

RETIREMENT BOARD MINUTES

MONDAY OCTOBER 27, 2025

10:30 A.M.

MEMBERS PRESENT: Chairman Camp, Commissioner Amadio, Controller Longo, Treasurer Egley

MEMBERS ABSENT: Commissioner Manning

OTHERS PRESENT: Chris Brokow- Mariner
Rob Rossi-CS McKee
Scott Dooley-Columbus Macro
Tony Lacenere-iNetworks
Eugene Banjoranis-iNetworks
Mark France-iNetworks
Joseph Wright-iNetworks
Nathan Morgan- Law Department
Ben Zorich- Controller's Office
Sonia Joseph-Controller's Office
Dee Hulme- Controller's Office

CALL TO ORDER: Chairman Camp called the meeting to order at 10:32 a.m.

PLEDGE OF ALLEGIANCE

VISITORS: None

APPROVAL OF MINUTES: Controller Longo made a motion to approve the August 25, 2025 Minutes. Treasurer Egley seconded the Motion. All Ayes. Motion **CARRIED**.

OLD BUSINESS: Chris would like to propose one change to the Investment Policy Statement. The change would be on page 12 with the Private Debt Allocation which was never funded, Chris moved it to the Equity portion of the portfolio. Controller Longo stated that she was good with that but she is not good with the front page where it says that Chris prepared the document when the document was prepared before Mariner was involved, Mariner just modified it. Controller Longo also stated that she does not like the last statement saying that they need approval from Mariner if they want to use it anywhere else since it is their document; it is not Mariner's intellectual property. Chris stated he will strike the whole section.

Controller Longo made the motion to accept the change to page 12 of the Investment Policy Statement for The Beaver County Employees' Retirement System. Commissioner Amadio seconded the Motion. All Ayes. Motion **CARRIED**.

NEW BUSINESS:

Law Department-None

Presentations:

Rob Rossi presented the Contract Assignment for CS McKee. Rob stated that it was announced in June that their parent company, North Square Investments, was going to be acquired by an Italian-based firm called Azimut Group. Azimut is going to be focused on North Square, they are taking someone from Italy and placing them in Chicago, where their parent company was headquartered. Rob stated they will continue doing what they are doing. He stated that the expectation is that the deal will close in the first or second week of January, so they are in the process of getting consent letters from their clients just acknowledging the change of ownership. Treasurer Egley asked what would happen if they don't agree. Rob stated that they would not be able to manage their portfolio because they would no longer have a valid contract since the previous contract was with a different organization. Treasurer Egley then asked how would that work. Rob stated that they would just send them a termination to terminate the accounts. Controller Longo stated that they would have to move to another manager if they did not sign with them. She also said they received a request to change where the votings are going, to Rockfield, Maryland. Rob stated they changed their provider for doing corporate actions. Treasurer Egley asked when the Consent Form is due by. Rob said he is trying to get them all in by mid-December

Scott Dooley gave an overview of US Asset Management. As of the end of September, performance is up approximately 6% year-to-date, with 4% annualized returns over the trailing three years. Scott stated that he has officially joined US Asset Management and would like the Board to consider transitioning the account over to US Asset Management. The Board would need to do a new Advisory Agreement which is essentially the exact same agreement and terms. Controller Longo asked if the fees would be the same. Scott stated they would be. Controller Longo asked if Columbus Macro is about ready to make a change also. Scott stated that they would be. Controller Longo asked if there is a deadline to vote on. Scott said there is no deadline.

Tony Lacenere gave an overview of iNetworks. Tony stated that the portfolio is doing very good and they are beating their benchmarks. He stated that they are seeking an extension for this portfolio, they haven't charged any fees for the last 4-5 years, so iNetworks has absorbed about \$500,000 of fees. Controller Longo asked if the \$1.4 million that is charged every year fund fees and third party professional expenses get taken off of the bottom line or not charges. Controller Longo stated that the amount comes off of their equity every year. Joseph Wright stated those were conception-to-date. Controller Longo then stated that we get charged \$16,000 a year on the sidecar. Tony confirmed. Tony stated that some challenges they have had is that the FDA has taken a long time. Tony said the proposal would be to get an extension to navigate the market conditions and maximize returns. Controller Longo asked which companies besides Novian has potential because Novian is about 3-4 years out. Tony stated that Wenzel

