

**MINUTES OF THE MEETING OF THE BOARD OF TRUSTEES
OF THE
TAMPA FIREFIGHTERS & POLICE OFFICERS PENSION BOARD
3001 North Boulevard Tampa, FL 33603 (813) 274-8550
Thursday, December 17, 2009 1:30 p.m.**

The Board of Trustees of the City Pension Fund for Firefighters and Police Officers in the City of Tampa met in the Pension Office Conference Room on Thursday, December 17, 2009 at 1:30 p.m. for a regular meeting with the following members present:

Patrick Lynch, Chairman	P.J. Gray
Mark Bogush, Vice Chairman	Richard Griner
John Moors, Secretary	Mark McRae
Wes Adwell	Cynthia Miller
Sharon Fox	

Also present were Mr. Ron Cohen, Board Counsel, Mr. Patrick Gonyea, Co-counsel, Mr. Mark Lenker, CPA, and active and retired plan members.

[Ms. Fox was not present at the start of the meeting.]

Election of Board Officers

It was moved by Ms. Miller, seconded by Mr. Gray and by unanimous vote to defer the election of Board Officers to later in the meeting when more trustees could be present.

Minutes

1. Approved the minutes of the November 19, 2009 board meeting. **It was moved by Ms. Miller, seconded by Mr. Gray and by unanimous vote to approve the minutes of the November 19, 2009 board meeting as written.**

Consent Agenda Items on the consent agenda shall be acted upon in one motion. If an item requires additional discussion, that item shall be removed from the consent agenda for discussion. [Items 2 – 8] **It was moved by Ms. Miller, seconded by Mr. Moors and by unanimous vote to approve consent agenda items 2 through 8.**

2. Noted receipt of Bowen, Hanes & Co. investment performance report for the month ended 11/30/2009. Market value of *investments* as of 11/30/2009 was \$1,312,503,645. Investment return as of 11/30/2009 has been +3.7% so far this fiscal year.
 - a. Addendum distributed at meeting. Market value of *investments* as of 12/16/2009 was \$1,329,998,688. Investment return as of 12/16/2009 has been +5.9% so far this fiscal year.
3. Approved payment to Board Counsel R. Cohen for legal services rendered during November 2009 in the amounts of:
 - a. \$15,865.62 General Counsel
 - b. \$13,992.02 Parker lawsuit
 - c. \$4,395.00 Artz lawsuit

4. Noted receipt of financial statements for the month ended 10/31/2009 prepared by Mark Lenker of Nobles, Decker, Lenker & Cardoso. Market value of *assets* as of 10/31/2009 was \$1,257,610,263.
5. Noted receipt of 25+ year history spreadsheet and chart of F&P Pension employee and employer contributions, updated with 9/30/2009 annual financial statement figures.
6. Noted receipt of independent performance measurement report for the quarter ended 9/30/2009 prepared by Investment Performance Solutions.
7. Noted that quarterly financial planning and pension educational workshops are to be held at the F&P Pension office at 3001 North Boulevard as follows (see attached flyer):

Tuesday	1/5/2010	10:00 am	and	6:00 pm
Wednesday	1/6/2010	10:00 am	and	2:00 pm
8. Noted receipt of substantially revised Policy & Procedure 108 – Procedure for Hearings Before Board as approved by the board 11/19/2009. ***Please print, then remove and replace in your P&P manuals.***

Medical Disability

9. Initial hearing for LOD disability applicant Patrick Messier, TPD. Noted receipt of Bate-stamped disability application, qualifying letter, presumption language from Chapter 112.18 and 112.181 of the Florida Statutes, notice of injury, pre-employment physical, police officer job description, disability process timeline, summary review outline by independent medical case manager, sample letter to Medical Board, Medical Board reports, and Medical Director's summary.

Mr. Messier was sworn in and responded to questions from the board. Mr. Griner disclosed that he had spoken with Mr. Messier regarding the disability process, but not the facts of the case. Mr. Lynch disclosed that he met with Mr. Messier for lunch, but did not discuss the merits of the case.

It was moved by Mr. Gray, seconded by Mr. Griner, and by unanimous vote that the board finds that there is a disability which permanently incapacitates Mr. Messier from the regular and continuous duties of a police officer.

