

AMENDED BERKS COUNTY EMPLOYEE'S RETIREMENT FUND MINUTES
FEBRUARY 20, 2008

Commissioner Christian Leinbach called the meeting to order at 9:09 a.m. Attending were Mark Hanson on behalf of Sandy Graffius, Secretary, Nelson Long, Treasurer, members Kevin Barnhardt and Mark Scott. The following County staff attended: William Dennis, County Administration; Judi Lumis and Suzanne Baer, Pension Coordinator, Office of the Controller and Kelly Laubach, Purchasing Manager. Michael Shone, President, Peirce Park Group also attended.

The minutes of the January 17, 2008 meeting were approved as amended on motion by Mr. Barnhardt and second by Mr. Long. Mr. Hanson was not present at the January meeting and abstained.

The Board received the following communications:

Presentations:

Emerald Advisors: Mid Cap Growth
Presenters: John Thompson and David Chu

Vanguard: Short-Term Bond Index Fund
Intermediate-Term Bond Index
Value Index Fund
Global Equity Fund
Presenters: Steve Gautier, Michael Fleming and Laura Hunt

Schneider Capital Management: Large Cap Equity Value
Presenter: Stephen Darby

Rigel Investment Advisory-Large Cap Growth
Presenters: Todd Jessup and John Corby

Pzena Investment Management-Mid Cap Value
Presenters: Michel Hanigan and. Minosh Hana

Chase Investment Counsel-Large Cap Growth
Presenters: Robert King and Brian Lazorishak

McDonnell Investment Management-Core Bond Manager
Presenter: Michael Kamradt

GMO-Global Growth
Presenters: Molly Auth and Anthony Hene

Westfield Capital Management-Large Cap Growth
Presenter: John Montgomery

Following a discussion of the manager presentations, Mr. Leinbach requested that Mr. Shone e-mail the Board a detailed synopsis of his impression of the presentations and include his recommendations. Mr. Leinbach said the main objective of the next meeting would be to develop a defined strategy going forward, keeping in mind today's discussion, and aggressively review the various managers of the Fund. Ms. Lumis agreed to send the managers' fee schedule to the Board members prior to the next meeting.

Correspondence:

Dresdner Bank transaction confirmations

Letter from Peirce Park Group with their disclosure brochure and privacy policies, Market Review for Fourth Quarter, 2007 along with commentary letter.

Letter from BNY CovergEx including Client Terms and Conditions, Business Continuity Plan, Disclosure Statement, Extended Hours Trading Disclosure and Customer Identification Program Notification for review purposes.

Letter from Schneider Capital Management notification of Paul Lloyd, Senior VP/Research Analyst separation from the firm and his duties to be largely assumed by Rob Maton, Senior VP/Research Analyst and Principal

Email from Robert Meyer, Quariserv Re: Results of Securities Lending Evaluation

BNY ConvergeEx Transaction History January 1 through January 31, 2008

LJR Recapture Services trading summary for period January 1, 2007 through December 31, 2007.

Chase Investment Counsel Quarterly Review and Performance Update for period ended December 31, 2007.

Emerald Advisers 2007 Full Year and 4th Quarter Midcap Growth Investment Review dated December 31, 2007. Commission Recapture Activity, Month ending January 31, 2008

GMO Investment Management review for quarter ending December 31, 2007 and January 31, 2008

MTB Group of Funds Semi Report dated October 31, 2007

McDonnell Investment Management, LLC investment report for period ending December 31, 2007

Pzena Investment Management, LLC Portfolio Review, September 28, 2007 through December 31, 2007 and Quarterly Report to Clients –Fourth Quarter, 2007

Rigel Capital, LLC Portfolio Appraisal, December 31, 2007.

Westfield Capital Management Portfolio Review, December 31, 2007 and investment commentary, Fourth Quarter, 2007 and Global Investment Performance Standards compliant presentation.

