

STATE OF TEXAS }
COUNTIES OF POTTER }
AND RANDALL }
CITY OF AMARILLO }

On this the 28th day of November 2012, members of the Firemen's Relief and Retirement Fund Board of Trustees of Amarillo, Texas met in regular session at City Hall, 509 East Seventh Avenue, Amarillo, Texas, with the following members and guests present:

<u>MEMBERS</u>	<u>PRESENT</u>	<u>HELD SINCE APPOINTMENT</u>	<u>ATTENDED SINCE APPOINTMENT</u>
PAUL HARPOLE, MAYOR	NO	17	0
JOE NEELY, CHAIRMAN	YES	198	170
JEFF GREENLEE, VICE CHAIRMAN	YES	132	127
DEAN FRIGO, SECRETARY	YES	266	246
DAVID PRESTON, CIV. MEM.	YES	213	164
JOE HOWELL, CIV. MEM.	NO	182	145
TONY ROBINSON, FIREMAN	NO	107	98

Also present: Kelly Bevis (Wells Fargo Advisors), Michelle Bonner, Finance Director; and Andrea Rains, Recording Secretary.

ITEM 1. Mr. Neely presented the minutes from the meeting held on October 17th, 2012. There were no questions or comments. Mr. Preston motioned to approve the minutes as presented. Mr. Greenlee seconded the motion and it carried unanimously.

ITEM 2. Ms. Bonner presented the Investment Resolution as follows:

Maturities

10/15/12	\$1,000,000.00 Par Value 3.0% Coupon – Maturity Date: 10/15/2012 Anheuser Busch Inbev	
	Total Proceeds:	\$ 1,000,000.00
	Total Costs:	\$ 1,024,280.00
	Net Gain (Loss):	(\$ 24,280.00)

Purchases

10/09/12	3,000 Shares Johnson & Johnson Com	
	Total Costs:	\$ 207,150.90
10/16/12	42,000 Shares SunTrust Banks Inc Com	
	Total Costs:	\$1,270,957.80

Motion was made by Mr. Greenlee, seconded by Mr. Preston and unanimously carried to approve the Investment Resolution as presented.

ITEM 3. Mr. Frigo presented the Fund's summary of revenue and expenditures at October 31, 2012 and reported a total market value of \$122,751,461.14. He reviewed employer/employee contributions for the month of approximately \$409 thousand and noted that benefit payments were about \$705 thousand. Mr. Frigo explained that total disbursements were over total receipts by approximately \$114 thousand. He reviewed that the Fund was invested 3% in cash, 23% in fixed income and 74% in equities.

ITEM 4. Ms. Bevis presented the Capital Markets Review for the period ending September 30, 2012. She reviewed that for the latest quarter, the Fund experienced returns of 5.19% versus that of the Policy of 4.57%. She added that the Fund had returns ahead of the Policy for the 3-year, 5-year, and 10-year periods. Ms. Bevis reviewed that the Fund is taking less risk than that of the Policy and getting a greater return. For the latest quarter, year-to-date, and 1-year periods, she explained that the Fund ranked in the 22nd, 25th, and 29th percentiles, respectively. Ms. Bevis stated that Luther King had added value to the Portfolio and that the report was good overall.

ITEM 5. The Board acknowledged receipt of the Written Investment Report from Luther King Capital Management.

ITEM 6. The Optional Joint and 100 Percent Pre-Retirement Death Benefit Election for Johnny M. Saunders was motioned for approval by Mr. Greenlee, seconded by Mr. Frigo and unanimously carried.

ITEM 7. Mr. Greenlee motioned to approve the Form 100, Change of Beneficiary, for Ronald D. Powers. Mr. Preston seconded the motion and it carried unanimously.

ITEM 8. Motion to approve the Form 100, Change of Beneficiary, for Jay Michael Arnold was made by Mr. Greenlee, seconded by Mr. Preston, and unanimously carried.