It was moved by Mr. Gray, seconded by Mr. Griner, and by unanimous vote that the board finds that the disability was incurred in the service (in the line of duty, LOD) based upon the heart & lung presumption.

It was moved by Mr. Gray, seconded by Mr. Griner, and by unanimous vote that the Board grant Mr. Messier a cardiac line of duty (LOD) disability effective close of business today.

[Ms. Fox entered at 1:40 p.m.]

10. Continuation of full hearing for LOD disability applicant Bo Solomon, formerly of TFR. Noted receipt of Bate-stamped disability application, qualifying letter, notices of injury, pre-employment physical, firefighter job description, disability process timeline, summary review outline by independent medical case manager, sample letter to Medical Board, Medical Board reports, and Medical Director's summary.

Also noted receipt of transcript of 10/23/2008 full hearing that was continued, deposition of Dr. Frank Vasey, reports of Medical Board of additional records review, and Medical Director's summary of additional records review by Medical Board.

First, Mr. Taldone thanked Ms. Campbell and the F&P Pension office staff for the organization of the voluminous disability package and for their attention to detail and assistance rendered to both he and Mr. Solomon.

Mr. Taldone made an opening statement. He highlighted various points in Mr. Solomon's case comparing each doctor's initial opinion and their most recent submission. He also reviewed Dr. Vasey's deposition, highlighting his opinion of the causes of AVN and how they relate to Mr. Solomon's case in particular. Mr. Solomon was sworn in and responded to questions from the board. After discussion:

It was moved by Mr. Bogush, seconded by Mr. McRae that the Board finds that the disability was incurred in the service (in the line of duty, LOD). Upon voting, the motion failed by a vote of 4 to 5 with Mr. Adwell, Mr. Bogush, Mr. McRae and Mr. Moors in favor of the motion and Ms. Fox, Mr. Gray, Mr. Griner, Mr. Lynch, and Ms. Miller opposed to the motion.

It was moved by Ms. Miller, seconded by Ms. Fox to deny the line of duty (LOD) disability application of Mr. Solomon. Ms. Fox commented that due to the lack of a medical degree, she must rely heavily on the opinions of the board's medical professionals and because the medical board has remained unswayed by the new records and documents, she too, is still of the same opinion as her first vote on this case. **Upon voting, the motion carried by a vote of 5 to 4 with Ms. Fox, Mr. Gray, Mr. Griner, Mr. Lynch and Ms. Miller in favor of the motion and Mr. Adwell, Mr. Bogush, Mr. McRae, and Mr. Moors opposed to the motion.**

[Brief recess from 3:00 p.m. to 3:07 p.m.]

11. Authorized referral to orthopedic medical board composed of Drs. Davis, Fishalow, and Wasylik for LOD disability applicant Mark Mathias, TFR, as recommended by Medical Director 11/12/2009. **It was moved by Mr. Gray seconded by Ms. Miller and by unanimous vote to authorize referral to orthopedic medical board composed of Drs. Davis, Fishalow, and Wasylik as recommended by Medical Director for LOD disability applicant Mark Mathias, TFR.**

Election of Board Officers

Mr. Gray nominated Ms. Fox for Chair, Mr. McRae nominated Mr. Bogush for Chair. Upon voting, five (5) were in favor of Ms. Fox: Ms. Fox, Mr. Gray, Mr. Griner, Mr. Lynch and Ms. Miller. Four (4) were in favor of Mr. Bogush: Mr. Adwell, Mr. Bogush, Mr. McRae and Mr. Moors. Ms. Fox was elected chair.

Ms. Miller nominated Mr. Bogush for Vice Chair, Mr. Griner nominated Mr. Gray for Vice Chair. Upon voting, six (6) were in favor of Mr. Bogush: Mr. Adwell, Mr. Bogush, Ms. Fox, Mr. McRae, Ms. Miller and Mr. Moors. Three (3) were in favor of Mr. Gray: Mr. Gray, Mr. Griner and Mr. Lynch. Mr. Bogush was elected Vice Chair.

Mr. Lynch nominated Mr. Moors for Secretary. Mr. Moors withdrew his name. Ms. Miller nominated Mr. Gray for secretary. Mr. Gray was elected Secretary by acclamation.

