about the Cook County taxes start coming in. 20 But certainly it's something to be aware of. 21 22 One of the reasons I bring that up is because we're going to be changing our 23 24 reporting coming up soon. We're going to be

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providing you a cash analysis showing you 2 month-by-month what your cash positions are as well as the monies coming in from the Village, from the Cook County taxes, as well as the active 4 members, and then also showing you where the 5 benefits and the administrative costs are coming 7 out to help you know where the strong months are 8 and where the lulls are in your actual cash flow. Coming in so far for the 11 months 9 preceding, \$770,821.50. It's good. I mean, we're 10 11 looking at over a 3-1/2 percent increase for the year; and, you know, most funds we're seeing right 12 now they're probably just about ready to make that 13 break-even point. Right now, your assets, you're 14 all in the positive. They're right where we want 15 to see them, you know. It might not be, you know, 16 as good as we've seen in the past, but it's still 17 positive, and that's what you want to see. 18 Coming in behind there is the other 19

supplementary information we're providing. I

new financials will look for. So, as I said, you

tried to mirror as much as we could to what the

know, we're going to start off and we'll have the

normal pie chart that you can use to be comparing

to your investment financials.

Right now at the end of March, you're about 67 percent fixed income that we're

seeing there. You know, we track a few things

that, of course, your investment advisors don't

necessarily have. 6

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7 But coming in behind that, we also included in the active member contributions. So 8

far year-to-date, showing in all the active 9

members and any members who might have left the 10

fire department and left their contributions in 11

the fund, coming in, as we said, total 12

contributions so far, including past years, at 13

\$3,430,841.71. That's something, you know, the 14

members can look at anytime; and, you know, if 15

they have questions and say how much do I have in 16

the fund, this would be a great report to show 17

18 them and say here is where you are and here's what

19 you put in so far. That's what we show.

MR. IOVINELLI: That helps, because a lot of times I get requests to do letters when guys are going for mortgages or refinancing, and the banks want to know what their total contributions are, even though they can't touch it.

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MR. RITCHIE: Right. At least they know 1 it's something that's there.

Behind that, we've also provided 3 out the March listing for all the benefit checks 4

that have been paid out for the month. This would 5

also include any payments listing QILDROs or any 6

refunds that are also thrown in there. And as I 7

said, that included in is about \$169,536.86.

Like I said, you know, we do have 9 some QILDRO listed in here, and that would be the 10 difference between that and almost \$168,000. 11

And then we just have the check 12 registers for the vendor checks that were remitted 13 out from the pension fund. 14

MR. IOVINELLI: All set?

MR. RITCHIE: Are there any other 16 questions at this point? Okay. Then just a few 17 housekeeping items. 18

I know earlier this week we sent 19 off a calculation for Firefighter Robert Bayus 20 21 (phonetic).

MR. IOVINELLI: You know what? I haven't 22 had a chance to show it to him. I will do that 23

