

**BOARD OF TRUSTEES**  
**DOWNERS GROVE FIREFIGHTERS PENSION FUND MEETING**  
**Downers Grove Fire Department Station 2, 5420 Main,**  
**Fire Station 102 Lieutenant's Office (Primary) and Electronic Conference**  
**November 5, 2020 – 1700 hrs.**

Trustee Campbell called the meeting to order at 1701 hrs. in the Lieutenant's Office of Downers Grove Fire Department Fire Station 102, 5420 Main, Downers Grove, IL.

**Agenda Item – 2**

Trustee Campbell made a recommendation that a motion be made to allow electronic attendance.

**MOTION:** A motion was made by Trustee Campbell to conduct the November 5, 2020 Quarterly Pension Board meeting electronically. Seconded by Trustee Bacidore.  
**Motion carried by a vote of 4-0.**

Roll Call vote: Trustee Kuchta      Aye  
                  Trustee Bacidore     Aye  
                  Trustee Campbell     Aye  
                  Trustee Ludwig         Aye

**Members Present**

Trustee Ludwig            Present (electronically)  
Trustee Kuchta            Present (electronically)  
Trustee Bacidore,        Present (electronically)  
Trustee Campbell        Present (in person)  
Trustee Moy                \*\*Absent at start (*joined electronically halfway through meeting*)  
Non-voting Downers Grove Finance Director Judy Buttny (electronically)

**Members Absent:**

**Guests**

Paul Marchese – Marquette Associates (electronically)  
James Ritchie (Actuary) – Lauterbach & Amen, LLP (electronically)  
Eric Endriukaitis - Lauterbach & Amend, LLP (in person)  
Richard Reimer, Attorney - Reimer & Karlson LLC (electronically)

Atty. Reimer advised President Campbell that he would need the consent of each participating member to the recording of this meeting.

**Guests**

Paul Marchese – Marquette Associates (electronically)	Consents
Eric Endriukaitis - Lauterbach & Amend, LLP (electronically)	Consents
Richard Reimer, Attorney - Reimer & Karlson LLC (electronically)	Consents

**Members**

Trustee Kuchta	Consents	
Trustee Bacidore,	Consents	
Trustee Campbell	Consents	
Trustee Ludwig	Consents	
Trustee Moy	Consented upon joining ( <i>see minutes page 4</i> )	
Non-voting Downers Grove Finance Director Judy Buttny		Consents

**Agenda Item – 3**

**Approval of Minutes**

Trustee Campbell advised that Trustee Bacidore had sent out an amended copy of the Quarterly Meeting Minutes of August 13, 2020.

**MOTION:** A motion was made by Trustee Campbell to approve as amended Quarterly Meeting Minutes of August 13, 2020. Seconded by Trustee Bacidore.

Roll Call vote: Trustee Ludwig Abstained  
Trustee Kuchta Aye  
Trustee Bacidore Aye  
Trustee Campbell Aye

**Motion carried by a vote of 3-0 with 1 Abstained.**

## Agenda Item – 4

### **Report from MarquetteAssociates**

### **Handout**

MarquetteAssociates DGFDPension Fund  
October 31, 2020 Third Quarter Report

Mr. Marchese reviewed and presented the October 31, 2020 report beginning with large and small cap equity returns to date as related to the upcoming election. The pandemic has had a down effect on the market but anticipation of a vaccine to help end this pandemic have helped to keep the market somewhat steady. Marquette is relying on the Investment Policy Statement and staying close to those targets for the past couple of months so there should be no surprises in terms of what the results are.

Regarding the Compliance page, we will continue to maintain CS McKee on Alert which we feel should continue on through the first half of 2021. ~~At the end~~ of Sept. fund is at 63.9 million – going along pretty closely with the targets. U.S. Equities are slightly overweight at 40 compared to 39. Currently impacts on commercial real estate for the third quarter actually look positive.

Mr. Marchese advised that tax levy monies did come in with a portion of the funds were put back into the market as there was access above the \$1 million threshold. \$500,000 was split in half between CS McGee and the Vanguard 500 Index bringing the Fund back under the threshold and in align with the target. August 19, 2020 was when the transfer was made. Mr. Marchese feels the current cash cushion should be maintained until the end of the year.