After voting, Ms. Fox requested that Mr. Lynch continue to chair today's meeting to its conclusion. **It was moved by Mr. Gray, seconded by Ms. Miller, and by unanimous vote for Mr. Lynch to continue chairing today's board meeting to its conclusion.**

Old Business

12. Noted receipt of letter dated 11/20/2009 from the Division of Retirement advising that 10/1/2008, 10/1/2007, and 10/1/2006 actuarial valuations have been deemed "state accepted". In addition, "all prior reports and actuarial impact statements may likewise be considered to be state accepted." Congratulations to actuary J. Beattie on achieving this significant accomplishment. **It was moved by Ms. Miller, seconded by Mr. Gray and by unanimous vote to receive and file item 12.** Mr. Lynch thanked Ms. Beattie, Ms. Campbell and Mr. Cohen for their due diligence in achieving this significant accomplishment.
13. Status of local bill 04 – local delegation hearing is Friday 12/18/2009 at 9:00 a.m. at the Gibbons Alumni Center at USF.
 - a. Noted receipt of cover sheets for local bill submitted 11/20/2009.
 - b. Noted receipt of local bill revised 12/9/2009 to be substituted for prior version with the local delegation.

Ms. Campbell wished to publicly thank Debbie Stevenson, the City's Inter-Governmental Relations Manager, and Sal Territo, Chief Assistant City Attorney, who collected all of the varying and sometimes conflicting comments and suggestions for change to the bill language. Ms. Campbell advised that the language is not written quite as she and Mr. Cohen would have liked, and there may be definitional issues in the future, but it was a reasonable compromise in the end. She thanked Mr. Cohen for his quick turnarounds. Mr. Cohen stated that he has been working with Ice Miller on the tax language in the bill. Ms. Campbell noted that the City accepted Ice Miller's recommendation that the tax language come out, because it is not applicable to our plan. Mr. McRae expressed concern that the remarriage after retirement benefit would exclude one individual. Ms. Campbell explained that individual is covered separately and better under two other provisions. **It was moved by Ms. Miller, seconded by Mr. Gray and by unanimous vote to receive and file item 13.**

14. Requested Board authorization regarding City Council motion of 9/23/2009
 - a. *That Council schedules a workshop on January 28, 2010 at 9:00 a.m. to discuss and explain the Fire and Police Fire [sic] Trust Fund issues and to also discuss whether there is anything that Council or the Fire and Police Pension Board can do to reduce the City's obligation; further, that Bonnie Wise, Director of Finance; Cynthia Miller, Director of Growth Management and Development Services; and a representative of the Fire and Police Pension Board be invited to attend and participate in said workshop.*
 - b. Noted receipt of excerpt from verbatim transcript of City Council meeting of 9/23/2009 on this topic.
 - c. Motion from 10/15/09 board meeting. **It was moved by Mr. Gray, seconded by Mr. Adwell and by unanimous vote that Ms. Miller contact city council members for clarification on the subject matter to be discussed so that we are appropriately prepared to respond and to authorize Ms. Miller to work with Ms. Campbell as necessary, at no cost to the fund.**

Ms. Miller gave a brief update. She announced that after the last meeting, Mr. Ribaya called to inform her that he was the individual that met with some of the council members. Ms. Miller suggested that she and Ms. Campbell meet with the council members in January to go over how the pension plan works and then put together a brief presentation for the Council's workshop on 01/28/2010 at 10:00 a.m. The concern that Mr. Ribaya seems to have presented to council members is basically the same information that he has presented to the board before; that he thinks there is a means by which the base plan could be made whole faster by having a transfer from the PRAA account. Mr. Gray asked if Ms. Miller would be representing the City or the Pension Fund? Ms. Miller responded that she would be representing the pension fund. Mr. Griner pointed out that Ms. Miller is known as the Director of Growth Management and Development Services instead of a trustee. Ms. Miller explained that within the transcript of the meeting, she is mentioned because she is a trustee and that is simply her title with the City. She went on that her involvement is to help us determine what the questions really are. **It was moved by Mr. Moors, seconded by Mr. Adwell and by unanimous vote to receive and file item 14b.**

New Business

15. Noted receipt of listing of upcoming conferences. Disclosure of planned attendance, if any.

Ms. Fox and Mr. McRae disclosed for the February FPPTA Trustee School. **It was moved by Mr. Gray, seconded by Ms. Miller and by unanimous vote to receive and file item 15.**

16. Chair's call for any new business items from trustees to be placed on next agenda. None.

[Brief recess from 3:23 p.m. to 3:26 p.m. for Public Comment cards to be turned in.]