and then sign it, because he's not leaving until 24

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27 29 1 the 13th of May. So I'll make sure that we get 1 MR. IOVINELLI: All right. One quick 2 it. question. 3 MR. RITCHIE: We do have plenty of time, 3 MR. RITCHIE: Sure. 4 but I do have another copy here if you want it. 4 MR. IOVINELLI: We got the thing with 5 MR. IOVINELLI: Okay. C.S. McKee straightened out about them billing us 5 6 MR. RITCHIE: Also, we received in our or taking it out of the account, I think we did, 7 office an order for QILDRO for Paul Strazalla because I just got another bill from them and I 8 (phonetic), and we were asked for it for the 8 don't know what to do with it. 9 board's attorney. So just for the record, I give 9 MR. RITCHIE: Okay. 10 that to Mr. Reimer for his review. Firefighter 10 MR. IOVINELLI: I believe C.S. McKee, we 11 Strazalla is still an active member, so we don't were actually writing them a check. And so I had 11 12 need to take any action, but it should be in his written them, asked if they could do, you know, a 13 member file. direct withdrawal and they said yes, and they said 14 MR. IOVINELLI: Right. 14 it was all taken care of, but then I got a bill. 15 MR. RITCHIE: And, lastly, with the --15 So I've got to take a look to see if that's a 16 actually, with the audit coming up, I do have the copy. Because usually like when I get them from 17 confirmations that need to be put on the pension 17 Fiduciary, they say do not pay, you know. This 18 fund letterhead and signed by Trustee Iovinelli. one didn't, so I'll take a look at it and find 18 19 But we also have Harris Bank has been paying out 19 out. 20 the benefits. They've been sort of the wash 20 MR. CAPARELLI: Yeah, if you want, just 21 account that we've been using, and now they're 21 shoot me an e-mail and I can follow up with that. 22 asking to upgrade all their systems. So I do have 22 MR. IOVINELLI: Before you leave, I'll 23 new signature cards for a new Harris account so we 23 give you a copy. 24 can get that updated here. And any of the 24 MR. CAPARELLI: Okay. 28 30 trustees or the treasurer, if he so wishes to be MR. RITCHIE: But we do have these forms 2 on there, we do have those new cards for this new that need to be signed, and we can do that at the account to be set up. 3 end of the meeting. 3 4 And there's also a few other items 4 MR. IOVINELLI: Okay. with this new system we are allowed to do. If the 5 MR, RITCHIE: That's all we have at this 5 Board wishes, Lauterbach & Amen can also be listed 6 6 time. 7 as signors on this account. Therefore, you know, 7 MR. IOVINELLI: Great. if you just want to provide us with an approved 8 8 MR. RITCHIE: Moving forward. 9 invoice, good to go, paid, get it out the door. 9 MR. IOVINELLI: Okay. On to old We can now sign the checks, if you want. It's business. I have William McMurray's disability 10 11 strictly a voluntary program, but this would speed 11 status. I know we were waiting on a couple 12 up your vendor payments. 12 depositions of the physicians, so I'm not sure 13 Also, there is the option for 13 where we're at right now. vendor direct deposit which would allow, you know, 14 MR. REIMER: Well, we're waiting -- I 14 15 whether it be your attorney, court reporter, 15 think the last thing I did -- I don't have the 16 investment advisors, Lauterbach & Amen, to be paid 16 actual file in front of me. Don't get into the 17 directly via ACH. That way, we don't have to 17 actual merits of the case. We were waiting for 18 worry about a check getting lost. That's an one of the doctors' depositions that was going to 19 option that's also available to the Board. And take place in the workers' comp case. We were

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also, there's the Pay Today program, which is the

two-business-day turnaround for vendor payments of

any checks that you would automatically say these

payment for them, and then we turn them around.

are approved, they're good to go. You can issue

going to kind of boot-strap into that so we didn't

applicant a letter saying let me know when this is

going to happen. I haven't heard anything from

I wrote the attorney for the

have to take a separate dep.

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him. So you're still in a holding pattern. So 2 you can let your attorney know I sent him letter. The ball is in his court. MR. IOVINELLI: Okay. Let's go on to new 4 5 business. For those of you who don't know, Ron 6 Heller is our comptroller for Franklin Park and

7 he's here to discuss a possible proposal of a bond

8 purchase from, maybe the Fund, to the Village. 9

So I spoke with Dave Smith earlier 10 last week about it, and if we decide to do

11 anything like this, it would be through our

bondholder, C.S. McKee. They would do the work, 12

13 but Ron is going to kind of give us a little

14 synopsis of what we're looking for.

15 MR. HELLER: Okay. I planned -- I didn't 16 plan any major presentation, but I wanted to introduce the notion to you guys about our 17 18 upcoming need for capital funds for the police 19 station.

