MID-ATLANTIC RETAIL FOOD INDUSTRY
JOINT LABOR MANAGEMENT FUND

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MINUTES OF THE MEETING OF THE BOARD OF TRUSTEES OF THE MID-ATLANTIC RETAIL FOOD INDUSTRY JOINT LABOR MANAGEMENT FUND HELD ON APRIL 27, 2012 IN LANDOVER, MARYLAND

The following Trustees were present:

Union Trustees
T. McNutt - Chairman
T. Goins

Employer Trustees
I. Kress - Secretary
F. Stegman

Also present were:

H. Burton – Morgan, Lewis & Bockius, LLP
Jensen - Associated Administrators, LLC
Nelson - G. Macy Nelson
B. Slevin – Slevin & Hart, P.C.

I. CALL TO ORDER

The meeting was called to order.

A. TRUSTEE RESIGNATION

Mr. Jensen reported that Donna Gwin had resigned her position as a JLM Trustee. It was noted that the Employers had appointed Frank Stegman to replace Ms. Gwin.

II. ATTORNEY'S REPORT

Mr. Slevin discussed the Waugh Chapel case.

III. ADMINISTRATIVE MANAGER'S REPORT

Mr. Jensen reviewed the administrative manager's report for the fourth quarter 2011, noting income of $2, expenses of $74,531, and a net bank balance of $14,118, as of December 31, 2011.

A. Contract Renewal

Mr. Jensen presented the request for renewal of the administration agreement between the Fund and Associated Administrators, LLC. He requested an increase in the fees of 3.5% for the year beginning January 1, 2012, 3.5% for the year beginning January 1, 2013, and 3% for the year beginning January 1, 2014. He reviewed justification for the fee increase, including the cost of doing business, salary, health care, pension increases, investments in technology, and a likely increase in the responsibilities of the oversight of the accounting function after the termination of the executive director. He noted the current rate was $1,766 per month. The request was $1,828 per month effective January 1, 2012, $1,892 per month effective January 1, 2013, and $1,949 per month effective January 1, 2014. After discussion,

On Motion made and seconded, the Trustees voted unanimous approval of the following resolution:

> **RESOLVED to approve the three-year extension of the administrative contract at a fee increase of 3.5% effective January 1, 2012, 3.5% effective January 1, 2013, and 3% effective January 1, 2014.**

IV. INVOICES

The Trustees reviewed the list of invoices dated April 27, 2012. It was noted there were no additions, deletions or changes to the list.

On Motion made and seconded, the Trustees voted unanimous approval of the following resolution:

> **RESOLVED that the invoices on the list dated April 27, 2012 were approved for payment.**

V. OTHER FUND BUSINESS

A. Employer Remittance

Mr. Jensen reported that the invoices for the JLM contributions had been sent to the participating employers on April 12, 2012.

Mr. Jensen noted that he had received correspondence indicating that Giant had voluntarily agreed to contribute an additional $65,968.23 and Safeway had agreed to contribute an additional $33,381.52.

B. G. Macy Nelson

The Trustees welcomed G. Macy Nelson to the meeting. He submitted a proposal, as well as a proposed budget. He noted that his service would be providing technical assistance for JLM projects. Mr. Nelson noted that his firm would be able to work with 1,000 Friends of Maryland, a smart growth group.

The Trustees reviewed Mr. Nelson's proposed budget and noted that monitoring it would require periodic input from Associated Administrators regarding the quarterly financial information.

VI. NEXT MEETING DATE AND ADJOURNMENT

After discussion, the Trustees selected July 18, 2012 at 2:00 p.m. as their next meeting date in the Landover office of Associated Administrators, LLC.

There being no further business to come before the Board, the meeting was adjourned.

Respectfully submitted,

Ira Kress, Secretary