Spine just got FDA approval. Treasurer Egley asked if there were different types of FDA approvals because years ago they said they received FDA approval and now they are seeking approval again. Tony said there are multiple levels of FDA approvals. Treasurer Egley asked Tony if there were any profits in the fund to be allocated. He said they do not maintain cash positions. Treasurer Egley asked if he retained the right to the profits. He confirmed. Treasurer Egley then stated that he has been about five minutes from selling these companies for years, they haven't sold one since they started in 2013. Treasurer Egley verified that at the beginning of this, they had a seven year agreement. Tony confirmed. Treasurer Egley then asked what was the first draw down to the company that he started with. Tony said it was Novian. Treasurer Egley asked when it was. Tony said it was probably 2013 or 14 and they got others into the fund at a higher price and turned \$800,000-\$900,000 back to Beaver County. Controller Longo confirmed it was in October 2016 and Tony kept the money and started a sidecar and then charged us \$16,000 a year to maintain that. Chairman Camp stated it was voted on. Treasurer Egley asked the thought process behind the seven year agreement when the previous board before her invested with them. Tony stated that seven years with the extensions parallels what the National Associations for these kinds of funds, which are normally 10 or 12 year funds. Treasurer Egley then asked how this fourth extension will take 3 years from now to sell off these companies. Tony said it will because Novian will take one year to get through the FDA. Treasurer Egley stated that she is reluctant because they had the first extension in 2016, second extension in 2021, and then the third in 2022 and the extensions do not feel as though they are in good faith. She stated that she does not believe they have any intention of selling. Chairman Camp asked Tony what would happen if they do not extend. Tony stated that they would just hand over the stock. Controller Longo verified that they had ownership in these companies and the board would manage it and try to sell it. Tony confirmed. Treasurer Egley asked what the advantage was with staying with iNetworks. Tony said they work it every single day and they work on the FDA issues. Controller Longo asked Tony that if the board stayed with iNetworks if they would eliminate the \$16,000 a year on the sidecar and not charge them any more fund expenses. Tony said he will not do that. Controller Longo said that in good faith, since the board already spent \$1.4 million since inception, she would ask they not charge them any more expenses or any more fees on the sidecar. Controller Longo then asked Joe Wright why they cannot see the \$16,000 they pay every year on the financials. Joe said it is on the fund report on the sidecar. Tony stated it is very expensive to manage a fund. Controller Longo said they have been very generous with the \$1.4 million the board has paid them. She also said that for the last two extensions Tony said that Novian was close and would like to know if they are selling in Europe. Eugene Banjoranis said they launched in Europe. Controller Longo said that Chip informed them that once they were selling to retail in Europe then they would be 18 months out from America. Eugene stated that we are 18 months out from FDA here and then another 6-9 months for approvals. Controller Longo verified that they are looking at two to three years before they can see anything. Eugene confirmed 24 months is realistic. Tony stated the best he can do is to not charge any fees on the fund. Controller Longo asked about the \$16,000 on the sidecar. Tony said he will not change the sidecar because he has to manage it. Chris asked if there are performance fees. Tony confirmed there is. Chris asked if the fund was distributed and closed if there is a performance fee. Tony said he does not know how that works. Chris then asked what happens if the fund does not receive 50% plus one vote to be extended and the fund is going to be dissolved. Tony said from his understanding they would distribute the stock pro rata back to the LPs.

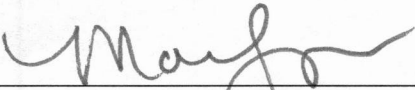
Chris then asked if Tony had any fiduciary responsibility as of December 31st. Tony said he looks to the letter of the contract.

Chris Brokow from Mariner presented the Portfolio Review. He stated that we are almost at \$4 million. Private debt will no longer be in the policy. Year-to-date the contributions are close to \$6 million and the distributions are \$22 million. Year-to-date performance is 12%. Treasurer Egley asked with the interest rates coming down if the private real estate should release some of the market. Chris said yes but it is relatively slow.

CONTROLLER'S REPORT:

Controller Longo made a motion to pay the bills after review by the board. Commissioner Amadio seconded the motion. All Ayes. Motion **CARRIED**.

ADJOURNMENT: Commissioner Amadio made a motion to move to Executive Session and not reconvene at 11:33 a.m. Treasurer Egley seconded the motion. All Ayes. Motion **CARRIED**.



MARIA LONGO, SECRETARY

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