

WEST PALM BEACH FIREFIGHTERS' PENSION FUND
MINUTES OF MEETING HELD
December 11, 2008

Chairperson Dorritt Miller called the meeting to order at 1:33 P.M. in the Third Floor Conference Room at Station 1; 500 N. Dixie Highway, West Palm Beach, Florida. Those persons present were:

TRUSTEES

Dorritt Miller (departed at 3:30P)
Tom Sheppard
Matt Young (departed at 3:30P)
Randy Sherman
Rick Dorey

OTHERS

Bonni Jensen – Hanson, Perry & Jensen
Scott Baur – Tegrit Plan Administrator
Audrey Ross – Tegrit Plan Administrator
Troy Brown – The Bogdahn Group
Tom Scerbo – Oppenheimer Capital
David George – Coughlin, Stoia, Geller, Rudman
& Robins
Tracy Musser – Thompson, Siegel & Walmsley (TSW)
Tom Fostert – West Palm Beach Firefighter (Retiree)

PUBLIC COMMENTS

N/A

CLASS ACTION REPORT – COUGHLIN, STOIA, GELLER, RUDMAN & ROBBINS (PRESENTED BY: DAVID GEORGE)

Mr. George introduced himself to the board and stated that he is a partner of the firm. He explained why he was here today in regards to CBRE Reality. This company did not disclose two loans that they made to borrowers (Triton) in the amounts of \$32M and \$20M. People were paid the money and then the company had financial trouble and closed. He explained that the borrowers went down not the company. Mr. George reported that this fund had bought \$46,000 of shares with this company in 2006 and lost them when they closed.

Mr. George explained that this case has already moved on and a herring has already taken place. Although, the court wanted a plaintiff that had direct shares in the IPO with this company, so that is why Mr. George thinks this board could be the lead plaintiff in this case as this fund is the only IPO plaintiff. The deadline to file for this claim is December 15, 2008. The board had a brief discussion on the case.

A motion was made by Matt Young to be the lead plaintiff in the class action case against Triton. The motion was seconded by Tom Sheppard and carried 5-0.

INVESTMENT MANAGER REPORT – THOMPSON, SIEGEL & WALSMLEY (TSW) (PRESENTED BY: TRACY MUSSER)

Ms. Musser welcomed herself to the board. She gave an update on the firm. There are currently 75 associates in the firm and they have not felt the need to release anyone due to the rough economy. They decided to cut back on the firm's expenses to save. In the summer they brought on one new analysis and they grew their client base to 82 institutions. TSW has now dedicated a part of their firm to a client service team, and that is what Ms. Musser is a part of now.

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TSW currently holds \$6.8B in assets as of September 30, 2008 and current they hold \$5.3B. Ms. Musser explained that their investment philosophy has stayed the same and they look for managers who have a little risk for return.

Ms. Musser reported the returns for the quarter ending September 30, 2008. They were negative, but ahead of the benchmark at -22.71% versus -28.95%. As of November they are in the same situation at -6.74% versus the benchmark at -10.46%. Ms. Musser commented that they are still underweighted in financials and reviewed the stocks that have hurt the portfolio. She explained that the gaming industries are up and they are looking into investing in companies that have clean balance sheets.

Lastly, Ms. Musser reported on the stocks that have entered and exited the portfolio within the last month. She commented that they are trying to stay ahead of the market and there is just way too much uncertainty in the market right now to predict anything.

**INVESTMENT CONSULTANT REPORT – THE BOGDAHN GROUP
(PRESENTED BY: TROY BROWN)**

Mr. Brown reported that the fund is down 13% for the year. He commented that the market does reflect a lot of the negative. When the bottom is reached is all about the confidence. Mr. Brown explained that deflation is a negative feedback and is a domino affect. He commented that prediction is about the 3rd and 4th quarter in 2009 when they come out of the recession.

Mr. Brown stated that he is very comfortable with the assets and the managers at this time. He would not change managers at this time because of their returns.

