

MINUTES

Regular Meeting Board of Trustees

November 15, 2000

The Board of Trustees of the Arkansas Teacher Retirement System met on Wednesday, November 15, at 8:30 a.m. The meeting was held in the ATRS Board Room, 1400 West Third Street, Little Rock, Arkansas.

Members of the Board Present:

Charles Dyer, Chair
Betty McGuire, Vice Chair
Winfred Clardy
Hazel Coleman
Dr. Paul Fair
John Fortenberry
Ann Harbison
Mary Harris
Lynda Hogue
Linda Parsons
Charles Vondran
Gus Wingfield

Members of the Board Absent:

Jimmie Lou Fisher
Raymond Simon
Frank White

Members of the Staff Present:

Bill Shirron, Executive Director
Dena Dixon, Manager, Membership & Payroll
Angelo Coppola, Deputy Director
Wayne Greathouse, Associate Director/Investments
Tammy Medlock, Administrative Assistant
Hugh Roberts, Retirement Fund Investment Supervisor
Bernice Smith, Manager, Accounting

Others Present:

John Bartling, Walden
Michael Bean, Aeltus
Christian Bertelsen, Phoenix
Hank Broyles, Broyles Mortgage
Bill Conrad, AG Edwards
Julian Cooke, AIB Govett
Scott Coopriider, Holbein & Associates
Rich DiChillo, Aeltus
John Die, The Benton Companies
David Denniger, Olympus

Others Present (continued):

Darrell Dover, Dover & Dixon
Ron Eubel, Eubel Brady & Suttman
Andrew Fastow, LMJ
Jay Gadberry, Morgan Keegan
Bruce Gartman, Office of the State Auditor
Mariko Gordon, Daruma Asset Management
Calum Graham, AIB Govett
Al Harrison, Alliance Capital
Bill Hazel, Eubel Brady & Suttman
Richard Holbein, Holbein & Associates
Robert Horton, Smith Barney
Jennifer Hunt, Loomis Sales
Paul Kaziliones, Westbrook Partners
John LaForge, Phoenix
Rob Landon, Olympus
Jim Lindsey, Lindsey Management
Lisa McDaniel, Regions Trust Capital Management
James McGuire, Guest of Betty McGuire
Noreen McKee, Daruma Asset Management
Mike Pyron, Cooper Realty
Joe Rice, Alliance Capital
Paul Runge, AIB Govett
Jim Salonia, Phoenix
DeWitt Smith, Cooper Realty
Roy Stanley, Lindsey Management
Leonard Venable, Office of the State Treasurer
Kenneth Whitney, Blackstone Group

I. Roll Call

The minutes were recorded by Tammy Medlock of the Teacher Retirement staff.

II. Adoption of Agenda

Dr. Fair made a motion to adopt the agenda as amended. The motion carried.

III. Election of Officers

Ms. Harbison made a motion to elect Linda Parsons for Chair. The motion carried. Mrs. Harris made a motion to elect Charles Vondran for Vice Chair. The motion carried. Mr. Shirron stated the Chair and Vice Chair also serve on the Investment Committee.

IV. Minutes of August 14-15, 2000

Ms. Parsons made a motion to approve the minutes of August 14-15, 2000, as presented. The motion carried.

V. Next Regular Meeting Date(s)

The next regular meeting of the Board was tentatively scheduled for January 15-16, 2000.

VI. Proposal for Purchase of American Center I & II (Nashville, TN)

Mrs. McGuire made a motion that the system proceed with the purchase of the American Center, pending Mr. Dover's signing off on it. The motion carried.

VII. Proposal for Purchase of Fort Smith Marketplace Shopping Center

This project was pulled from consideration.

VIII. Jim Lindsey apartment Partnership Proposal

Mr. Wingfield made a motion that the system enter into the first phase with all stipulations and terms as presented by Mr. Lindsey. The motion carried.

IX. Olympus Real Estate-Walden Co-Invest Presentation

By common consent, the board referred the proposal to the Investment Committee for a recommendation.

X. AIB Govett International Equity-Emerging Growth Presentation

Mr. Dyer made a motion to approve the system's participation in this method of investment. The motion carried.

XI. Consultant's Report

Mr. Holbein stated, starting today, money managers will make board presentations using a standard format. By common consent, the board agreed the same format should also apply to monthly and quarterly reports that are mailed to the homes of board members. Mr. Vondran provided a sample format to Mr. Holbein for his review.

XII. Investment Program Reports

- A. Update on LJM2
- B. Daruma Asset Management
- C. Phoenix Investment Partners
- D. Aeltus Investment Management
- E. Eubel Brady & Suttman
- F. Alliance Capital
- G. Blackstone Mezzanine Partners

In other Business:

Called Investment Committee Meeting and Board Meeting. Mr. Shirron stated a meeting of the Investment Committee and board will be scheduled for December 5.

LJM3 Investment Proposal. Mr. Wingfield made a motion for the board to consider the proposal at the called meeting of the Investment Committee on December 5. The motion carried.

Dr. Fair made a motion to recess until 8:30 a.m., November 16, 2000. The motion carried and the Board recessed at 5:25 p.m.

Linda Parsons, Chairman

Bill A. Shirron, Secretary to the Board

DATE