Mr. Marchese reviewed the current cash flow over the YTD. The Fund started the year with \$61.4 million with a net positive cash flow of \$570,000 and still eke out a positive return from the investment standpoint of slightly under \$2 million of investment gains for the 9 months of the current year. Broad performance YTD 3.2% since 9-30 as asset allocation and part as manager selection. Indexing the portfolio at this time is not worth pursuing considering some of the constraints of State Statutes.

Discussion continued from previous meetings regarding U.S. Equities, small and mid-cap holdings being overweight, and the current performance and whether to remove from portfolio at this point. Marquette's advice is that in the current market atmosphere to maintain small and mid-cap funds is the most prudent at this time. Some of the actions specific to the last meeting specific to non-US Equity composite as far as smaller line-up. We got rid of the DSA Funds (?) dedicated emerging markets and small cap exposure through the actual index itself. Fidelity has no track record but going forward we will see that we did add index in large to remove the items we talked about. We are already overweight in the small cap on the US side so will lighten up some of the small cap.

Trustee Campbell inquired about the Fidelity Index as discussed at the last meeting. He wanted to know if the Fund was invested into that position, when the transfer was made. Was it right after the meeting? That same week? When did it actually happen? Mr. Marchese advised that it was facilitated on August 18, 2020 and settled on August 19, 2020.

Trustee Campbell then inquired if rate of return would be known at the end of November, and if so,

would Mr. Marchese email that information to him or to the Board as a whole.

Mr. Marchese did advise that the Board should be aware that it might not appear in a three month snap shot but over a longer period of time particularly due to the US Equity Index of small and mid-cap that it is a good parking place.

The principal real estate fund index was then discussed as being up 30 basis points. Principal is essentially flat for the quarter. Probably will be a slower development in terms of U.S. Property account and market value but up 8.5% and at an all-time low interest rate. Marquette still think there is a place for commercial real estate in an institutional portfolio.

Mr. Marchese that currently the Fund is up 3% and is advising sticking with the current structure is what he is advocating at present time. Going out 5 years with smoothing with regards to the funds. The Fund is approximately 7.8% net and 7.3% over the past 10 years. Asset allocations are working.

U.S. Property–separate account was discussed. Ultimately the consolidation will change the structure of the Fund attracting different types of funds particularly non-qualifying assets. Right now, the Fund is interested in the U.S. Property – Separate Account and will be invested in that separate account being the only way to be active in the State ~~Statuettes~~Statutes. The difference is that the Fund will be accessing a separate account and will and it will be holding real estate proprieties at approximately 5% of current holdings within the actual separate account itself. The other 95% exposure will be held in a pass-through entity basically a partnership. It is a legal work around allowing different types of investors. It will really not lead to any meaningful change in how they will be handling this product. It will still be in compliance with State ~~Statuettes~~Statutes. In terms of the day-to-day management nothing will change just a shift in the legal formation. No actual short- or long-term change.

If there is no objection to this, the Board does not need to take any action on this change. However, if the Board has any reservations, they can object to this.

**At this point Trustee Campbell advised Trustee Moy that he would need to declare if he would “Consent” to electronic meeting and being recorded.**

**In response, Trustee Moy expressed his “Consent”.**

**Atty. Reimer advised that no “Motion” is needed by the Board with regard to the “Recommendation” of the “Consultant” Marquette and Associates if there is no objected to the recommendation.**

**Trustee Campbell advised the Board that he did send out to the Board members the bullet points brought up by Marquette and Associates and asked if there were any questions. Hearing none he Trustee Campbell advised that it would move forward.**

**Mr. Marchese thanked the Board and advised that if they heard further from Principal, they would advise the Board. The change should take place by the second half of next year. In terms of the Investment Policy Statement, Mr. Marchese has included a red line which was send to the Board earlier in the week. The only change would be to the ~~ORIENTATION (?)~~**

~~to the~~ non-U.S. Equity composite as it appears removing the dedicated small cap in emerging markets – they will be called non-U.S. Equity HARTFORDS all caps strategy which will show as Broad U.S. Equity at 15% which was all ready in terms of cash international. Range is not changing – it is 10-20 and is reflected on the table. Cleaning up the benchmark – will add Fidelity to the International Equity bucket next to Hartford – both benchmarked against the MSC Equiax and simply removing Franklin Templeton and DFA from this line up. Change of a few dates with respect to the investment policy.