Mr. Brown gave some clarification on BNP who came last month to present their coupon. He explained that BNP still has a coupon guarantee at 0%. The fund would put in \$1M and they would never have to put in anymore. Mr. Brown explained the coupon is 100% participation with a term length of 8 years and an interest rate of 2.35%. He reviewed and explained different strategies that they are trying to come up with in the US and Europe. Mr. Brown commented that the coupons do not use any leverage and it is not a fixed income strategy. Also, BNP's fee has dropped 47 basis points and there is no cap.

Mr. Brown commented that they will be rebalancing in February anyways and there are other options. The board had a lengthy discussion on this type of investment. They commented that there are still some unanswered questions about the value that they would like to be answered. Mr. Brown commented that he thinks it is a valid investment. He explained that he just wants to redeem ½ of the real estate investments and get funds with new money. Mr. Brown stated that he will come back in February will more information and other ideas.

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APPROVAL OF MINUTES

The Board reviewed the minutes of the November 6, 2008 regular meeting.

A motion was made by Rick Dorey to approve the minutes of the November 6, 2008 regular meeting as amended. The motion was seconded by Randy Sherman and carried 3-0.

DISBURSEMENTS

The Board reviewed the disbursements presented for approval by the Administrator.

A motion was made by Rick Dorey to approve the disbursements that were presented by the Administrator. The motion was seconded by Randy Sherman and carried 3-0.

BENEFIT APPROVALS

The Board reviewed the applications for retirement for William Cejmer and Joseph Robinson, the application for monthly distribution of DROP account for William Cejmer, application for partial distribution of DROP account (Hardship) for Marc Leatherwood, application for monthly distribution of share account for Joseph Robinson and application for DROP loan for Christopher Couden.

A motion was made by Randy Sherman to approve the applications for retirement for William Cejmer and Joseph Robinson. The motion was seconded by Rick Dorey and carried 3-0.

A motion was made by Tom Sheppard to approve the application for a partial distribution of DROP account for William Cejmer. The motion was seconded by Rick Dorey and carried 3-0.

The board had a discussion on the hardship withdrawal request for Marc Leatherwood. They stated that they need proof from Mr. Leatherwood in order to grant his hardship withdrawal request.

A motion was made by Tom Sheppard to approve the application for a partial distribution of DROP account (hardship) for Marc Leatherwood pending proof. The motion was seconded by Rick Dorey and carried 3-0.

A motion was made by Tom Sheppard to approve the application for a partial distribution of share account for Joseph Robinson. The motion was seconded by Rick Dorey and carried 3-0

A motion was made by Tom Sheppard to approve the application for a DROP loan for Christopher Couden. The motion was seconded by Rick Dorey and carried 3-0

ATTORNEY'S REPORT: HANSON, PERRY & JENSEN (PRESENTED BY: BONNI JENSEN)

Ms. Jensen explained that the IRS delayed the retirement age change. The board had a brief discussion on the retirement age and how it would affect the board. Ms. Jensen explained how the process works and stated that you can receive your pension benefits at the normal retirement age of 50. Ms. Jensen reported that someone in Las Vegas sent out an email which caused this big issue about the retirement age.

Mr. Dorey asked Ms. Jensen if a retiree who is receiving a pension can run for the assistant chief position that is open. Ms. Jensen explained that they can and their pension would stop while they are employed again.

ADMINISTRATOR REPORT: THE PENSION RESOURCE CENTER (PRESENTED BY: SCOTT BAUR & AUDREY ROSS)

Ms. Ross reviewed the share account allocations with the board and asked them to look it over. Mr. Sheppard commented that one member who did not get an increase should have because he was paid for the time he was out. Ms. Jensen stated that she will discuss the share allocation policy at the next meeting.

OTHER BUSINESS:

Mr. Young reviewed the retirement dinner menu. The board had a discussion on the items that should be taken off the menu and the cost per person. Mr. Young commented that he will revise the menu.

There being no further business and the next Pension Board meeting having been scheduled for January 8, 2009, the meeting was adjourned at 3:41PM.

Tom Sheppard, Secretary