ITEM 9. Motion was made by Mr. Greenlee, seconded by Mr. Preston, and unanimously carried to approve the Form 100, Change of Beneficiary, for Alan R. Teague

ITEM 10. Mr. Greenlee motioned to approve the Form 100, Change of Beneficiary, for Jerry F. Howell. The motion was seconded by Mr. Preston and carried unanimously.

ITEM 11. Form 135, Termination of Employment Application for Refund of Retirement Contributions, for Austin D. Howell in the gross amount of \$11,203.94 was motioned for approval by Mr. Greenlee. The motion was seconded by Mr. Preston and carried unanimously

ITEM 12. Termination of Employment Application for Refund of Retirement Contributions, Form 135, for Tristan A. Hilton was motioned for approval in the gross amount of \$501.84 by Mr. Greenlee, seconded by Mr. Preston and carried unanimously.

ITEM 13. Mr. Frigo motioned to terminate retirement benefits for Mr. James M. Wortham. Mr. Greenlee seconded the motion and it carried unanimously. Ms. Bonner explained that staff would need to make contact with Mr. Wortham's family to determine the beneficiary for Mr. Wortham's lump sum death benefit. She added that once the beneficiary had been established, staff would come back to the Board for direction on distribution of the lump sum death benefit.

ITEM 14. Motion was made by Mr. Greenlee, seconded by Mr. Frigo and unanimously carried to approve payment in the amount of \$15,875.00 to John M. Crider, Jr. for the actuarial valuation of the Fund as of January 1, 2012, preparation of benefit statements, meetings with firefighters, and the study of the effect on the Plan's amortization period of a one percent increase in the member contribution rate.

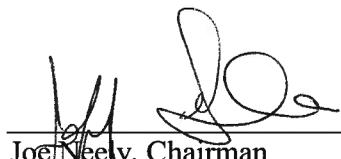
ITEM 15. Mr. Preston motioned to approve payment in the amount of \$628.88 to TEXPERS for the Fund's 2013 annual membership dues. Mr. Greenlee seconded the motion and it carried unanimously.

ITEM 16. Mr. Frigo explained that two proposals had been received by the City of Amarillo to perform the Actuarial Audit of the Plan. He reported that Gabriel Roeder Smith & Company (GRS) had submitted a proposal in the amount of \$25 thousand and that Gallagher Benefit Services, Inc. had submitted a proposal in the amount of \$15 thousand to perform the audit. Mr. Frigo added that staff recommended using Gallagher and noted that the City would pay for the cost of the audit. He stated that the City had used Gallagher in the past and the firm was very attentive. Mr. Frigo pointed out that Gallagher's proposal would cover the law requirements, and would keep the Fund in compliance. Mr. Greenlee motioned to approve the Actuary, Gallagher Benefit Services, hired by the City to perform the actuarial audit of the Plan. Mr. Frigo seconded the motion and it carried unanimously.

ITEM 17. Mr. Greenlee announced that with his recent appointment as Fire Chief, he felt it was best that he stepped down from the Board. Mr. Neely explained that nominations had been received to fill Mr. Greenlee's vacancy on the Board and reported that Tony Robinson had nominated Arick Wray, Barry Robinson had nominated Chris Campbell, Andy Butt had nominated Brandon Mason, Jeremy Clancy had nominated Joey Clement and Brandon Stennett had nominated Chris Briley. He further explained that Mr. Greenlee's term would expire in January of 2014 and that a ballot would be held to fill the remainder of Mr. Greenlee's term, along with the ballot for Mr. Robinson's expiring term. Mr. Neely added that there were no nominations for any member to run against Mr. Robinson for his seat on the Board.

ITEM 18. Public Comments. There were no public comments.

THERE being no further business, the meeting adjourned at 10:35 a.m.

For: 
 Joe Neely, Chairman
 by Jeff Greenlee

ATTEST:


 Dean Frigo, Secretary