20 As you know, we issued \$10 million worth of bonds last September to build the police 21 station. We're going to need more funding for 22 23 that, and we plan to issue bonds or notes or whatever mechanism seems to work best for us at 24

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some point toward the end of the summer. 1

2 The amount at this point is indeterminant. We're still waiting to get the

4 trade bids back, and we'll have a better handle on

what our cash needs will be at that point.

But at this point, I'm approaching 6 7 both you folks and the police pension fund to see

about your appetite for taking down some of these

notes, bonds or, generally speaking, debt 9

instruments. 10

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11 I think it represents -- you know, obviously, here's a little bit of marketing for 12 you. I think it represents a pretty good 13

opportunity for the village and the pension funds 14

to work jointly together for the betterment of the 15

16 village. In this case, it happens to be a police

station, and, you know, that obviously contributes 17

18 to the betterment of the village and we'd like the

unions, if at all possible, to participate. 19

Now, we understand that you work 20 21 under fairly strict federal -- I guess they're

22 federal --

23 MR. REIMER: State.

MR. HELLER: State pension laws. Sorry, 24

I am not at all familiar with state pension laws.

2 MR. REIMER: Neither am I, don't worry. 3 (WHEREUPON, a discussion was held 4

off the record.)

5 MR. HELLER: In any case, again, I

understand that you're under pretty strict state legislation and regulations that limit what you

can buy, how much of it you can buy, what market 8

rates you can look at, those sorts of things.

And so what I'd like to do is at

11 least introduce the notion that this is coming

down the road, and we'll be approaching you on a 12

13 formal basis over the next couple of months. In

14 the meantime, I understand that there was an

initial kind of expression of interest of possibly 15

16 doing this.

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17 I don't know where you are in your decision-making, but to the extent that you are 18

down the road at all on this, we need to start 19

kind of looking at the finer points. 20

21 And there are really four dimensions that I really need you folks to think 22

about as we go along. One is, obviously, the 23

amount that you can take down; the rate of

interest that you would require. We are, as you

know, a tax exempt issuer, and I don't know how familiar you are with the tax exempt market. But,

typically, the tax exempt market yields somewhat

less than the taxable market because of the tax

advantage status of tax exempt bonds. 6

The last numbers I looked at, and

I'm going to introduce the notion of treasuries 8

here as opposed to corporates, basically the 9

10 statement that I just made applies to treasuries

versus corporates comparably rated, comparable 11 terms, comparable risk. But the treasury rate, 12

which is known as the risk-free rate, is kind of 13

the benchmark that all taxable rates build off of. 14

The last numbers that I saw at the

end of March, and I got an update late yesterday 16

and I haven't had a chance to look at it yet, but 17

the last spread that I saw between treasuries and 18

tax exempt securities of a 30-year term was 19

168 points, that tax exempts were 168 points over 20

treasuries. That is, they yielded 168 basis 21

points or 1,68 percent more than the comparable 22

treasury of comparable maturity. 23

I don't know if you can take down

- 1 tax exempt bonds priced as tax exempts bonds, but
- 2 to the extent that you can, it would be very
- 3 helpful to us. Obviously, we're going through a
- 4 difficult time in the village. Revenues are
- 5 pinched, our sales tax revenues are down, our
- 6 income tax revenues are down. We're severely
- 7 limited in property tax increases. In fact, we've
- 8 had none for the past two years because of the
- 9 growth in our property tax -- or decline in the
- 10 property tax base, due to the recession,
- 11 obviously.
- 12 But, obviously, every nickel that
- 13 we can save on interest or other expenses is
- 14 important to us. So to the extent that, you know,
- 15 you can work with us in terms of an interest rate,
- 16 we'd be very much appreciative of that.
- 17 The third dimension would be
- 18 maturity. The third dimension would be maturity;
- 19 that is how long the bonds would be out.
- 20 Typically, we issue 20-year bonds, but we might
- 21 like to look at a 30-year possibility, if you can
- 22 do that. That would help us on the debt service.
- 23 It would take it out, obviously, ten extra years,
- 24 but it would reduce our annual debt service
  - 36

