

VENTURA COUNTY EMPLOYEES' RETIREMENT ASSOCIATION

BOARD OF RETIREMENT

BUSINESS MEETING

JULY 18, 2005

MINUTES

DIRECTORS

PRESENT:

Albert G. Harris, Public Member
Robert Hansen, General Employee Member
Jim Wall, General Employee Member
Wayne Larroque, Retiree Member
Chris Johnston, Alternate Employee Member
Vern Markley, Alternate Retiree Member

DIRECTORS

ABSENT:

William W. Wilson, Chair
Tracy Towner, Vice Chair
Lawrence L. Matheney, Treasurer, Ex-officio Member
Judy Mikels, Public Member
Joseph Henderson, Public Member

STAFF

PRESENT:

Tim Thonis, Chief Financial Officer
Lori Nemiroff, Assistant County Counsel

PLACE:

Ventura County Employees' Retirement Association
Second Floor Boardroom
1190 South Victoria Avenue
Ventura, CA 93003

TIME:

9:00 a.m.

ITEM:

I. INTRODUCTION OF MEETING

Mr. Harris called the Business Meeting of July 11, 2005, to order at 9:15 a.m.

II. APPROVAL OF AGENDA

Mr. Wall moved, seconded by Mr. Larroque, to approve the Agenda.

Motion passed.

III. APPROVAL OF MINUTES

- A. Disability Meeting of July 11, 2005.

Mr. Hansen moved, seconded by Mr. Larroque, to approve the Minutes for the Disability Meeting of July 11, 2005.

Motion passed.

IV. CONSENT AGENDA

- A. Delta Asset Management Investment Report for the Month Ended June 30, 2005.
- B. Wasatch Advisors Investment Report for the Month Ended June 30, 2005.
- C. LSV Asset Management Investment Report for the Month Ended June 30, 2005.
- D. Barclays Global Investors Report for the U.S. Equity Index Fund, Extended Equity Market Fund and U.S. Debt Index Fund for the Month Ended June 30, 2005.
- E. Capital Guardian Trust Company Investment Report for the Month Ended June 30, 2005.
- F. Sprucegrove Investment Management Investment Report for the Month Ended June 30, 2005.
- G. Western Asset Management Investment Report for the Month Ended June 30, 2005.
- H. Reams Asset Management Investment Report for the Month Ended June 30, 2005
- I. GMO Investment Management Review for the Month Ended June 30, 2005.
- J. Wellington Management Company Investment Report For the Month Ended June 30, 2005.
- K. Regular and Deferred Retirements and Survivors Continuances for the Month of June 2005.

IV. CONSENT AGENDA (Continued)

L. Report of Checks Disbursed in June 2005.

M. Budget Summary for the Month Ended June 30, 2005 (Preliminary).

Mr. Wall moved, seconded by Mr. Larroque, to approve the Consent Agenda Items A through M.

Motion passed.

V. INVESTMENT INFORMATION

A. LSV Asset Management Annual Investment Presentation; Rob Vishny, Partner.

Mr. Vishny provided the Board an update on the LSV organization, provided an overview of the investment process followed by LSV and discussed investment performance.

B. Wasatch Advisors Annual Investment Presentation; Jeff Cardon, President, Portfolio Manager, and Ellie van de Velde, Vice President

Ms. van de Velde provided an update on the organization and Mr. Cardon discussed their investment process and performance.

C. Delta Asset Management Annual Investment Presentation; Carl Goldsmith, Managing Director, and Marla Ryan, Senior Vice President.

Robert Sandroni and Marla Ryan were present from Delta Asset Management. Mr. Sandroni discussed their recent acquisition by Berkeley Capital Management. Ms. Ryan discussed performance and their outlook for the economy.

D. EnnisKnupp & Associates Investment Reports.

1. Proposed Statement of Objectives, Guidelines and Procedures for Loomis, Sayles & Company (Exhibit A to Investment Management Contract).

Mr. Hansen moved, seconded by Mr. Larroque, to approve the Statement of Objectives, Guidelines and Procedures for Loomis, Sayles & Company.

Motion passed.

V. INVESTMENT INFORMATION (Continued)

D. Ennis Knupp & Associates Investment Reports (Continued)

2. Memorandum Regarding GMO Mutual Fund Changes.

Mr. Hansen moved, seconded by Mr. Wall, to approve the changes being made by GMO to their mutual fund structure.

Motion passed.

3. Memorandum Regarding Acquisition of Assets by Western Asset Management as a Result of a Transaction Between Legg Mason and Citigroup.

Mr. Hansen moved, seconded by Mr. Wall to receive and file this memorandum.

Motion passed.

4. Memorandum Regarding Delta Asset Management Due Diligence Meeting.

Mr. Hansen moved, seconded by Mr. Larroque, to receive and file this memorandum.

Motion passed.

5. Memorandum Regarding SEC Investigation of Pension Consulting Industry.

Mr. Hansen moved, seconded by Mr. Larroque, to receive and file this memorandum.

Motion passed.

6. Draft Agenda for Board Retreat, October 6 & 7, 2005.

Mr. Vandolder reviewed the Board Retreat Draft Agenda.

No action taken.

V. INVESTMENT INFORMATION (Continued)

D. Ennis Knupp & Associates Investment Reports (Continued)

7. Preliminary Performance Report for the Month Ended June 30, 2005.

Mr. Vandolder reviewed the preliminary performance report.

No action taken.

E. Approval of Loomis, Sayles & Company Investment Management Agreement.

Ms. Nemiroff advised the Board that the contract had been reviewed and was acceptable.

Mr. Hansen moved, seconded by Mr. Larroque, to approve the contract with Loomis, Sayles & Company.

Motion passed.

VI. NEW BUSINESS

A. Request to Attend Institutional Investor Institute's Consultants Roundtable, October 18-19, 2005 and Make Site Visit to EnnisKnupp & Associates.

Mr. Johnston moved, seconded by Mr. Hansen, to approve this request.

Motion passed.

B. Memorandum from Robert Palmer, SACRS Legislative Chair, Regarding Submission of Legislative Proposals.

Mr. Johnston indicated legislation that would help stabilize funding of the system would be beneficial. Ms. Nemiroff addressed a bill that would establish a contingency reserve for that purpose.

Mr. Wall moved, seconded by Mr. Larroque, to receive and file this item.

Motion passed.

VII. INFORMATIONAL

- A. Publications (Available in Retirement Office)
 - 1. Institutional Investor
 - 2. Pensions and Investments

VIII. PUBLIC COMMENT

None.

IX. BOARD MEMBER COMMENT

None.

X. ADJOURNMENT

There being no further items of business before the Board, Mr. Harris adjourned the Business Meeting at 11:15 a.m.

Respectfully submitted,

TIM THONIS
Chief Financial Officer

Approved:

WILLIAM W. WILSON
Chair