Atty. Reimer asked Mr. Marchese about recent changes on sustainability as a result of Public Act 100473 basically stating that these are items the Board is supposed to consider.

Mr. Marchese advised that it is in bullet point 7 (page 6) states, “Ensure material relevant to the decision regarding sustainability factor has all been considered by the Board of Trustees.”

Atty. Reimer advised that the Board needs to make a Motion to adopt the investment policy.

**MOTION:** A motion was made by Trustee Campbell to adopt the investment policy. Seconded by Trustee Bacidore.

**Motion carried by a vote of 5-0.**

Roll Call vote:	Trustee Moy	Aye
	Trustee Kuchta	Aye
	Trustee Bacidore	Aye
	Trustee Campbell	Aye
	Trustee Ludwig	Aye

Atty. Reimer advised that once the Board signs the policy Mr. Marchese should take care of filing that document with DOI. As Mr. Endriukaitis, of Lauterbach & Amen has a direct upload to DOI advised that after all Trustees sign the document, it should be sent to him and he will send to DOI.

Mr. Marchese will send a clean copy to Trustee Bacidore and include the full Board of Trustees.

**MOTION:** A motion was made by Trustee Campbell to accept the 3<sup>rd</sup> Quarter Report from Marquette Associates. Seconded by Trustee Moy.

**Motion carried by a vote of 5-0.**

Roll Call vote:	Trustee Moy	Aye
	Trustee Kuchta	Aye
	Trustee Bacidore	Aye
	Trustee Ludwig	Aye
	Trustee Campbell	Aye

**Agenda Item 5 - A**  
**Report from Lauterbach & Amen, LLP**

**ATTACHMENT**  
Lauterbach & Amen, LLP  
Monthly Financial Report  
For the Month Ended September 30, 2020

Eric Endriukaitis, of Lauterbach & Amen, reviewed the Monthly Financial Report for month ended September 30, 2020. Total cash and investments for the fund was \$63,811,358 with accrued interest of \$97,735; net position held in trust as \$63,911,073.35.

He then reviewed the income statement. Between the Village and Active members \$4,423,266 and the investment growth is just above \$1.8 million; total additions, \$6.263 million; deductions paid to date \$3,786,088. Totals for 9 months the Fund is positive just under \$2.5 million.

Mr. Endriukaitis reviewed the cash flow of income report. Between August and September, a \$1.7 million dollars but more will not be deposited until June as previously discussed. Pension benefits are currently at \$424,000 ~~strong~~ and will increase in January due to the COLAs that will be included and also a new revised Retired FF Christeson calculation.

Trustee Campbell asked for the total contribution by the Village to the Pension Fund to date. Mr. Endriukaitis advised that the contribution amount to date received by the Fund from the Village as indicated in the presented report is \$3,835,337 to date.

Mr. Endriukaitis reviewed the balance of his quarterly presented the vendor report ~~showing income, contributions from Village and employees, expenses, pension expenses, payroll journal and transfers out of the Fund~~ for expenses for a total of \$187,099.34.

**MOTION:** A motion was made by Trustee Campbell to accept the Lauterbach & Amen Monthly Financial Report for month ended September 30, 2020. Seconded by Trustee Bacidore,

**Motion carried by a vote of 5-0.**

**Roll call was taken:**

Trustee Campbell	Aye
Trustee Bacidore	Aye
Trustee Kuchta	Aye
Trustee Ludwig	Aye
Trustee Moy	Aye

## **TREASURER’S REPORT**

### **Agenda Item 6 - A**

#### **Payment of Bills**

Finance Director Buttney requested that the DGFDP Pension Fund Board approve the Vendor Check Report August 1, 2020 through October 31, 2020 in the amount of \$171,508.16.

Trustee Campbell requested an explanation of the IRS payment of \$42,000 each month. Mr. Endruikaitis advised that the IRS payment is the Federal Withholding from the members. Strictly a pass-through account going from their paychecks and Lauterbach submits the funds to the IRS.

**MOTION:** A motion was made by Trustee Campbell to approve the Vendor Check Report of August 1, 2020 through October 31, 2020 in the amount of \$171,508.16. Seconded by Trustee Moy.