- 1 significantly.
- 2 And the fourth dimension that I'd
- 3 like you to think about is premium and discount
- 4 bonds. They -- the use of premium and discount
- 5 bonds prevents -- excuse me -- presents a little
- 6 bit of wiggle room in terms of paramount versus
- 7 actual receipts from the bond. And I can -- if
- 8 you'd like, I can come back to the next session
- 9 and talk a little bit about premium and discount
- 10 bonds, if you like. I used to teach that stuff at
- 11 First Chicago a long time ago. So I think I can
- 12 dig out my old material on that and make a
- 13 reasonable presentation about how that works.
- 14 So those are the four dimensions
- 15 that we'd like you to be thinking along the lines
- 16 of. Again, you know, it's obviously your option.
- 17 We're coming to you and saying, you know, we need
- 18 your help; and to the extent that you can
- 19 participate in this project and help us, we'd
- 20 obviously appreciate it.
- 21 I brought some material with me
- 22 today. I brought our latest comprehensive annual
  - 3 financial report. I see you have the one I sent
- 24 along. I will distribute these in a moment.

- 1 This is our first, I should
- emention, because we've really come a long way. I
- 3 don't know how many of you paid attention to the
- 4 discussion that Steve and I have were having
- 6 earlier, but when I arrived a little over two
- 6 years ago, we hadn't issued an annual report
- 7 within the prescribed six-month time frame since
- 8 2003. And when I arrived, we were four months
- late on the 2008.
- 10 But we got three audits done in
- 11 about 14 months, and this is the third of those
- 12 three audits, and this is the first comprehensive
- 13 annual financial report that we've constructed.
- 14 We submitted this to the Government Finance
- 15 Offices Association for their certificate of
- 16 achievement in excellence in financial reporting,
- 17 and we were awarded that out first time out, which
- 18 is -- I think that's pretty good.

- So we have a very, very
- 20 comprehensive annual financial report here that's
- 21 more or less easily readable to the extent that
- 22 any financial report is easily readable.
- We also, when we went to market
- 24 last year with our bonds, we went to Standard &
  - 38
- 1 Poor's and requested a rating. We received our
- 2 rating, uninsured rating on our own ever for
- 3 Franklin Park, Ken Zurich's comments to the
- 4 contrary. I'm still waiting for him to come up
- 5 with that rating.
- 6 MR. BIANCHI: I was waiting for that name
- 7 to come up.
- 8 MR. HELLER: Well, he claims that we've
- 9 had ratings before, and we have, but those have
- 10 been insured ratings. Not our credit, but the
- 11 insurance company's credit. This is the first
- 12 time we were rated on our own, and we were rated
- 13 poorly. I mean, we're investment grade, but we're
- 14 just two notches above the bottom of investment
- 15 grade. We're at S & P triple B.
- Now, I do understand that if we
- 17 drop below investment grade, you're required to
- 18 sell those securities. Unfortunately, the market
- **19** for --
- MR. REIMER: No, that would just be for
- 21 corporate. There's a different section that
- 22 applies to --
- MR. HELLER: Municipals?
- MR. REIMER: Yes.

- 1 MR. HELLER: Oh, good, because that could
- 2 present liquidity issues if you had to sell it.
- 3 Because it's a pretty thin market out there for
- 4 Franklin Park GO's, and particularly if we were to
- 5 drop, which I don't intend to, obviously, if we
- 6 were to drop below investment grade, but the
- 7 trajectory is up.
- 8 In terms of our performance this
- 9 year, it looks like the general fund, which is
- 10 where all the action takes place in a
- 11 municipality, really, we're going take about a
- 12 million dollar loss in the general fund this year,
- 13 just to be perfectly candid with you. And that
- 14 was due to a reimbursement that we had to make
- 15 that was unanticipated to the State, the Illinois
- 16 Department of Transportation, for a project that
- 17 goes back, the Seymour Avenue project. That there
- 18 was just a lot of miscommunication and, quite
- 19 frankly, somewhat of a screw-up by the Village
- 20 back when -- I guess it's been seven or
- 21 eight years ago now.
- MR. IOVINELLI: It was about seven years
- 23 ago, yeah.
- MR. HELLER: Seven years ago. So we did

