

BERKS COUNTY EMPLOYEE'S RETIREMENT FUND MINUTES
OCTOBER 16, 2008

Co-Chairman Christian Leinbach called the meeting to order at 9:00 a.m. Attending Sandy Graffius; Secretary, Nelson Long, Treasurer; and members Chairman Mark Scott and Kevin Barnhardt. The following County staff attended: Alan Miller, County Solicitor; Suzanne Baer, Pension Coordinator and Judi Lumis, Office of the Controller. Terry Gerlich and Charles Greenberg, SEI Global Institutional Group also attended.

The minutes of the August 20 and September 18, 2008 meetings were approved on motion by Ms. Graffius and second by Mr. Barnhardt.

The Board received the following communications:

Presentations:

Mr. Greenberg said that SEI's fiduciary responsibilities would include advisory services and plan modeling integrating that with investment management. SEI is a global company with employees all over the country and the world to make sure they have the resources in place to bring the best results.

The total assets transitioned to SEI were \$182 million on September 30, 2008. In the equity markets, the transition was completed on October 7, 2008. Over \$12 million kind equity was transferred to SEI's discipline equity fund. Overall the equity commission cost was \$85,555.

On the Fixed income side, the complete group of securities that were still slowly being traded and moved. Currently there was \$10 million outstanding. This will be slowly moved into the SEI portfolios over the next couple of weeks.

Mr. Greenberg requested that another meeting be called within the next few weeks to do an asset liability study. Meeting was tentatively scheduled for November 3, 2008 at 2:00 p.m.

Mr. Gerlich said the value diversification, particularly over the next 12 to 18 months, would be a prime determinate of the Funds performance. The ability to fully allocate across both public markets and alternative markets would be useful.

Communications:

Thank you letter from Peirce Park Group for the opportunity to provide advice and service over the past year and a half.

SEI Private Trust Company Custody Agreement, Investment Management Agreement

Check in the amount of \$78.85 representing Fund's pro-rate cash share of distribution of the Veritas Software Co. Settlement.

Statement of Financial Condition as of June 30, 2008 for BNY Converg Ex Execution Solutions, LLC

Chase Investment Counsel Commission Recapture Broker Commissions from August 1, 2008 through August 31, 2008

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Emerald Advisers, Inc. Commission Recapture Activity for month ending July 31, 2008, August 31, 2008, and September 20, 2008

GMO Investment Reviews for Months ending August 31, 2008 and September 30, 2008

LJR Recapture Services trading summary January 1, 2008 through July 31, 2008

Vanguard U.S. Stock Index Large-Capitalization Funds Prospectus dated April 29, 2008 and Semi Annual Report dated June 30, 2008; Vanguard Bond Index Funds Semiannual Report dated June 30, 2008 and Prospectus dated April 25, 2008

Memorandum from Alan Miller, Solicitor Re: SEI Disclosure Statement

Memorandum from Alan Miller, Solicitor re: SEI Investments Management Corporation Investment Management Agreement

E-Mail received from Charles Esposito, SEI Investments Re: SEI Transition

Letter from Franklin Templeton Investments including check for \$822.73 representing pro rate share of Net Settlement Fund from Checkpoint Software Technologies Securities Litigation

MTB Institutional Class Prospectus dated August 31, 2008

Letter from Chase Investment Counsel re: Financial Markets Crisis and The CICC Process

SEI Summary September 1, 2008 through September 30, 2008

Bank statements

August & September 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)

August & September, 2008 statements from Wachovia for checking account 210000020087.

Solicitations:

General: None

Conferences:

Middle Atlantic States Public Employee Retirement Systems Forum, October 27-28, 2008, Chantilly, VA

GMO Fall Conference, October 29 & 30, 2008, Boston, MA

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2008 Wellington Management Investment Seminars,
October 28, 2008, Philadelphia, Pa. and November 6, 2008,
Baltimore, MD

Old Business:

None

New Business:

Mr. Scott moved, seconded by Mr. Leinbach to ratify and confirm buy-backs approved

Peggy I. Umbenhauer, buying back time when not participating in the pension fund, over 12 years in the amount of \$15,456.64.

Oscar Reitenauer, III, to buy back 7 ½ months of service time in the amount of \$353.69.

Mr. Scott moved, seconded by Mr. Leinbach, to approve the employee buy back requests. Motion carried.

Sandra J. Salvatore, to buy back 13 years of service time in the amount of \$15,605.42.

Dorothy C. Puszczkowski, to buy back 6 months of service time with no pension contributions withheld in the amount of \$630.74.

Dennis C. Sensenig, to buy back 1 year of military service time in the amount of \$4,099.34.

Mr. Leinbach requested it be determined the amount a retiree would receive over a normal lifecycle as a result of purchasing service time in the amount of \$15,456.65 for the next Retirement Fund meeting.

Ms. Graffius moved, seconded by Mr. Long to ratify and confirm disbursements for September approved on August 22, 2008. Motion carried.

Annuities and refunds for September, 2008

Annuities	\$665,829.51
Refunds	<u>\$188,503.38</u>
Total	\$854,342.89

\$30,654.00 to Engle-Hambright & Davies, Inc. for annual Fiduciary Liability premium

\$3,825.50 to Hay Group for 2008 Benefit Statements

\$16,250.00 to Peirce Park Group for 3rd Quarter 2008 Consulting

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

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Annuities and refunds for October, 2008

Annuities	\$ 671,271.38
Refund	<u>\$ 65,989.44</u>
Total	\$ 737,260.82

\$20,172.72 to Emerald Advisers, Inc. for Investment Counseling Fees for the period of July 1, 2008 through September 24, 2008

\$51,576.09 to Schneider Capital Management for Quarterly Management Fee April 1, 2008 through June 30, 2008

\$22,876.82 to Westfield Capital Management for Statement of Management Fees for the period July 1, 2008 through September 22, 2008

Meeting adjourned at 10:10 a.m.