

EMPLOYEES' PENSION FUND OF
THE CITY OF GAINESVILLE,
FLORIDA

FINANCIAL STATEMENTS AND
INDEPENDENT AUDITOR'S REPORT

SEPTEMBER 30, 2012

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Independent Auditor's Report

Honorable Mayor and City Commissioners
City of Gainesville, Florida

We have audited the statement of plan net assets of the Employees' Pension Fund of the City of Gainesville, Florida, as of September 30, 2012, and the related statement of changes in plan net assets for the year then ended. These financial statements are the responsibility of the City's management. Our responsibility is to express an opinion on these financial statements based on our audit.

We conducted our audit in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

As discussed in Note 1, the accompanying financial statements present only the Employees' Pension Fund and do not purport to, and do not, present fairly the net assets held in trust of the City of Gainesville, Florida, as of September 30, 2012, or the City's changes in net assets held in trust for the year then ended in conformity with accounting principles generally accepted in the United States of America.

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets held in trust for pension benefits of the Employees' Pension Fund as of September 30, 2012, and its changes in net assets held in trust for pension benefits for the year then ended in conformity with accounting principles generally accepted in the United States of America.

Accounting principles generally accepted in the United States of America require that the schedules of funding progress and employer contributions be presented to supplement the basic financial statements. Such information, although not a part of the basic financial statements, is required by the Governmental Accounting Standards Board, who considers it to be an essential part of financial reporting for placing the basic financial statements in an appropriate operational, economic, or historical context. We have applied certain limited procedures to the

required supplementary information in accordance with auditing standards generally accepted in the United States of America, which consisted of inquiries of management about the methods of preparing the information and comparing the information for consistency with management's responses to our inquiries, the basic financial statements, and other knowledge we obtained during our audit of the basic financial statements. We do not express an opinion or provide any assurance on the information because the limited procedures do not provide us with sufficient evidence to express an opinion or provide any assurance.

Management has omitted management's discussion and analysis that accounting principles generally accepted in the United States of America require to be presented to supplement the basic financial statements. Such missing information, although not a part of the basic financial statements, is required by the Governmental Accounting Standards Board, who considers it to be an essential part of financial reporting for placing the basic financial statements in an appropriate operational, economic, or historical context. Our opinion on the basic financial statements is not affected by this missing information.

Car, Riggs & Ingram LLC

March 22, 2013
Gainesville, Florida

Employees' Pension Fund of the City of Gainesville, Florida
Statement of Plan Net Assets
September 30, 2012

ASSETS	
Cash and Equivalents	\$ 3,405,797
Investments, at Fair Value	268,414,116
Receivables	<u>393,868</u>
 TOTAL ASSETS	 272,213,781
 LIABILITIES	
Accounts Payable and Accrued Liabilities	<u>7,897</u>
 NET ASSETS HELD IN TRUST FOR PENSION BENEFITS (A Schedule of Funding Progress is Presented on Page 10)	 <u><u>\$ 272,205,884</u></u>

The accompanying "Notes to Financial Statements"
form an integral part of this statement.

Employees' Pension Fund of the City of Gainesville, Florida
Statement of Changes in Plan Net Assets
For the Fiscal Year Ended September 30, 2012

ADDITIONS

Contributions:

Employer Contributions	\$ 8,676,470
Employee Contributions	4,017,771
Employee Contributions - Through DROP	3,170,761
Employee Contributions - Military Buyback	<u>674,976</u>

Total Contributions 16,539,978

Investment Income:

Net Appreciation in Fair Value of Investments	48,658,133
Dividends and Interest	<u>3,106,979</u>

Total 51,765,112

Less Investment Expense 1,203,184

Net Investment Income 50,561,928

TOTAL ADDITIONS 67,101,906

DEDUCTIONS

Benefit Payments	23,371,258
Benefit Payments - DROP Payouts	3,170,761
Refunds of Contributions	290,591
Administrative Expenses	<u>566,863</u>

TOTAL DEDUCTIONS 27,399,473

NET INCREASE 39,702,433

NET ASSETS HELD IN TRUST FOR PENSION BENEFITS,
October 1, 2011 232,503,451

NET ASSETS HELD IN TRUST FOR PENSION BENEFITS,
September 30, 2012 \$ 272,205,884

The accompanying "Notes to Financial Statements"
form an integral part of this statement.