17. Chair's report. None.

18. Attorney's report. None.

19. Plan Administration.

F&P pension office priorities, projects, deadlines.

Ms. Campbell thanked Mr. Lenker for his diligence and hard work involved with preparing the DROP calculations and statements. She announced that this past week we processed 49 rollovers for \$10.75 million and issued 265 DROP statements. There is an incredible amount of work that has to be done in a very short time frame. After the board approves two components of the DROP statements at the November board meeting (DROP rate of return and administrative fee), and then process all of that information, and get it to Wachovia in their format in order for the DROP distributions to take place on time, which is always under very tight time constraints. Ms. Campbell also thanked the entire staff. Ms. Campbell advised that the nearly \$5 million dollar monthly pension payroll was also due at the same time as this Board meeting, making the point that deadlines for F&P come fast and furious.

20. Request to address the board by retiree D. Ribaya regarding Plan Administrator's report of 11/19/2009.

Ms. Miller announced that subsequent events to the last meeting in regards to the issues that Ms. Campbell raised regarding the telephone line and widow's health insurance situation have been resolved favorably, and from her personal standpoint, the next item should just be received and filed.

Mr. Ribaya read a letter to the board that covered essentially the same information as noted in agenda item 20 anyway. Mr. Ribaya then discussed safety and security issues. Mr. Cohen explained that the board does not have to answer questions regarding security issues. Mr. Bogush announced that if there is an exit sign above a door, it must be unlocked so that in case of an emergency, people know that they can get out of the building. **It was moved by Ms. Miller, seconded by Mr. Gray and by unanimous vote to receive and file Mr. Ribaya's statement of December 17, 2009 and items 20a-h.**

- a. Noted receipt of email from D. Ribaya dated 11/25/2009.
- b. Noted receipt of letter from D. Ribaya dated 11/25/2009.
- c. Noted receipt of response email from Chairman P. Lynch dated 11/25/2009.
- d. Noted receipt of unedited verbatim transcript of Plan Administrator's report of 11/19/2009.
- e. Noted receipt of email to all TPD dated 11/20/2009 transmitting official statement regarding insurance benefits for widows and survivors of fallen officers.
- f. Noted receipt of press release dated 11/20/2009 regarding insurance benefits for widows and survivors of fallen officers.
- g. Noted receipt of article from *The Tampa Tribune* dated 11/21/2009 "Fallen officers' kin won't lose coverage".
- h. Noted receipt of letter of appreciation received 12/7/2009 from surviving spouse of firefighter J. Barker, 2001 line of duty death.

Mr. Gray asked Mr. Cohen if a retired firefighter forwarded him an email that the retiree received from the Chairman, is that a Sunshine violation? Mr. Cohen responded that it would only be a violation if Mr. Gray had responded to the Chairman, creating dialogue. Mr. Cohen announced that he is of the opinion that trustees should not discuss board issues with each other outside of a public meeting.

21. Request to address the board by retiree L. Vincent regarding letter sent by D. Ribaya regarding 11/19/2009 board meeting.

Mr. Vincent announced that he read Mr. Ribaya's letter dated 11/25/2009 and the minutes of the November 19, 2009 board meeting. He stated that all he sees is a retired member complaining about Ms. Campbell, her demeanor and what she has to say. Mr. Vincent explained that he believes that this is a situation where people are so concerned with being politically correct, that if anyone has the audacity to speak up, he or she is looked down upon. He went on to say that in his opinion, Ms. Campbell was simply making the board aware of a situation that was not in the best interest of the pension fund. He said that he thinks Ms. Campbell should get a letter of commendation for speaking up. He concluded with thanking Ms. Campbell for the work that she does.

22. Request to address the board by retiree G. Wrenn regarding:

- a. Complimenting Chairman Lynch and Plan Administrator Campbell on a job well done.
- b. Minutes from 5/26/2005 Item #13a and 13b and letter from actuary J. Fernandez dated 5/18/2005 (excerpt of those minutes and copy of letter attached) and personal viewpoint regarding payment of attorneys fees in that 13th check lawsuit.
- c. Encourage the board to be careful who they elect as Chairman for the purpose of maintaining harmony on the board and pension office personnel, and to be sure not to elect a chairman who has his or her own personal agenda.
- d. Mr. Wrenn handed out a letter dated 12/17/09 expounding upon item 22c.