**Motion carried by a vote of 5-0.**

#### **Roll call was taken:**

Trustee Campbell	Aye
Trustee Bacidore	Aye
Trustee Ludwig	Aye
Trustee Kuchta	Aye
Trustee Moy	Aye

#### **New Employee’s / Retirees / Issuance of a refund**

### **Agenda Item 6 – B-2**

#### **Firefighter John Christeson Retirement Application**

Trustee Campbell noted that there was a change to the collective bargaining agreement retroactive to May 1, 2020 so a recalculation of FF John Christeson’s calculations needs to be done.

Mr. Endruikaitis advised that he just sent this new calculation to the Pension Board members.

Finance Director Judy Buttney did confirm that pension contributions were deducted from the retro pay.

Atty. Reimer advised that because the collective bargaining agreement was signed, Retired FF John Christeson did receive retro pay and his salary increase and he will pay the extra 9.45 on it. The Pension Board is entitled to do this under the DOI Administrative Rules and Regulations.

Trustee Campbell advised that the change in the benefit for John Christeson will be an increase in the applicable salary to the amount of \$96,519. His applicable pension percentage is still the same

at 68.54%. Therefore, his new amended amount of the original monthly pension granted to the member is \$5,512.98.

**MOTION:** A motion was made by Trustee Campbell to approve the amended calculation for benefits for Firefighter John Christeson. Seconded by Trustee Moy.

**Motion carried by a vote of 5-0.**

**Roll call was taken:**

Trustee Campbell	Aye
Trustee Bacidore	Aye
Trustee Kuchta	Aye
Trustee Ludwig	Aye
Trustee Moy	Aye

**Agenda Item 6 – B-3**

**Firefighter/ Paramedic Michael Baldwin Reciprocity Transfer**

Trustee Campbell noted that the FF/PM Baldwin reciprocity calculation was requested for military service transferred to creditable time. That calculation has been completed; however, no further action has been taken to my knowledge.

Atty. Reimer asked if this was a military service, not really a reciprocity? Trustee Campbell advised that was correct. Atty. Reimer advised that he thought the Pension Board Rules and Regulations advised that if he needed to pay money, and he couldn't afford it, that either a lump sum payment or financing up to 5 years. If FF/PM Baldwin decides he does want to move forward with this please notify Atty. Reimer with all the data. If it is a lump sum Atty Reimer will not be involved but if it is installment payments, he would need to know to have a written, enforceable agreement on that.

**Agenda Item 6 – B-1**

**Gerald Bonsonto Reciprocity**

Trustee Campbell asked Mr. Endruikaitis if he had the date FF/PM Bonsonto inquired about the reciprocity to the Chicago Fire Department or notified the Downers Grove FD Fund. Also, has Mr. Endruikaitis to date heard anything from the Chicago FD. Mr. Endruikaitis records that it has been at least since September 2019.

Mr. Endruikaitis advised that Lauterbach has contacted the Chicago FD but have been advised it is not yet ready. He hopes to have the information by February, 2021.

Trustee Campbell advised that FF/PM Bonsonto was allowed to request reciprocity from Chicago

Fire Department due to recent State law and requested that information from in September 2019. I had a conversation with Chicago's Executive Director last week and expressed to him that it was unacceptable to wait several months to simply comply with the calculation so that Lauterbach can assist in giving the member the amount of money he would need to make them whole and also expressed to him that we expected kindly reply and that our meeting was on November 5. I spoke with him on October 29, 2020 when he advised me that he didn't think it would be a problem to provide that information. To date, the Pension Board has not heard back from them. Trustee Campbell asked Atty. Reimer what are the Pension Board's options to obtain this information.

Atty. Reimer advised that 1) file a lawsuit, or 2) DOI (who has very little authority over the Article 4, 5 and 6 Funds).

Trustee Campbell expressed that the largest problem with the delay in the Pension Fund receiving a calculation is that as time goes on, the compounding interest to the money owed is continuing to grow for the member who has a legal right to be able to transfer his time. At some point, that compounding interest may make it financially unaffordable for him to transfer that time that he has a legal right to transfer and will be unable to because of a delay from Chicago. What kind of expense and process are we looking at for filing a lawsuit?

Atty. Reimer advised that his hourly rate plus court costs. It could cost the Fund several thousand dollars. He cited a similar case where when the calculations were finally provided by Chicago, he was able to defend in court the waiving of the interest back to the ask date. He expressed that he felt that he would rather ask for forgiveness than for permission. He suggested that they could write a letter, or he could call their attorney to inquire as to what could be done to obtain the calculation information. Worst case scenario he could defend giving up that interest so that it does not become unaffordable for the member.