Employees' Pension Fund of the City of Gainesville, Florida
Notes to Financial Statements
September 30, 2012

NOTE 1 – PLAN DESCRIPTION

The Plan is a single-employer, defined benefit pension plan, covering all permanent employees of the City, except certain managerial and professional personnel who elect to participate in either the Defined Contribution Plan or the Deferred Compensation Plan, and police officers and firefighters who participate in the Consolidated Police Officers' and Firefighters' Retirement Plan.

The Plan is reported as a trust fund in the City's comprehensive annual financial report.

Membership

As of the latest actuarial valuation, Plan membership consisted of the following:

Active Participants	1,499
Retirees & Beneficiaries	1,005
Terminated Vested and Limited Members	<u>332</u>
Total	<u><u>2,836</u></u>

Contribution Information

The contribution requirements of plan members and the City are established and may be amended by City Ordinance approved by the City Commission.

The City's funding policy provides for periodic employer contributions at actuarially determined rates that, expressed as percentages of annual covered payroll, are sufficient to accumulate sufficient assets to pay benefits when due.

The required contribution rate for the City for the current fiscal year was 10.82%. In addition to this amount, members contributed 5% of gross pay to the plan. Administrative costs are financed through investment earnings.

NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting

The accompanying financial statements are prepared using the accrual basis of accounting. Employee and employer contributions are recognized as revenues in the period in which employee services are performed. Benefits and refunds are recognized when due and payable.

Use of Estimates

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make various estimates. Actual results could differ from those estimates.

Employees' Pension Fund of the City of Gainesville, Florida
Notes to Financial Statements
September 30, 2012

NOTE 3 – DEPOSITS AND INVESTMENTS

Investment Policies

These funds represent investments administered by the City's Defined Benefit Pension Fund Investment Managers. These investments are reported at fair value. The fair value of this plan is derived through valuation efforts done by our investment managers in conjunction with our plan custodian. The fair values for the vast majority of these assets are readily available. For those assets whose fair value is less verifiable, the best available information is used.

The Plan maintains separate investment managers for its equity and fixed income portfolios. The managers are required to comply with Florida statutes, City ordinances, other applicable laws and with the fiduciary standards set forth in the Employees Retirement Income Security Act of 1974 at 29 U.S.C. Section 1140(a)(1)(A)(C). The managers of these funds are permitted to invest in the following instruments:

Equity Funds (domestic)

- Common Stocks
- Stock Index Futures
- Convertible and Preferred Stocks
- American Depository Receipts
- REITS
- Limited Liability Companies (LLCs)

Equity Funds (international)

- Restricted to managers specifically hired to invest in international equities
- Common and Preferred Stocks of foreign issuers domiciled in developed and developing countries (emerging markets)
- Forward Foreign Currency Exchange Contracts for hedging purposes
- American and Global Depository Receipts and similar securities

Fixed Income Funds (domestic)

- Must have a rating of investment grade (BBB/Baa) or better
- United States Treasury and Agency Securities
- Commercial Paper with either a Standard & Poor's quality rating of A-1 or a Moody's quality rating of P-1 and a maturity of 270 days or less
- Certificates of Deposit up to FDIC or FSLIC insurance coverage or any amount fully collateralized by United States Government Securities or issued by an institution which is a qualified public depository within the State of Florida
- Corporate Bonds, Mortgage Backed Securities, or Asset Backed Securities
- Yankee Bonds
- Convertible Securities
- Money Market or Cash Equivalent Securities

Fixed Income Funds (international)

- Investment Grade Sovereign Issued Debt
- Investment Grade Corporate Bonds and Commercial Paper

Employees' Pension Fund of the City of Gainesville, Florida
Notes to Financial Statements
September 30, 2012

NOTE 3 – DEPOSITS AND INVESTMENTS

Cash Equivalents

- Certificates of Deposit, Commercial Paper, Direct Obligations of the U.S. Government, Repurchase Agreements, Bankers Acceptances, Custodian STIFs, and other appropriate liquid short-term investments

