

**West Palm Beach Police Pension Fund
2100 North Florida Mango Road
West Palm Beach, Florida 33409**

Minutes

**October 8, 2010
8:15 AM**

CALL THE MEETING TO ORDER

Mr. Mitchell called to order the West Palm Beach Police Pension Fund Meeting on October 8, 2010 at 8:20 AM, in the conference room of the Palm Beach County Police Benevolent Association.

Present at the meeting: Edward Mitchell, Chairman, Jonathan Frost, Board Secretary, Board Trustees' Chris Fragakis, Wilton White and Troy Marchese.

Also present: Ernest George, Retired Member; James Vogt, Valley Forge Asset Management; Mark Rickabaugh & Robert Croce, Anchor Capital Advisors; John McCann, Performance Consultant, Thistle Asset Consulting; Bonni Jensen, Board Attorney, Law Offices of Perry & Jensen; Patty Ostrander on behalf of Dave Williams, Plan Administrator.

APPROVAL OF THE MINUTES

Mr. Mitchell asked if there were any changes required to the minutes of September 17, 2010. Mr. Frost offered his response and made the motion to approve the minutes, which was seconded by Mr. Fragakis. All Trustees voted yes, and the motion was passed 5-0.

APPROVAL OF DISTRIBUTIONS

New Warrants were presented for review and execution. Warrants approved at the last meeting were presented to the Board in spreadsheet format by Mrs. Ostrander on behalf of Mr. Williams. Mr. Frost made the motion to approve, which was seconded by Mr. Fragakis. All Trustees voted yes, and the motion was passed 5-0.

Thelton Luke Jr. requested the return of his pension contributions made to the Fund. Mr. Frost made the motion to approve the warrant presented, which was seconded by Mr. Fragakis. All Trustees voted yes, and the motion was passed 5-0.

ATTORNEY'S REPORT

Mrs. Jensen presented the proposed credit card usage policy requested. Mr. Mitchell and Mr. Frost spoke against the issuance of credit cards for Trustees and thus the adoption of the policy. That consensus prevailed and the matter will no longer be pursued.

Mrs. Jensen presented an "Assignment & Assumption to Investment Manager Agreement" for the Board to consider. The agreement was crafted due to a name change of the firm Davis Hamilton Jackson and Associates, LP to Garcia Hamilton and Associates, LP. Mr. White made the motion to approve the agreement, which was seconded by Mr. Marchese. All Trustees voted yes, and the motion was passed 5-0.

Mrs. Jensen advised that time has elapsed for the Administrative Judge to rule on the Delong Matter. No further information is known at this time.

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Mrs. Jensen advised that Collins Capital agreed to a total liquidation of the account by the end of the calendar year 2010.

Mrs. Jensen advised our existing public records policy was reviewed and recommends a more extensive policy. Mr. Frost made the motion for Mrs. Jensen to draft a policy in accordance to current and future demands, which was seconded by Mr. White. All Trustees voted yes, and the motion was passed 5-0.

As a result of prior Board approval, Mrs. Jensen advised that she sent out letters to each affected vendor with regard to a Securities Exchange Commission (SEC) rule change. Future agreements will include additional language.

Mrs. Jensen stated that representatives from Gabriel Roeder Smith (GRS) will appear before the Board on November 12, 2010.

Mrs. Jensen prepared a draft copy of the revised buyback policy for the Board to consider. Mr. Fragakis felt the current policy was sufficient and particular issues can be decided on a case by case basis. The Board was in concurrence and took no further action.

ANCHOR CAPITAL – MID CAP VALUE MANAGER

Mr. Mark Rickabaugh & Mr. Robert Croce, Anchor Capital Advisors appeared before the Board and reviewed the September 30, 2010 investment report. Among the issues detailed was the firm overview, the investment team, assets under investment, investment process, philosophy and strategy. From inception to May 12, 2003 the return was 121.73% net v. the benchmark (Russell Midcap Value Index) return of 95.47%. For the current fiscal year ending September 30, 2010, the net return was valued at 16.50% v. 16.93% for the benchmark. On the short term, for the quarter ending September 30, 2010, the net return was valued at 8.31% v. 12.13% for the benchmark. A portfolio summary was provided to include portfolio weightings and characteristics in holdings such as cash. Performance measurements as well as key performance contributors/detractors were highlighted.

A Morningstar Report for the Anchor Capital Advisors Account was distributed and reviewed by Mr. McCann.

VALLEY FORGE ASSET MANAGEMENT – LARGE CAP CORE MANAGER

Mr. James Vogt, Valley Forge Asset Management came before the Board and provided an analysis of the September 30, 2010 investment report. It should be noted that this manager's commencement date is April 12, 2010. From the cited inception date, the return was 3.07% net v. the benchmark (S&P 500) return of -3.71%. For the quarter ending September 30, 2010, the net return was valued at 10.28% v. 11.29% for the benchmark. A portfolio summary was provided to include portfolio weightings and characteristics in holdings.

INVESTMENT MONITORING REPORT

Mr. McCann recommended that the Board participate in the dividend reinvestment program with the Intercontinental portfolio.

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This would permit Intercontinental to reinvest the dividends instead of returning the funds to the R&D Account. Mr. Frost made the motion to participate in dividend reinvestment program with the Intercontinental portfolio, which was seconded by Mr. Fragakis. All Trustees voted yes, and the motion was passed 5-0. Mr. Mitchell executed the agreement after the review of Mrs. Jensen.

Mr. Mitchell asked Mr. McCann about the status of the Munder portfolio. Mr. McCann said he was awaiting the September report, and would possibly invite the Munder representatives to the November 12th meeting.

A discussion ensued with regard to the state monies received and its allocation. Mr. McCann stated the funds were divided based on the current investment policy.

Mr. McCann advised the Board that although the final rate of return was pending, a rough estimate on the fiscal year return would be over 10%.

OPEN DISCUSSION

The Board welcomed Mr. Marchese to his first meeting as a Board Trustee. Further, Mr. Marchese was congratulated for completing Phase 1 Trustee Training with the Florida Public Pension Trustees Association.

ADJOURNMENT

Being there was no other business; the meeting was adjourned at 9:45AM.

The next meeting regularly scheduled meeting is November 12, 2010 at 8:15 AM.

Jonathan Frost, Board Secretary