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- 1 take that hit this year in the general fund, and
- 2 that was a million one, and that's about the loss
- 3 we anticipate seeing this year in the general
- 4 fund. So it's a one-time event; but, again, the
- 5 trajectory is up.
- 6 Other than that, we're basically
- 7 right on target in terms of budget this year. So
- 8 much so that we could afford to buy you two fire
- 9 engines. We have supplied two ambulances in the
- 10 last two years, turn-out gear, air packs, that
- 11 sort of thing. So, you know, we're doing what we
- 12 can.
- MR. IOVINELLI: Stretchers.
- MR. HELLER: We're doing what we can to,
- 15 you know, strengthen the fire department and the
- 16 police department, and we'd appreciate any help
- 17 you can give us in return.
- 18 So that's about the end of my
- 19 pitch. Any questions, I'd be happy to take them.
- 20 I didn't -- did I bring cards with me? I think I
- 21 did. Yes, I did. I will give you my card too
- 22 with these documents so if you have any questions
- 23 or would like to get together in any way, I'm
- 24 happy to talk and answer any questions that you

- have either on the phone, in person,
- 2 correspondence, whatever you like.
  - So my own personal style of doing
- 4 business is to be very open and honest. I don't
- 5 have agendas other than the betterment of the
- 6 village at this point. That's what I get paid to
- 7 do and that's how I spend my day, just trying to,
- 8 you know, make things a little bit better in the
- 9 village.

3

- 10 So I'm not looking to do anything
- 11 fancy here, but I want -- I need to request your
- 12 help in helping me and the Village. So let me
- 13 just pass these out.
- MR. REIMER: I don't know if you want me
- 15 to weigh in on the legal aspects of what's being
- 16 proposed, and I did get a call from Steve and he
- 17 kind of ran it by me.
- 18 Initially, it sounded like the
- 19 village was looking for a loan. As you know, you
- 20 do not have any statutory authority to loan money.
- 21 However, the Pension Code does allow you, under
- 22 Article I, Section 111, to invest in bonds of your
- 23 own municipality. So it's actually contemplated.
- 24 It's authorized.

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- The restriction, though, is that
- 2 you can't invest in more than 10 percent of the
- 3 market value of your assets. So you are limited
- 4 to that. So that's one consideration.
- 5 You have a bond manager, which is
- 6 C.S. McKee, so I would tell you this: Just
- 7 because its legal doesn't mean that it's prudent.
- 8 And I'm not trying to tell you not to do this.
- 9 I'm all about trying to work together, but you
- 10 have to be real careful.
- 11 For example, I'll just give you a
- 12 short little horror story where a suburban police
- 13 pension fund, who shall remain nameless but the
- 14 initials are Dolton, it turns out that the
- 15 treasurer took some money in that was not supposed
- 16 to be taken by the municipality and used for
- 17 corporate purposes. It was actually pension fund
- 18 dollars. It was a half a million.
  - We got the money back, and at the
- 20 next meeting the treasurer came up and said, will
- 21 you invest in bonds? Well, you know, you can do
- 22 that. You can invest in bonds. So I looked at
- 23 the investment consultant and I said, it's going
- 24 to depend really on what your consultant says and

