

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

On this the 16th day of January 2013, 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	19	2
JOE NEELY, CHAIRMAN	YES	200	171
TONY ROBINSON, VICE-CHAIRMAN	YES	109	100
DEAN FRIGO, SECRETARY	YES	268	248
BRANDON MASON, FIREMAN	NO	1	0
DAVID PRESTON, CIVILIAN MEMBER	YES	215	165
JOE HOWELL, CIVILIAN MEMBER	YES	184	147

Also present: David Kaczmarczyk, Fire Retiree, Michelle Bonner, Finance Director and Andrea Rains, Recording Secretary.

ITEM 1. Mr. Neely presented the minutes from the meeting held on December 19th, 2012. There were no questions or comments. Motion to approve the minutes as written was made by Mr. Robinson, seconded by Mr. Howell and unanimously carried.

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

Maturities

12/03/12	\$625,000.00 Par Value 4.7% Coupon – Maturity Date: 12/01/2012 Walt Disney Co.	
	Total Proceeds:	\$ 625,000.00
	Total Costs:	\$ 638,762.50
	Net Gain (Loss):	(\$ 13,762.50)

Sales

12/07/12	\$500,000 Par Value 5.25% Coupon – Maturity Date: 02/01/2014 General Dynamics Corp	
	Total Proceeds:	\$ 525,885.00
	Total Costs:	\$ 497,640.00
	Net Gain (Loss):	\$ 28,245.00
12/28/12	\$875,000 Par Value 1.625% Coupon – Maturity Date: 10/15/2015 Raytheon Co	
	Total Proceeds:	\$ 904,041.25
	Total Costs:	\$ 872,252.50
	Net Gain (Loss):	\$ 31,788.25

Purchases

12/31/12	25,246.391 Units LKCM Small Cap Equity Fund Inst	
	Total Costs:	\$ 560,217.43

Mr. Robinson motioned to approve the Investment Resolution as presented. The motion was seconded by Mr. Preston and carried unanimously.

ITEM 3. Mr. Frigo presented the Fund's summary of revenue and expenditures at December 31, 2012 and reported a total market value of \$123,921,770.91. He reviewed total receipts of approximately \$1.3 million over total disbursements of about \$820 thousand for the month. Mr. Frigo reported that the Fund was invested 4% in cash, 21% in corporate bonds, 1% in foreign bonds, 68% in common stock and 6% in mutual funds at December 31st. He pointed out that the Fund is invested in about 74% equities and added that the Fund's limit in equities is 75%. Mr. Frigo stated that the Fund is in compliance with its Investment Policy.

ITEM 4. Mr. Robinson presented the results from the election held to fill his expired term on the AFRRF Board of Trustees. He reviewed that out of 247 total members, 187 votes were cast. Mr. Robinson reported that 184 votes were cast for Tony Robinson and 3 members abstained from voting. Having the majority of votes, Mr. Robinson announced that he would serve another term on the Board. In the election held to fill Jeff

Greenlee’s unexpired term on the Board, Mr. Robinson reported that out of 247 total members, 187 votes were cast to fill Mr. Greenlee’s unexpired term. 10 votes were cast for Arick Wray, 130 votes for Brandon Mason, 36 votes for Chris Briley, 10 votes for Chris Campbell, and 1 vote was made for Joey Clement. Mr. Robinson stated that with the majority of votes, and no run-off needed, Brandon Mason had been elected to serve the remaining term of Mr. Greenlee, which was one year. Motion was made for approval of the election results by Mr. Frigo, seconded by Mr. Howell and carried unanimously.

ITEM 5. Mr. Neely explained that the term of Civilian Board Member David Preston had expired. Mr. Frigo motioned to reappoint Mr. Preston to serve another two-year term as a Civilian Board Member on the AFRRF Board of Trustees. Mr. Robinson seconded the motion and it carried unanimously.

ITEM 6. The Board discussed the appointment of Board Officers. Mr. Frigo nominated Mr. Robinson to serve as the Board’s Vice-Chairman. Mr. Howell seconded Mr. Frigo’s nomination. Mr. Robinson nominated Mr. Neely to continue as the Board’s Chairman. Mr. Frigo seconded Mr. Robinson’s nomination. Mr. Frigo stated that he would remain as the Fund’s Secretary unless another Board member wanted to serve. Mr. Neely put the nominations up for a Board vote: Mr. Neely as Chairman, Mr. Robinson as Vice-Chairman and Mr. Frigo as Secretary. Voting AYE were Mayor Harpole, Mr. Neely, Mr. Robinson, Mr. Frigo, Mr. Howell and Mr. Preston; voting NO were none; the motion carried by a 6:0 vote of the Board.

ITEM 7. Ms. Rains administered the Oath of Office to Tony Robinson and David Preston.

ITEM 8. Mr. Frigo explained that the Fund’s Plan Document had been amended by the attorneys to reflect the increase in member contribution rates according to the results from the ballot held in October 2012. Motion was made by Mr. Howell, seconded by Mr. Frigo and unanimously carried to adopt the Plan Document as presented and amended.

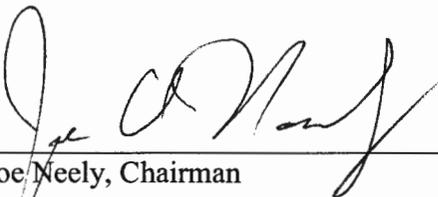
ITEM 9. Payment to Amarillo National Bank in the amount of \$5,000.00 for the Fund’s quarterly trust fees for the period ending 11/30/2012 was motioned for approval by Mr. Robinson. Mr. Preston seconded the motion and it carried unanimously.

ITEM 10. Mr. Howell motioned to approve payment in the amount of \$1,545.00 to John M. Crider, Jr. for his preparation of the GASB Statement No. 25, No. 27, and No. 50 disclosures to be used for financial reporting for the plan years ending December 31, 2012, and December 31, 2013. Mayor Harpole seconded the motion and it unanimously carried.

ITEM 11. Ms. Bonner explained that documentation regarding Mr. James M. Wortham’s Living Trust had been received and reviewed by the City’s Legal Department. She added that per the Legal Department, the paperwork was in order and payment could be made to the Trust. Mr. Frigo motioned to distribute the \$7,500.00 Lump Sum Death Benefit into Mr. Wortham’s Living Trust. Mayor Harpole seconded the motion and it carried unanimously.

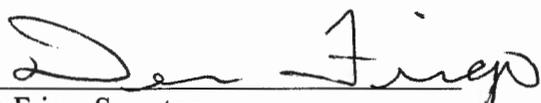
ITEM 12. Public Comments. Mr. Kaczmarczyk expressed his concern that fire retirees may not be aware of the Fund’s Lump Sum Death Benefit. He also questioned the possibility of getting his 1099 Form earlier than what Amarillo National Bank has distributed them in the past. Mr. Frigo replied that staff would get notice to the retirees regarding the lump sum death benefit and assured Mr. Kaczmarczyk that Amarillo National Bank was working diligently to get the tax forms out to all retirees accurately and as quick as possible.

THERE being no further business, the meeting adjourned at 10:34 a.m.



Joe Neely, Chairman

ATTEST:



Dean Frigo, Secretary