Westfield Capital Management Global Investment Performance Standards compliant presentation

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Bank statements

January, 2008 statements from M & T Trust Company for accounts 77062 (cash); 1551134028 (Emerald); 2002696 (Chase), 2002697 (Rigel), 2002698 (Westfield); 76982 (Templeton); 79316 (Vanguard-Short Term) 77065, (Vanguard Intermediate Term) 1011511, (Vanguard Value Index) 1011510, (McDonnell-fixed), 9554168005 (Scheider) and 1003440 (Pzena), 1012456 (GMO), and 1012457 (Vanguard Global)

January, 2008 statements from Wachovia for checking account 210000020087.

Solicitations:

General

Viewpoint, Biondo Investment Advisors, Naples, Fl.
C.S. McKee, Pittsburgh, PA.
Mt. Lucas, Princeton, N.J.
Sector Capital Management, Germantown, TN.
Hammond Associates, St. Louis, MO.

Conferences

2008 Hedge Fund Investor Symposium, June 24-24, 2008,
New York, NY
Stars & Strips 2008 National Public Employees' Retirement
Fund Summit, April 13-15, 2008, Key West, Fl.
OPECB 3.0 March 17-18, 2008, Chicago

Old Business:

Mr. Scott moved, second by Mr. Long, to approve the Investment Policy Statement dated October, 2007. Motioned carried

Ms. Laubach said Hay Group agreed to hold their pricing from the previous contract with new contract period to begin April 1, 2008, going through March 31, 2009, at a cost of \$29,000 to be paid quarterly. It is Ms. Laubach understanding all their services would remain the same. The cost of the benefit statement would remain at \$1.75. When asked about multi-years, second and third year and Hay Group is willing to cap that at 2.5 percent for those two year. Ms. Laubach said this was still negotiable and what she bringing before the Board was the one-year agreement.

Mr. Barnhardt moved, second by Mr. Scott, to authorize Ms. Laubach to contact Hay Group and advise them the Board was interested in a four-year agreement and ask if they would consider extending the current rates. Motion carried.

New Business:

Mr. Scott moved, second by Mr. Long, to approve and sign the Amendment to Securities Lending and Repurchase Agreement between Berks County Employee's Retirement Fund and Dresdner Bank. Motion carried.

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The Board authorized the disbursements on motion by Mr. Long and second by Mr. Scott. Motion carried.

Annuities and refunds for February, 2008

Annuities	\$ 659,546.65
Refunds	<u>489,440.83</u>
Total	\$ 1,148,987.48

\$205.00 to M&T Investment Group as Custodian – Vanguard Short Term Bond, period ending January 15, 2008

\$205.00 to M&T Investment Group as Custodian-Vanguard Intermediate Term Bond, period ending January 15, 2008

\$185.00 to M&T Investment Group as Custodian –Vanguard Value Index Fund, period ending January 15, 2008

\$26,294.78 to M&T Investment Group as Custodian-Emerald Advisors Inc. period ending January 15, 2008

\$64.67 to M&T Investment Group as Custodian-GMO Global Fund, period ending January 15, 2008

\$64.67 to M&T Investment Group as Custodian-Vanguard Global, period ending January 15, 2008

\$18,750.00 to Chase Investment Counsel for Management Fees, period October 1,2007 through December 31, 2007

\$24,999.12 to Emerald Advisers, Inc. for Investment Counseling Fees for period of October 1, 2007 through December 31, 2007

\$29,873.55 to McDonnell Investment for Management of Assets October 1, 2007 through December 31, 2007

\$34,096.61 to Pzena Investment Management, LLC for Management fees October 1, 2007 through December 31, 2007

\$22,989.16 to Rigel Capital, LLC for Statement of Management Fees for 4th Quarter 2007

\$65,602.00 to Schneider Capital Management for Quarterly Management Fees October 1, 2007 through December 31, 2007

\$20,697.37 to Westfield Capital Management for Management fees October 1, 2007 through December 31, 2007

130.00 to Penn Square Caterers for lunch February 20, 2008 workshop

Meeting adjourned at 2:24 p.m.