Real Estate and Alternative Assets

- Discretionary commingled vehicles such as insurance company separate accounts, open-end or closed-end funds and real estate investment trusts (REITS) holding either leveraged or unleveraged positions in real property and real property related assets
- All must be of institutional investment quality and must be diversified by property type and geographic location

Pooled or Commingled Funds

- The fund may invest in commingled vehicles such as mutual funds, LLCs or common trust funds that are invested in substantially the same manner and same investments as stated above

Derivatives

- No use of leverage
- No use of “linked” securities that have the principal value or interest rate tied to anything not specifically allowed as permissible investments in these guidelines
- Any structured note must maintain a constant spread relationship with its underlying acceptable index
- Collateralized mortgage obligations cannot be more sensitive to interest-rate changes than the underlying mortgage-backed security

Restricted Direct Investments – Prohibited

- Short Sales or Margin Transactions
- Investments in Commodities or Commodity Contracts
- Direct loans or extension lines of credit to any interested party
- Letter Stock
- Unregistered securities and private placements (except those regulated by SEC Rule 144a or as specifically permitted by the Board)
- Investments and assets for which a generally recognized market is not available or for which there is no consistent or generally accepted pricing mechanism, unless specifically permitted by the Board

Custodial Credit Risk - Deposits

Deposits are exposed to custodial credit risk if they are not covered by depository insurance and they are uncollateralized, collateralized with securities held by the pledging financial institution, or collateralized with securities held by the pledging financial institution's trust department or agent, but not in the Plan's name. All deposits of the Plan are either covered by depository insurance or are collateralized by the pledging financial institution's trust department or agent in the Plan's name.

Employees' Pension Fund of the City of Gainesville, Florida
Notes to Financial Statements
September 30, 2012

NOTE 3 – DEPOSITS AND INVESTMENTS

Custodial Credit Risk - Investments

Investment securities are exposed to custodial credit risk if they are uninsured and are not registered in the name of the government and are held by either the counterparty or by the counterparty's trust department or agent but not in the government's name.

All identifiable investment securities of the Plan are either insured or are registered in the custodian's street name for the benefit of the Plan and held by the counterparty's trust department or agent.

Credit Risk

Generally, credit risk is the risk that an issuer of an investment will not fulfill its obligation to the holder of the investment. This is measured by the assignment of a rating by a nationally recognized statistical rating organization. The investment policies described above provide guidelines for the credit ratings of specific types of investments. Presented below is the rating as of year end for each investment type.

Investment Type	Fair Value	Unrated/ Exempt	AAA	AA	A	BBB
Common Stock	\$ 143,072,368	\$ 143,072,368	\$ -	\$ -	\$ -	\$ -
Mutual Funds	120,157,025	120,157,025	-	-	-	-
Real Estate Investment Trust	520,135	520,135	-	-	-	-
US Government Bonds	361,905	361,905	-	-	-	-
Corporate Bonds	3,659,647	-	39,552	326,732	2,297,777	995,586
Mortgage & Asset Backed	643,036	170,506	472,530	-	-	-
Totals	<u>\$ 268,414,116</u>	<u>\$ 264,281,939</u>	<u>\$ 512,082</u>	<u>\$ 326,732</u>	<u>\$ 2,297,777</u>	<u>\$ 995,586</u>

Concentration of Credit Risk

The Plan's investment policies do not specifically restrict the concentration allowed to be held with any individual issuer, except that the equity portion of each portfolio manager shall not be more than 10% invested in the securities of any one company at fair value.

There are no investments in any one issuer that represent 5% or more of total Plan investments.

Employees' Pension Fund of the City of Gainesville, Florida
Notes to Financial Statements
September 30, 2012

NOTE 3 – DEPOSITS AND INVESTMENTS

Interest Rate Risk

Interest rate risk is the risk that changes in market interest rates will adversely affect the fair value of an investment. Generally, the longer the maturity of an investment, the greater is the sensitivity of its fair value to changes in market interest rates. The Plan's investment policies do not provide specific restrictions as to maturity length of investments. Information about the sensitivity of the fair values of the Plan's investments to market interest rate fluctuations is provided below, using the segmented time distribution method:

