

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

On this the 18th day of June 2014, 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	YES	36	19
JOE NEELY, CHAIRMAN	YES	217	187
TONY ROBINSON, VICE-CHAIRMAN	YES	126	116
MICHELLE BONNER, SECRETARY	NO	16	13
BRANDON MASON, FIREMAN	YES	18	17
DAVID PRESTON, CIVILIAN MEMBER	YES	232	179
JOE HOWELL, CIVILIAN MEMBER	YES	201	161

Also present: Bobby Martinez, Amarillo National Bank; Laura Hastings, Finance Director, City of Amarillo; and Andrea McDonald, Recording Secretary, City of Amarillo.

ITEM 1. Mr. Neely presented the minutes from the meeting held on May 21st, 2014. With no questions or comments, Mayor Harpole motioned to approve the minutes as written. Mr. Mason seconded the motion and it carried unanimously.

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

Maturities

05/15/14	\$1,000,000.00 Par Value 3.2% Coupon – Maturity Date: 05/15/2014 Wal-Mart Stores Inc		
	Total Proceeds:	\$ 1,000,000.00	
	Total Costs:	\$ 1,024,980.00	
	Net Gain (Loss):	(\$ 24,980.00)	
05/15/14	\$500,000.00 Par Value 1.2% Coupon – Maturity Date: 05/15/2014 Johnson & Johnson		
	Total Proceeds:	\$ 500,000.00	
	Total Costs:	\$ 499,415.00	
	Net Gain (Loss):	\$ 585.00	
05/30/14	\$1,000,000.00 Par Value 1.55% Coupon – Maturity Date: 05/30/2014 Hewlett –Packard Co		
	Total Proceeds:	\$ 1,000,000.00	
	Total Costs:	\$ 1,006,960.00	
	Net Gain (Loss):	(\$ 6,960.00)	

Purchases

05/01/14	1,000,000 Par Value 2.3% Coupon – Maturity Date: 10/15/2018 BB&T Co MDY/S&P: A1/A YTM: 2.04%		
	Total Costs:	\$1,010,870.00	
05/01/14	250,000 Par Value 1.2% Coupon – Maturity Date: 11/29/2017 Amazon.com Inc MDY/S&P: Baa1/AA- YTM: 1.46%		
	Total Costs:	\$ 247,775.00	
05/01/14	1,000,000 Par Value 2.6% Coupon – Maturity Date: 09/15/2017 Hewlett-Packard Co MDY/S&P: Baa1/BBB+ YTM: 1.55%		
	Total Costs:	\$1,034,390.00	

05/09/14	1,000,000 Par Value 1.45% Coupon – Maturity Date: 12/08/2017 Ecolab Inc MDY/S&P: Baa1/BBB+ YTM: 1.50%	Total Costs: \$ 998,330.00
05/09/14	250,000 Par Value 2% Coupon – Maturity Date: 11/06/2018 Abbvie Inc MDY/S&P: Baa1/A YTM: 1.88%	Total Costs: \$ 251,330.00
05/13/14	1,000,000 Par Value 1.8% Coupon – Maturity Date: 06/01/2017 United Tech Corp MDY/S&P: A2/A YTM: 1.04%	Total Costs: \$ 1,022,690.00
05/13/14	1,000,000 Par Value 2.2% Coupon – Maturity Date: 04/25/2019 US Bancorp Mtn MDY/S&P: A1/A+ YTM: 2.02%	Total Costs: \$1,008,120.00
05/15/14	1,000,000 Par Value 1.875% Coupon – Maturity Date: 06/01/2018 EMC Corp MDY/S&P: A1/A YTM: 1.72%	Total Costs: \$1,005,910.00
05/22/14	5,000 Shares Ebay Incorporated Com	Total Costs: \$ 260,344.50

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

ITEM 3. Summary of Revenue and Expenditures. Ms. Hastings presented the Fund's Summary of Revenue and Expenditures at May 31, 2014. She reviewed total receipts of \$521,043.35 versus total disbursements of \$913,089.47. Ms. Hastings explained that the Fund had received unrealized appreciation for the month in the amount of \$1.8 million and reported that the total market value of the Fund at May 31st, 2014 was \$149,571,999.18. She noted that the Fund held approximately 9% in cash, 23% in bonds and 68% in stocks. Ms. Hastings added that all employer/employee contributions were made timely and at the correct percentage during the month of May.