- 1 what's the bond rating of the Village of Dolton.
- 2 At the time is there such a thing called triple Z
- bond rating? It wasn't good.
- 4 So the answer really was: Even
- 5 though it was legal, it wasn't prudent at the time
- 6 to do so. And that's not a reflection on the
- 7 Village of Dolton.
- 8 So my suggestion to you is:
- 9 There's a couple things you got to keep in mind.
- 10 Number one, since you do have a bond manager, it's
- 11 got to be vetted through your bond manager. I
- wouldn't be telling you to make the investment and
- 13 then run around your bond manager unless your
- 14 manager vets it and is comfortable with it. And
- 15 that's not a problem. Its legal as long as it's
- 16 within those requirements, and your bond manager,
- 17 who is going to sign-off as a fiduciary or is a
- 18 fiduciary, is willing to say they think that this
- 19 is a prudent investment.
- The other thing, though, in terms
- 21 of the -- perhaps the negotiation as far as the
- 22 interest rate, the other thing you have to keep in
- 23 mind is: There's what's called a prohibited
- 24 transaction under the Pension Code, which
  - 44
- 1 basically says that you can engage in an
- 2 investment transaction with a party in interest.
- 3 And the Village is what's called a party in
- 4 interest under the Pension Code. And what the
- 5 prohibition is that the pension fund cannot make
- 6 an investment with a party in interest, the
- 7 Village, for greater than or less than adequate
- 8 consideration. So it really has to be an arm's
- 9 length, aboveboard, fair market value transaction.
- 10 So the Board could run into
- 11 problems if they were investing in bonds at, say,
- 12 a lower rate than a consumer could walk in and buy
- 13 them. And, again, I know enough about municipal
- 14 bonds to be dangerous. That's something that I'd
- 15 be glad to try to work out with C.S. McKee, the
- 16 Village, the Board, if they instruct me to. I
- 17 think you can get there from here as long as you
- 18 do it the right way.
- 19 MR. HELLER: Is that defined as like a
- 20 band or is that like a point in time kind of thing
- 21 or a band around that point in time?
- MR. REIMER: In terms of what?
- MR. HELLER: The interest rate. Let's
- 24 say, for instance, that the market rate for a

- 1 taxable -- well, let me just back up. The -- I'm
- 2 sorry. I don't mean to throw you off here.
- 3 Can you invest in a tax exempt
- 4 rate, I guess would be my question.
- 5 MR. REIMER: Sure.
- 6 MR. HELLER: You can. So you can invest
- 7 in a tax exempt market rate?
- 8 MR. REIMER: Sure. Even though this fund
- 9 is tax exempt anyways.
- MR. HELLER: That's why I asked, because
- 11 you don't have the need for the tax advantage.
- MR. REIMER: Correct. So here's what I'm
- 13 saying is that I don't think the pension board
- 14 could purchase bonds -- a bond under terms that
- 15 are different than any member of the public or any
- 16 other entity could go out on the market or on the
- 17 street and buy the bond. I think that could be
- 18 considered a prohibited transaction.
  - So you just got to be careful on
- 20 that. Does that make sense?

- 21 MR. HELLER: It does, and I'm just
- 22 relieved to hear that you can buy a tax exempt
- 23 security at a tax exempt yield. We're not looking
- 24 for a lot of concessions here. What we're looking
  - 46
- 1 for is a fair -- is a fair transaction in which
- 2 you give us the most latitude that you feel
- 3 comfortable with and legally can.
- 4 So I want to be clear about that.
- **5** We're not asking you to make any special
- 6 concessions for us; but to the extent that, you
- 7 know, there is some wiggle room, we'd appreciate
- Thiow, there is some wiggle room, we a appreciat
- 8 whatever you can do in that.
- 9 MR. REIMER: So you're going to do
- 10 another bond issue, like a second series? Is
- 11 that --
- MR. HELLER: Well, it probably won't be a
- 13 general market issue, no. It will probably be a
- 14 private placement, arm's length transaction.
- 15 These will not be -- we don't anticipate that
- 16 these will be negotiable securities. We don't
- 17 anticipate that they -- you know, most likely will
- 18 not be a bond. It will be some sort of debt
- 19 instrument. And, you know, obviously, the
- 20 downside of that is limited liquidity.
- 21 MR. REIMER: Yep. Here is my suggestion,
- 22 and I also represent your Police Pension Fund,
- 23 although I'm not on retainer. I don't go to the
- 24 board meetings, so I haven't had any conversations

MR. REIMER: I would go through your contact at C.S. McKee. Who is that?