Investment Type	Fair Value	*	< 2 years	2-5 years	5-10 yrs	> 10 years
Common Stock *	\$ 143,072,368	\$ 143,072,368	\$ -	\$ -	\$ -	\$ -
Mutual Funds *	120,157,025	120,157,025	-	-	-	-
Real Estate Investment Trust*	520,135	520,135	-	-	-	-
US Government Bonds	361,905	-	-	-	14,984	346,921
Corporate Bonds	3,659,647	-	1,026,894	798,787	1,053,960	780,006
Mortgage & Asset Backed	643,036	-	-	-	170,506	472,530
Totals	<u>\$ 268,414,116</u>	<u>\$ 263,749,528</u>	<u>\$ 1,026,894</u>	<u>\$ 798,787</u>	<u>\$ 1,239,450</u>	<u>\$ 1,599,457</u>

* Included but not required to be presented by maturity date

NOTE 4 – FUNDED STATUS

Actuarial Valuation Date	Actuarial Value of Assets (a)	Actuarial Accrued Liability (AAL) Entry Age (b)	Unfunded (UAAL) (b) - (a)	Funded Ratio (a/b)	Covered Payroll (c)	UAAL as % of Covered Payroll (b-a)/c
9/30/2012	\$ 261,968,000	\$ 399,599,000	\$ 137,631,000	65.56%	\$ 80,426,000	171.13%

The required schedule of funding progress immediately following the notes to the financial statements presents multiyear trend information about whether the actuarial value of plan assets is increasing or decreasing over time relative to the actuarial accrued liability for benefits. The projection of benefits for financial reporting purposes does not explicitly incorporate the potential effects of legal or contractual funding limitations.

Actuarial valuations involve estimates of the value of reported amounts and assumptions about the probability of events far into the future, and actuarially determined amounts are subject to continual revision as actual results are compared to past expectations and new estimates are made about the future.

REQUIRED SUPPLEMENTARY INFORMATION

**Employees' Pension Fund of the City of Gainesville, Florida
Schedule of Funding Progress**

Actuarial Valuation Date	Actuarial Value of Assets (a)	Actuarial Accrued Liability (AAL) – Entry Age (b)	Unfunded AAL (UAAL) (b-a)	Funded Ratio (a/b)	Covered Payroll (c)	UAAL as % of Covered Payroll (b-a)/c
9/30/2012	\$ 261,968,000	\$ 399,599,000	\$ 137,631,000	66%	\$ 80,426,000	171.13%
9/30/2011	271,957,000	388,365,000	116,408,000	70%	81,386,000	143.03%
9/30/2010	287,894,000	377,439,000	89,545,000	76%	84,807,000	105.59%
9/30/2009	274,206,000	331,247,000	57,041,000	83%	82,399,000	69.23%
9/30/2008	293,371,107	307,961,854	14,590,747	95%	76,840,947	18.99%
9/30/2007	284,869,306	293,642,423	8,773,117	97%	72,728,508	12.06%

**Employees' Pension Fund of the City of Gainesville, Florida
Schedule of Employer Contributions**

Year Ended	Annual Required Contribution	Actual Employer Contribution	Percentage Contributed
9/30/2012	\$ 8,676,470	\$ 8,676,470	100.00%
9/30/2011	8,837,192	8,837,192	100.00%
9/30/2010	4,431,480	4,431,480	100.00%
9/30/2009	3,279,364	3,279,364	100.00%
9/30/2008	3,173,929	3,173,929	100.00%
9/30/2007	2,648,008	2,648,008	100.00%

Employees' Pension Fund of the City of Gainesville, Florida
Notes to Required Supplementary Information
September 30, 2012

The information presented in the required supplementary schedules was determined as part of the actuarial valuations at the dates indicated. Additional information as of the latest actuarial valuation follows:

Valuation Date	9/30/2012	
Actuarial Cost Method	Entry age normal	
Amortization Method	Level percent-30 years-closed	
Asset Valuation Method	5-year smoothed market	
Actuarial Assumptions:		
Investment Rate of Return*	8.50% per annum	
Salary Increase Rate*	<u>Years of Service</u>	<u>Rate</u>
	6 and under	7.00%
	7 - 11	6.00%
	12 - 16	4.00%
	Over 16	3.75%

* Includes inflation at 3.75%