Trustee Campbell expressed that it is the Pension Fund's fiduciary responsibility to provide to the member the interest they acquired based on a delay and is not a breach of the Fund's fiduciary responsibility. Trustee Campbell does not feel it is reasonable to spend a lot of the Fund's money on a lawsuit defending one member trying to transfer their time.

Trustee Ludwig advised that she agreed with Trustee Campbell's statement and would agree that Atty. Reimer's writing a letter to their Board would be a more cost-effective effort. Trustee Bacidore agreed with Atty. Reimer writing the letter. Trustee Kuchta agrees.

It was agreed that Atty. Reimer will write a letter to Chicago and Trustee Campbell will provide all information currently on file relative to the case.

## **OLD BUSINESS**

### **Agenda Item7 - A Schultz Beneficiary Trust**

Atty. Reimer advised that the last thing he received was a draft trust agreement from Atty. Maziar on September 24, 2020. Atty. Lambardi (a partner at the firm) reviewed the draft and responded to Atty. Maziar on October 1, 2020. "... Rick asked me to respond to your recent email attaching draft trust documents in the Downers Grove Fire – Schultz Trust matter. Section 1-20 of the Pension Code attached. The Pension Fund will not provide guidance on drafting the trust documents. However, in accordance with that section, the Fund will accept an affidavit signed by the Trustee advising that the funds will be held or used for the sole benefit of the minor child. Please feel free to form a draft affidavit for review prior to execution." Here it is November 5 and we have had no response.

Trustee Campbell asked, if one of the children was 16 at the time John Schultz passed away. What happens if this drags on for a significant amount of time and that child turns 18? Does the Fund just pay her an individual check at that point because she will be considered an adult for everything she is owed? Atty. Reimer advised that, yes, we would pay to the Trust whatever amount is owed to her. Once the child turns 18 the benefit terminates. Trustee Campbell wanted to know if a Trust has still not been established when the child turns 18, then being an adult, would the Fund need to send her a check for what is owed her? Atty. Reimer advised that he did not believe the Fund could do that because of a "Uniform Gift to Minors" act which puts a whole different spin on what you can do. Atty. Reimer will try to contact Atty. Maziar to try and settle this problem.

Trustee Campbell asked if even if the child turned 18 would there still need to be a Trust for the Fund to pay the benefit to as oppose to the Fund paying her directly.

**Agenda Item 7 - B**  
**Scheduling of Annual Physicals for Disabled Members**

Due to COVID-19 scheduled exams for disabled members were cancelled and rescheduled.

**MOTION:** A motion was made by Trustee Campbell to table 2021 Annual Physicals for Disabled members until the First Quarterly Board meeting of 2021. Seconded by Trustee Bacidore .

**Motion carried by a vote of 5-0**

**Roll call was taken:**

Trustee Campbell	Aye
Trustee Bacidore	Aye
Trustee Ludwig	Aye
Trustee Kuchta	Aye
Trustee Moy	Aye

**Agenda Item 7 - C**  
**Scheduling of 2021 Board Meetings**

February 18, 2021	5 p.m.
May 6, 2021	5 p.m.
August 5, 2021	5 p.m.
November 4, 2021	5 p.m.

**Agenda Item 7 - D**  
**2020 FPIF Pension Election**

Trustee Campbell advised that at the last Quarterly meeting the Fund had complied with the request to give all of the Fund members information to the new Fund so they could conduct elections. The Trustees for Active members were appointed by acclamation. The Trustees for the Retirement position is contested so the election should be ongoing and the ballots will be coming out shortly. All of the members information has been sent to the Fund so our retired members should be receiving their ballots by mail.

Regarding the new FF Investment Fund, Trustee Campbell advised that they do have a Trustee Training Program that is a requirement for our con-eds. Their next training session is November 10, 2020 – 4 hrs – for the transition period and he will email out the link to the Board members.