Mr. Wrenn complimented and thanked Chairman Lynch and Ms. Campbell on doing an excellent job during stressful times. He went over the minutes of 01/22/2009 regarding Ms. Campbell and touched on a letter from J. Fernandez dated 5/18/2005 regarding the payment of the 13th check.

23. Request to address the board by former trustee J. Meier regarding insurance for families of murdered fire and police officers.

Mr. Meier addressed the board regarding the health insurance for families of slain firefighters and police officers. He went on to say that the PBA went to the newspapers because they could not believe that the Mayor knew about or was in favor of this policy. Mr. Meier also stated that disconnected phone lines have also victimized him when working in different places within the department. He stated that at times, the City seems to spend thousands to save pennies. He concluded that Ms. Campbell does wear her heart on her sleeve, but that's part of why she is so great at her job. Mr. Meier stated that there isn't anyone that would do a better job than her, so kudos to Ms. Campbell.

24. Request to address the board by J. D. Campbell, Plan Administrator on items 20-23. Request rescinded by Ms. Campbell.

Public Comments Limited to two (2) minutes per person and maximum of ten (10) persons.

Mr. Sinardi addressed the board regarding agenda item 13. He asked if a retiree elects to participate in the spousal benefit, and then a year later, his wife dies, does the retiree continue to pay the full brunt of what he was paying when he chose to add his new wife? Ms. Campbell responded yes, there is not a pop-up provision. Mr. Lynch added that is what makes the benefit cost-neutral. He also stated that on the Hillsborough County website, you can see a copy of the local bill.

Mr. Ribaya addressed the board regarding agenda item 27. He pointed out that Mr. Thomas wanted to settle the Parker lawsuit for \$300,000, but the board offered \$250,000. Referencing a letter from Mr. Thomas to Mr. Gonyea, Mr. Ribaya stated that Mr. Thomas is happy that the offer of \$300,000 was declined and is now willing to settle for \$400,000 plus straight time. Mr. Ribaya recommended that the board settle this lawsuit because the cost has gone to \$400,000, and that's without a multiplier.

Litigation

25. Pena Lawsuit, Case No. 08-013997, Fred Pena, for himself and all others similarly situated vs. the Board of Trustees of the City Pension Fund for Firefighters and Police Officers in the City of Tampa. Update by board counsel, if any. Nothing to report.

26. Artz Lawsuit, Case No. 07-012048. Noted receipt of Motion To Dismiss by Board Counsel R. Cohen served 12/1/2009.

Mr. Cohen stated that we have filed our Motion to Dismiss as well as the City and the Unions. He stated that they filed theirs before we did because they have been a part of this case longer than we have. The Plaintiff's counsel has requested permission to amend their complaint; however, Mr. Cohen has not discussed that with co-counsel yet. There will be a hearing on January 28, 2010 regarding the City's and the Unions' Motions to Dismiss. Mr. Cohen stated that ultimately, the hearing will test the sufficiency of the complaint. He noted that it is still early on in litigation, but we will be prepared for whatever happens. Ms. Miller suggested that the January board meeting be moved due to the hearing being scheduled for that same day. Discussion took place on possible dates for the rescheduling of the January board meeting with the outcome of the meeting being rescheduled for Wednesday, January 20, 2010 at 11:00 a.m. **It was moved by Ms. Miller, seconded by Mr. Adwell and by unanimous vote to receive and file item 26.**

