

GOVERNMENT OF GUAM
RETIREMENT FUND
STABILITY · SECURITY · REWARDS

Felix P. Camacho
Governor

Michael W. Cruz, M.D.
Lieutenant Governor

Paula M. Blas
Director

Trustees:

Joe T. San Agustin
Chairman

Wilfred P. Leon Guerrero, Ed.D.
Vice-Chairman
Investment Committee, Chairman

James J. Taylor, Ph.D.
Secretary
Investment Committee, Vice-Chairman

Gerard A. Cruz
Treasurer
Audit & Operations Committee,
Chairman

George A. Santos
Members' & Benefits Committee,
Chairman

Katherine T.E. Taitano
Trustee

Antolina S. Leon Guerrero
Trustee

**INVESTMENT COMMITTEE MEETING
DEFINED BENEFIT PLAN**

Friday, October 31, 2008, 11:00am
Retirement Fund Conference Room

MINUTES

I. CALL TO ORDER

The Retirement Fund Investment Committee meeting was called to order at 11:15am on Friday, October 31, 2008, in the Retirement Fund Conference Room. Investment Committee Member Taylor officiated.

Board of Trustees Present:

Gerry Cruz, Member
James Taylor, Member
Joe T. San Agustin, Ex-Officio

Staff Present:

Paula M. Blas, Director
Diana Bernardo, Controller
Stephanie Herrera, Recording Secretary

II. ACTION ITEMS

- 1. Approval of Minutes – September 12, 2008**
- 2. Approval of Minutes – September 19, 2008**

A motion was made by Committee Member Cruz, seconded by Committee Member Taylor to approve the minutes of September 12, 2008 and September 19, 2008, subject to correction. Without objection, the motion was passed.

III. OPEN ITEMS

1. Proxy Voting Policy

Glass Lewis will receive all the votes from the Fund's managers and will vote based on the proxy voting guidelines adopted by the Fund. Controller Bernardo indicated that a summary and a complete version of the proxy voting policy was provided by Glass Lewis and the Fund could adopt both, either one, or modify it. Committee Member Taylor stated that he reviewed both and found them to be acceptable, stating that the summary would have more flexibility in modifying if the Fund chooses to do so. A motion was made by Committee Member Cruz, seconded by Committee Member Taylor to adopt the summary proxy voting policy, which will be recommended for approval by the Board at the next meeting.

2. Future Funding of the Remaining Managers "REITs, U.S. Domestic Small Cap and U.S. Domestic Large Cap" (added pending item)

Director Blas indicated that there are two managers for REITs, one for Small Cap and two for U.S. Domestic Large Cap that have not been funded. At the last Board meeting, it was recommended to wait until December 2008 to revisit these items.

IV. New Business

None.

V. INFORMATIONAL ITEMS

a. Asset Allocation Summary

An asset allocation summary as of October 28, 2008 was provided to the Committee for informational purposes.

b. Investment Summaries By Manager

Investment summaries by manager were provided to the Committee for informational purposes.

c. Investment – Fee and Income Summaries

Investment fees and income summaries by manager were provided to the Committee for informational purposes.

d. Securities Concentration Report

The securities concentration report was provided to the Committee for informational purposes

VI. OPEN DISCUSSION

None.

VII. CORRESPONDENCE

None.

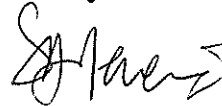
VIII. ANNOUNCEMENTS

None.

IX. ADJOURNMENT

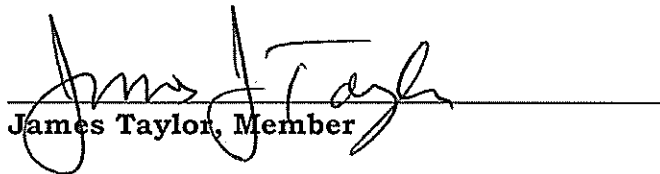
There being no further business before the Investment Committee, Committee Member Cruz, seconded by Committee Member Taylor moved to adjourn the meeting at 11:40am.

Respectfully submitted,



**STEPHANIE A. HERRERA
Recording Secretary**

AFFIRMED:


James Taylor, Member