Atty. Reimer reminded the Trustees that they are required to do the 8 hrs. but in addition the 4 hr. Trustee Transition Training is needed. The Consolidated Fund did an initial 2 hr. training a few weeks ago and you should be able to obtain that online. On November 10 will be the second half – 2 hrs. The training is free. Trustee Campbell questioned if the Transition Training could be part of the required annual 8 hrs but if the 8 hrs was already completed you would still need to complete the 4 hr Transition training. Atty Reimer advised that that was correct.

**NEW BUSINESS**

**Agenda Item 8 - A**  
**York Center Fire Protection District Secondary Employment Report**

In compliance with the new Secondary Employment Report, employers have to notify the Fund of annual earnings, exposures or injuries for anyone working for them as secondary employment as a FF. We received a report from York Center and have 3 members who work secondary employment for them. We have been asked by ~~statuette~~ statute to collect this information. We have not received any guidance as to what to do with it and if we need to put this in our annual report. To date we have been putting this in their file. Atty. Reimer advised that that is all that is required at this time and would suggest that it be placed not only in the employee pension fund file but also in a collective secondary employment file.

Before beginning of this Agenda Item, the Board agreed that Mr. Marchese, Mr. Ritchie, Mr. Endruikaitis and Finance Director Buttney were thanked for their time and would not need to stay for this last item.

**Agenda Item 8 – C**

## Discussion of Request for Proposals

Trustee Kuchta brought up the matter of fiduciary/liability responsibility with issues concerning the consolidation of the Pension Funds and Atty. Reimer being able to represent the DGFDP Pension Board because there might be a conflict of interest because he is representing the Police Board. He was wondering if because of this co-council is needed or we need a different council?

Atty. Reimer advised that there are two issues involved.

- 1) Under the new statute when do your fiduciary duty end? The answer is by ~~statuette~~-statute once you receive the notification from the consolidated board that they have certified your investment assets and you cannot trade anymore, your fiduciary ends with respect to investment decisions. But your fiduciary duty does not end when it comes to still paying benefits and adjudicating claims (disability, death, survivor).

Do you still need fiduciary liability insurance? The answer is absolutely. Any of the agents that write the policy will tell you that the two most common claims for fiduciary duty are, overpayment of benefits and denial of disability benefits. Even though they are not fiduciary claims they are covered acts under your policies. You will still have that and it will not go away until they decide to go into Phase 2 and 3 and eliminate the individual pension boards altogether.

He advised the municipality cannot sue a board member for breach of fiduciary duty. By ~~statuette~~-statute there is only 4 entities that can sue you for breach of fiduciary duty: a participant, a beneficiary, another fiduciary or the attorney general's office of the state of Illinois.

- 2) Atty Reimer advised that he has absolutely nothing to do with the Fire Board and is not involved with the Fire Board. Temporarily he is interim General Council for the Police Consolidated Board. I have heard there is a lawsuit that is going to be filed. The only time there will be a conflict is if there is a law suit and you ask me questions about a law suit other than factual. The only conflict will be on the Police Board side.

Trustee Kuchta finished with he wanted to bring the issue forward and appreciated Atty Reimer answer.

Trustee Moy asked Atty. Reimer if there are any rules as to amount of liquidity that the Pension Fund or the Village must have in the Fund to take care of the day-to-day business. If they acquire all of our Funds, we have nothing to draw from. Atty. Reimer advised that there is nothing in the ~~statuette~~-statute of any amount, but the DOI said that it would be basically up to the individual Funds what decide what the liquidity needs are because the participants and vendors would still need to be paid. Nothing the new Board does can do anything to harm the Board that participants and vendors are not paid.

Atty. Reimer did give his quarterly review. He brought up House Bill 5799. The mandate from the State is all pension funds have to be funded 90% by 2040. The bill is proposing that they extend that by another 10 years to 2050. It is not known if they will call that in the upcoming veto session.

**PUBLIC COMMENT**

None

**ADJOURN**

**MOTION:** Trustee Campbell made a motion to adjourn.  
Trustee Bacidore seconded the motion.

**Motion carried 5-0.**

**Roll call was taken:**

Trustee Campbell	Aye
Trustee Bacidore	Aye
Trustee Ludwig	Aye
Trustee Kuchta	Aye
Trustee Moy	Aye

The meeting adjourned at        hrs. **No time given**

Respectfully submitted.

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Firefighter/Paramedic Anthony Bacidore, Secretary

AB:pp All Files/Pension/2020 –1-05-20 Quarterly Meeting Minutes