27. Parker Lawsuit, Case No. 07-007198, John N. Parker, for himself and all others similarly situated vs. the Board of Trustees of the City Pension Fund for Firefighters and Police Officers in the City of Tampa. Note receipt of the following:
- a. Notice of Hearing on Monday 1/25/2010 at 9:00 a.m. scheduled by W. L. Thomas on Plaintiff's Motion for Partial Summary Judgment served 11/25/2009.
 - b. Notice of Hearing on Monday 2/1/2010 at 11:00 a.m. on Plaintiff's Motion to Modify Class Certification Order served 11/25/2009.
 - c. Noted receipt of updated possible timeline.
 - d. Noted receipt of posting for Executive Session to be held at the end of today's regular board meeting. (approximate start time between 3:00 p.m. and 4:00 p.m. duration approximately one hour)
 - e. Board counsel request for advice concerning Parker lawsuit and explanation of legal requirements for the Closed / Executive Session, limited to litigation expenditure strategy and potential settlement discussions in Case No. 07-007198, John N. Parker, for himself and all others similarly situated vs. the Board of Trustees of the City Pension Fund for Firefighters and Police Officers in the City of Tampa.
 - f. Chairman's announcement that only current trustees, Wes Adwell, Mark Bogush, Sharon Fox, PJ Gray, Rich Griner, Patrick Lynch, Mark McRae, Cynthia Miller, and John Moors, Board Counsel R. Cohen, Co-counsel P. Gonyea, Plan Administrator J. D. Campbell, and a court reporter are authorized to attend the Closed/Executive Session.
 - g. A court reporter will be present to take a verbatim transcript of the Closed / Executive Session. The transcript will not become a public document until the conclusion of this litigation in its entirety.
 - h. Closed / Executive Session to be convened.
 - i. Meeting to be reopened to the public.
 - j. Board motions, if any.

It was moved by Ms. Miller, seconded by Mr. Gray and by unanimous vote to receive and file items 27a-j.

28. Executive Session to be held at the end of the regular board meeting [a brief recess was taken so that the court reporter could set up]
- a. Board counsel requested advice concerning Parker lawsuit and explained the legal requirements for the Closed / Executive Session, limited to litigation expenditure strategy and potential settlement discussions

in Case No. 07-007198, John N. Parker, for himself and all others similarly situated vs. the Board of Trustees of the City Pension Fund for Firefighters and Police Officers in the City of Tampa.

- b. Chairman's announcement that only current trustees, Wes Adwell, Mark Bogush, Sharon Fox, PJ Gray, Richard Griner, Patrick Lynch, Mark McRae, Cynthia Miller, and John Moors, Board Counsel R. Cohen, Co-counsel P. Gonyea, Plan Administrator J. D. Campbell, and a court reporter, Melinda McKenna are authorized to attend the Closed/Executive Session.
- c. A court reporter was present to take a verbatim transcript of the Closed / Executive Session. The transcript will not become a public document until the conclusion of this litigation in its entirety.
- d. Closed / Executive Session convened at 4:17 p.m.
- e. Meeting was reopened to the public at 5:18 p.m.
- f. Board motions, if any.

It was moved by Ms. Fox, seconded by Ms. Miller and by unanimous vote to direct our attorneys to carry out and effectuate settlement, consistent with the material terms agreed upon at mediation and execute documents so long as the Board's attorneys find the language acceptable.

It was moved by Ms. Fox, seconded by Ms. Miller and by unanimous vote to direct the Plan Administrator to deposit the funds specified in the mediation agreement to the Wachovia Evergreen Money Market Fund on December 31, 2009.

Motion to adjourn was made by Ms. Miller at 5:19 p.m.

Notice

Any person who desires to appeal any decision of the Board of Trustees with respect to any matter considered at this Board meeting will need a record of the proceedings and for this purpose, may need to ensure that a verbatim record of the proceedings is made which includes testimony and evidence upon which the appeal is based.

Persons needing a special accommodation to participate in this meeting should contact the F&P pension office at (813) 274-8550 or (888) 335-8550 – toll free, or the Florida Relay Service at (800) 955-8770 – toll free, or dial 711 from any phone (regular phone/land line or cell phone) for the Florida Relay Service. Please make your requests at least five (5) working days before this meeting.

Patrick S. Lynch, Chairman

John Moors, Secretary

Tiffany S. Corry
Recording Secretary

2010 Board meeting schedule

January 20, 2010, 11:00 a.m. **

February 25, 2010

March 25, 2010

April 22, 2010

May 27, 2010

June 24, 2010

July 22, 2010

August 26, 2010

September 23, 2010

October 28, 2010

November 18, 2010 *early due to holidays

December 16, 2010 *early due to holidays

The regularly scheduled meeting *would have been* Thursday, January 28, 2010, at 1:30 p.m. but was **rescheduled to Wednesday, January 20, 2010 at 11:00 a.m.

At the January 20, 2010 board meeting, **it was moved by Mr. Lynch, seconded by Mr. Gray and by unanimous vote to approve the minutes of the December 17, 2009 board meeting as corrected.**