MR. CAPARELLI: It's Eugene Natalli, Jr., (phonetic). And if I can speak to it, that

process has sort of already begun. Again, this is not something that we can encourage or discourage

24 you guys to do; just simply give our opinion.

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But before we would do anything, we would want to have that security vetted through our fixed income manager. We would do our own research and our own due diligence, but we would need to get them comfortable first before we would become comfortable with that security in order to recommend to you guys.

So, you know, obviously, we would
be open to anything that the Fund would want to
look at, but it would require due diligence.

MR. REIMER: I've never had a situation

with any of my clients that bought their own
municipality's security that wasn't an actual
bond, a municipal bond, as opposed to any type of

15 a private security. So that, I don't know about.

16 I'm not saying you can't do it, but that's17 something that you got to get C.S. McKee o

17 something that you got to get C.S. McKee on, get

18 them in, and you've already done that.

19 I'd be happy to take a look at it
20 if that's what the Board wants me to do. I don't
21 think you need to vote on that now, but if it's
22 something you want done --

23 MR. BIANCHI: I would ask you to go with

that. And as Ron said, he's going to get

something more -- a proposal, right? Something

2 that we can --

5

3 MR. HELLER: Well, yeah, when we start

4 coming a little bit closer --

MR. BIANCHI: Right.

6 MR. HELLER: -- I'll talk to my bond

7 counsel and Richard and see where we go.

8 MR. REIMER: We might -- you might need,

9 even if this is one of those you're kind of

10 pushing the envelope here, you might even have to

11 get the Department of Insurance to give you their

12 blessing. In other words, get an advisory

3 opinion. So it could take some work, but --

14 MR. HELLER: Well, that's why I wanted to

15 come here in April, because we're looking at the

16 need for this sometime around September or

17 October. So I'm thinking that that's enough lead

18 time to dot all the i's and cross all the t's to

19 satisfy all parties.

MR. IOVINELLI: Okay.

21 MR. BIANCHI: We don't have to make a

22 motion or anything like that to have you --

23 MR. REIMER: No. At this point, it's

24 informational only. So it's if that's the

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1 consensus of the Board, that you want C.S. McKee

2 to work with the Village, obviously Marquette,

3 they've got to vet it too.

4 Remember, you've hired fiduciaries,

5 you've hired a consultant. What I wouldn't want

6 you to do is just say, well, we're going to do it.

7 Because you've now circumvented the checks and

8 balances that you've put into place here to

9 protect yourself from any type of a fiduciary

10 issue.

15

11 Again, I'm not trying to blowup a 12 deal or anything like that. If its legal and the 13 people that you pay to watch your back say it's

4 okay hayo at it

14 okay, have at it.

MR. BIANCHI: That's where we're at, Ron.

MR. IOVINELLI: And that's something that we've done in the past regarding advisory opinions

we've done in the past regarding advisory opinion

18 and stuff like that, just so you know. Like when

19 Former Chief Dave Traiforos retired and there was

an issue about his salary, before we did anything

21 we had an advisory opinion from the DOI. They

22 said yep.

This way -- because we just went through an audit. By the way, we haven't heard

- 1 anything. We just went through an audit, and this
- 2 way, as long as there's a piece of paper to say
- 3 yeah, then there's not an issue.

