

BERKS COUNTY EMPLOYEE'S RETIREMENT FUND MINUTES
NOVEMBER 21, 2007

Commissioner Judith Schwank called the meeting to order at 10:04 a.m. Attending were Sandy Graffius, Secretary, Nelson Long, Treasurer and member Thomas Gajewski. The following County staff attended: Alan Miller, County Solicitor and Judi Lumis, Office of the Controller. Also attending was Michael Shone, President, Peirce Park Group.

The minutes of the October 18, 2007 meeting were approved on motion by Ms Graffius and second by Mr. Long. Mr. Gajewski abstained.

The Board received the following communications:

Presentations:

Mr. Shone said large cap stocks were up 2% for the quarter and value outperformed growth by about 2 percentage points. Mr. Shone said the Fund is well diversified across the spectrum. For the quarter equity markets were down, fixed income markets up. In the last five years international equities had been the better place to invest. Emerging markets also performed well. Mr. Shone said currently, the Fund was not invested in real estate; however, the Board might want to discuss this option in the future.

FUND	BENCHMARK	ACTUAL PERFORMANCE YEAR TO DATE THROUGH 09/30/07
Total Fund	7.7%	8.1%
Schneider Large Value	6.0%	6.4%
Chase Large Growth	12.7%	16.7%
Rigel Large Growth	12.7%	17.2%
Westfield Large Growth	12.7%	19.6%
Pzena Mid Value	4.8%	0.6%
Emerald Mid Growth	11.7%	18.1%
McDonnell Fixed Income	4.4%	4.2%
Templeton International	13.2%	15.6%

Mr. Shone said collectively the managers underperformed the bench mark for the last quarter; however, outperformed the benchmark year to date.

Correspondence:

Dresdner Bank transaction confirmations and Schedule of Investments
October 16, 2007 and October 23, 2007 (unaudited)

Global Research Analyst Settlement check in the amount of \$13,585.40.

Computer Associates Restitution Fund check in the amount of \$572.08.

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Peirce Park Group Berks County Asset Liability Study and Third Quarter, 2007 Market Review

Chase Investment Counsel Commission Recapture Broker Commissions from October 1, 2007 through October 31, 2007. Letter enclosing a copy of remarks of Derwood S. Chase, Jr. from 45th Contrary Opinion Forum and Walter Deemer's Report from the Forum. Letter enclosing Chase's privacy notice and advising Part II of Form ADV would be available upon request

Emerald Advisers Third Quarter 2007 update and biography of Andrew Rohrer, a research analyst added to Emerald's mid cap team and Commission Recapture Activity for Month ending October 31, 2007

LJR Recapture Services, Trading Summary, January 1, 2007 through September 30, 2007

McDonnell Investment Management, LLC Investment Report for period ending September 30, 2007

Pzena Investment Management, LLC Portfolio Review, June 20, 2007 through September 28, 2007 and Prices Initial Public Offering and Quarterly Report to Clients dated September 30, 2007

Rigel Capital, LLC Portfolio Appraisal, September 30, 2007

Templeton Portfolio Advisors Quarterly Report as of September 30, 2007

Westfield Capital Management Portfolio Review, September, 30, 2007, letter regarding one of their holdings, Maxim Integrated Products that was delisted from the NASDAQ exchange on October 1, 2007 and Proxy Voting Report

Westfield Capital Management Global Investment Performance Standards compliant presentation

Bank statements

October, 2007 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)

October, 2007, statements from Wachovia for checking account 210000020087.

Solicitations:

General

Sector Capital Management Performance Update, Germantown, TN.

Hammond Associates, Research Report, Public Retirement Plan, Fall 2007

Conferences

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2008 NY Sub-Advised & Multi-Managed Funds Summit, January 23-25, 2007, New York, NY

Hedge Fund Replication Forum, January 28-29, 2008, New York, NY

Mid-Sized Retirement & Pension Plan Management Conference,
January 27-30, 2008, Orlando, Fl.

2008 Taft-Hartley Benefits Summits, February 10-12, 2008, Orlando, Fl.

Old Business:

Sandy Graffius moved, seconded by Mr. Long to retain the firm Grant & Eisenhoffer for Securities Litigation. Motion carried, Mr. Gajewski voted no.

Mr. Shone reviewed the completed Asset Liability Study (Study) with the Board. He said that the purpose of the Study was to provide the Board with information and recommendations. Ms. Schwank said the newly elected Board members should be given a chance to review the Study and discuss it at the January meeting.

The Board agreed that all the investment managers would give presentations at the February 20, 2008 meeting. The meeting will begin at 9:00 a.m. with each manager allotted 25 minutes. The Board meeting dates for the remainder of 2008 to be approved at the February meeting.

New Business:

Mr. Long moved, seconded by Ms. Graffius, to set the rate of interest for employee contributions to the Fund at five percent for calendar year 2007. Motion carried Mr. Gajewski abstained.

Following a discussion, the Board decided against harvesting the capital gains this year.

Ms. Graffius moved, seconded by Mr. Long to terminate and liquidate Templeton Investments and redistribute the proceeds equally, between Van Guard Global Equity Fund and GMO Global Growth Fund Motion carried.

Mr. Long moved, seconded by Ms. Graffius, to liquidate \$2.5 million each from Schneider Capital Management and Van Guard Value Index Fund to equally split between GMO Global Growth Fund and Vanguard Global Equity Fund. Motion carried.

Mr. Long moved, seconded by Ms. Graffius, to approve the employee buy back request as listed. Motion carried.

Donna Marie Smith to buy back leave of service time from 2001 and 2002 at \$1,148.18.

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

Annuities and refunds for November, 2007

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Annuities	\$607,650.09
Refunds	\$186,024.37
Total	\$793,674.46

\$20,000.00 to Peirce Park Group for 2007 Asset/Liability Study

\$205.00 to M&T Investment Group as Custodian – Vanguard Institution Index Fund, period ending October 15, 2007

\$185.00 to M&T Investment Group as Custodian-Vanguard Intermediate Term Bond, period ending October 15, 2007

\$185.00 to M&T Investment Group as Custodian –Vanguard Value Index Fund, period ending October 15, 2007

\$25,737.37 to M&T Investment Group as Custodian-Emerald Advisors Inc.

\$59,132.48 to Franklin Templeton Investments for Investment Management Fees for the quarter ended September 30, 2007

\$29,134.57 to McDonnell Investment for Management of Assets July 1, 2007 through September 30, 2007

\$36,973.48 to Pzena Investment Management, LLC for Management fees July 1, 2007 through September 30, 2007

\$71,848.00 to Schneider Capital Management for Quarterly Management Fees July 1, 2007 through September 30, 2007

\$20,723.65 to Westfield Capital Management for Management fees July 1, 2007 through September 30, 2007

\$151.00 to Penn Square Caterers for lunch at the October 18, 2007 workshop

Meeting adjourned at 11:44 p.m.