ITEM 4. Presentation by Russell Investments. Mr. Neely announced that Doug Miller from Russell Investments had notified him that he would not be able to attend the meeting. There was no presentation.

ITEM 5. Consider statement from Connor, McMillon, Mitchell & Shennum, PLLC. Mr. Neely presented a statement from Connor, McMillon, Mitchell & Shennum, PLLC (CMMS) in the amount of \$1,000.00 for professional services rendered in connection with the audit of the financial statements of the Fund ended December 31st, 2013. He explained that the City pays for half of the cost of the Fund's audit and that the Fund's portion of the bill was \$500.00. Mr. Robinson motioned to approve payment in the amount of \$500.00 to CMMS. Mr. Mason seconded the motion and it carried unanimously.

ITEM 6. Consider statement from Luther King Capital Management. Mr. Mason motioned to approve payment in the amount of \$88,500.00 to Luther King Capital Management for the billing period April 1st, 2014 through June 30th, 2014. The motion was seconded by Mr. Robinson and carried unanimously.

ITEM 7. Consider statement from Fulbright & Jaworski, LLP. Motion was made by Mr. Robinson, seconded by Mr. Howell and unanimously carried to approve payment in the amount of \$6,575.20 to Fulbright & Jaworski, LLP for professional services rendered through April 30th, 2014.

ITEM 8. Consider Statement from Wells Fargo Advisors. Mayor Harpole motioned to approve payment in the amount of \$4,091.24 to Wells Fargo Advisors for consulting fees for the period January 1st, 2014 through March 31st, 2014. Mr. Mason seconded the motion and it carried unanimously.

ITEM 9. Consider Form 135, Termination of Employment Application for Refund of Retirement Contributions, for David A. Mooney. Mr. Robinson motioned to approve Form 135, Termination of

Employment Application for Refund of Retirement Contributions, for David A. Mooney in the gross amount of \$2,103.38 upon receipt of proper paperwork. Mr. Howell seconded the motion and it unanimously carried.

ITEM 10. Consider Form 100, Update of Beneficiary, for Jeffrey C. Loyless. Motion to approve Form 100, Update of Beneficiary, for Jeffrey C. Loyless was made by Mr. Robinson, seconded by Mr. Mason and unanimously carried.

ITEM 11. Consider approval of Qualified Domestic Relations Order (QDRO) for Gregg A. Gattis. Ms. McDonald stated that the QDRO for Gregg A. Gattis had been reviewed and acknowledged as qualified by the Fund's attorneys at Fulbright & Jaworski. Motion was made by Mr. Robinson to approve the Qualified Domestic Relations Order for Gregg A. Gattis.

ITEM 12. Consider approval of Texas Pension Review Board Form PRB-1000. Mr. Neely presented Form PRB-1000 of the Amarillo Firemen's Relief and Retirement Fund for the year ended December 31, 2013. Ms. Hastings explained that the report is a new requirement of the State's Pension Review Board. She added that the report is a summary of investment returns and assumptions prepared by the Fund's actuary, John M. Crider, Jr. Mr. Mason motioned to approve the Texas Pension Review Board Form PRB-100 as presented. Mr. Howell seconded the motion and it carried unanimously.

ITEM 13. Public Comments. There were no comments from the public. Mr. Neely requested Ms. McDonald to add possible RFP for legal services as a discussion item on the July 16, 2014 agenda.

THERE being no further business, the meeting adjourned at 10:29 p.m.



Joe Neely, Chairman

ATTEST:



Michelle Bonner, Secretary