4 MR. HELLER: Yeah, we're not looking for

- 5 any special dispensations here. We understand
- 6 that you have to do things according to Hoyle.
- 7 There's no question about that.
- 8 What we are saying is: It's coming
- 9 down the pike at you. Let's start preparing for
- 10 it. And to the extent that you've got some wiggle
- 11 room, we'd appreciate using it. That's basically
- 12 my message today.
- MR. IOVINELLI: Okay.
- MR. REIMER: Better to ask for permission
- 15 than forgiveness, unless you're at my house.
- MR. HELLER: I think it's the other way
- 17 around.
- 18 (WHEREUPON, a discussion was held
- off the record.)
- MR. REIMER: I'd be happy to talk to
- 21 whoever I need to talk to.
- MR. HELLER: And, again, I'd be happy to
- 23 talk to whoever wants to talk to me about any of
- 24 this stuff. More than happy to fill you in on
  - 52
- 1 where we are and where we're going and what some
- 2 of the plans are and that sort of thing.
- 3 MR. CAPARELLI: Sure. And on our end,
- 4 those wheels are already in motion.
- **5** MR. IOVINELLI: And Ron and Dave have
- 6 spoken.
- 7 MR. CAPARELLI: Perfect.
- 8 MR. IOVINELLI: Okay. Legislatively,
- 9 everybody got a copy of Rick's newsletter? Any
- 10 questions? Anything new going on that we should
- 11 be aware of?
- MR. REIMER: You know, not really. I
- 13 will let you read this at your leisure if you need
- 14 to go to sleep. Just some case law, nothing
- 15 earth-shattering.
- 16 I think the only legislative change
- 17 that you should be aware of, we talked about at
- 18 the January meeting, which is the requirement that
- 19 all members have to get to the -- have to get
- 20 certified through the Illinois Attorney General's
- 21 Office Public Access Council. We all have to
- complete on-line Open Meetings Act training. You
- 23 can't get that anywhere else. You can't go to a
- 24 IPPFA or an IPFA or an AFFI seminar. You've got

- to get that training within one year, those of you
- that were on the Board as of January 1st of 2012.
- 3 It takes -- you know, you log on.
- 4 It's free. They run you through it. You take a
- 5 test and then you get a certificate. Make sure
- 6 you turn your certificate over to Steve or whoever
- 7 is keeping your training. So that's the bad news.
  - The good news is: The training
- 9 on-line to get that certificate counts towards
- 10 your annual 16 hours training.
  - So the question is: How long did
- 12 it take you? I got to go with 16 hours. You're a
- 13 slow reader --

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- MR. PANZICA: It took me that long.
  - MR. REIMER: It takes you about an hour
- 16 and a half and you do get a certificate. So get
- 17 that done. If for some reason there's a change in
- 18 the Board -- I think you got elections coming up.
- 19 If there's a new trustee that comes on as elected
- 20 or appointed, that trustee has three months to get
- the Open Meetings Act training. That's really it.
- 22 As far as what's going on in
- 23 Springfield, you read all this stuff in the paper
- 24 in terms of what's going to happen to your
- 24 III terms of what's going to happen to you
  - -
- 1 pension. I'm not the lobbyist, but I try to keep
- 2 up with what we think is going on down there
- 3 through the actual lobbyists that are in the
- 4 trenches. What's going on now is apparently Quinn
- 5 is focusing on the State funds so that he can --
- 6 is able to work on balancing the budget and
- **7** getting bonds.
- 8 There's not really anything going
- 9 on with respect to Article III and Article IV this
- 10 year. So everybody from the special interest
- 11 groups, other than the Municipal League, most of
- 12 the unions and the pension organizations are
- 13 taking a hands-off approach. We're going to leave
- 14 it alone.
- Nothing is supposed to happen this
- 16 year in terms of Article III and Article IV, so
- 17 we're taking a wait-and-see approach. What
- 18 happens with the State funds, what pans out there,
- 19 I would expect you'll see something next year that
- 20 will address Article III, Article IV, Article V,
- 21 VI, the Chicago funds and probably IMRF. That's
- 22 what I'm hearing. So nothing to panic about yet.
- MR. BIANCHI: All right.
- MR. IOVINELLI: Okay. All right.

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month.

MR. BIANCHI: Hopefully in the next

MR. IOVINELLI: Right. There's a

nominating petition up. We do have it, but we

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