Financial Statements and Supplemental Schedules June 30, 2009 and June 30, 2008 (With Independent Auditors' Report)

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Independent Auditors' Report

The Board of Trustees City of Atlanta, Georgia Firefighters' Pension Plan:

We have audited the accompanying financial statements of the City of Atlanta, Georgia Firefighters' Pension Plan (the "Plan") as of June 30, 2009 and 2008 and for the years then ended. These financial statements are the responsibility of the Plan's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits 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 audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of the City of Atlanta, Georgia Firefighters' Pension Plan's net assets held in trust for pension benefits as of June 30, 2009 and 2008 and the changes therein for the years then ended in conformity with accounting principles generally accepted in the United States of America.

The schedules of funding progress and employer contributions on page 14 are not a required part of the financial statements, but are supplementary information required by the Governmental Accounting Standards Board, and we did not audit and do not express an opinion on such information. We have applied to the schedules certain limited procedures prescribed by professional standards, which consisted principally of inquiries of management regarding the methods of measurement and presentation of the schedules.

Banks, Finley, White; Co. March 18, 2010.

Statements of Plan Net Assets June 30, 2009 and June 30, 2008 (In thousands)

	<u>2009</u>			<u>2008</u>		
ASSETS						
Cash and cash equivalent	\$	66,794	\$	50,451		
Investments, at fair value:		455.004		2 42 255		
Equities		177,031		242,377		
Obligations of the U.S. government and its agencies Corporate bonds		89,975 51,206		80,913 50,869		
Other investments		12,428		14,527		
other investments		12,120		17,521		
Total Investments		330,640		388,686		
Securities lending collateral investment pool		60,903		98,060		
Contribution receivable from employer		1,411		-		
Contribution receivable from employees		123		_		
Accrued interest receivable		1,475		1,674		
Due from brokers for securities sold		956		5,602		
Due from other funds		042		3,947 ·		
Other receivables		943		7,277		
Total Assets		463,245		555,697		
LIABILITIES						
Accounts Payable		-		4,767		
Other Liabilities		1,073		-		
Due to brokers for securities purchased		33,859		28,793		
Other liabilities		31		6,061		
Liability for securities lending agreement	-	60,903		98,060		
Total Liabilities		95,866		137,681		
NET ASSETS HELD IN TRUST FOR PENSION BENEFITS	<u>\$</u>	367,379	<u>\$</u>	418,016		
(See Schedule of Funding Progress on page 14)						

The accompanying notes are an integral part of the financial statements.

Statements of Changes in Plan Net Assets For the Years Ended June 30, 2009 and June 30, 2008 (In thousands)

	2009	2008
Additions to Plan net assets:		
Investment income: Net (depreciation) appreciation in fair value of		
in investments	\$ (68,752)	\$ (28,336)
Interest and dividends income	10,841	11,988
Securities lending income	469	477
Less:		
Investment expenses	(2,106)	(3,149)
Net Investment Loss	(59,548)	(19,020)
Employee contributions	3,177	3,385
Employer contributions	28,752	26,373
Other income	127	
Total Additions	(27,492)	10,738
Deductions from Plan net assets:		
Benefit payments	23,087	28,582
Administrative fees, management fees, and other expenses	58	636
Total Deductions	23,145	29,218
Net Decrease	(50,637)	(18,480)
Net assets held in trust for pension benefits: Beginning of year	418,016	436,496
END OF YEAR	\$ 367,379	<u>\$ 418,016</u>

The accompanying notes are an integral part of the financial statements.

Notes to Financial Statements June 30, 2009 and June 30, 2008

Note 1 - Summary of Significant Accounting Policies

a. Overview of Plan and Related Government

The City of Atlanta, Georgia Firefighters' Pension Plan (the "Plan"), a single employer defined benefit pension plan, was established by a 1924 Act of the State of Georgia Legislature to provide retirement benefits for sworn personnel of the City of the Atlanta (the "City") Fire Department. Until 1983, the Georgia Legislature established all requirements and policies of the Plan. By a constitutional amendment, effective July 1983, control over the Plan transferred to the City under the principle of Home Rule.

The funding methods and determination of benefits payable were established by the legislative acts creating the Plan, as amended, and in general, provide that funds are to be accumulated from employee contributions, City contributions, and income from the investment of accumulated funds.

The Plan is considered a fiduciary fund of the City and its financial statements are included in the City of Atlanta, Georgia's Comprehensive Annual Financial Report (CAFR) as part of the Pension Trust Fund. The City most recent CAFR as of and for the year ended June 30, 2009 should be read in conjunction with these financial statements.

b. Basis of Accounting

The financial statements are prepared on the accrual basis of accounting whereby revenues are recognized as earned and expenses are recognized as the associated liabilities are incurred.

c. Cash

The Plan considers all highly liquid debt securities with an original maturity of three months or less to be cash equivalents.

d. Investments

State of Georgia and City statutes authorize the Plan to invest in U.S. Government obligations, U.S. Government agency obligations, State of Georgia obligations, obligations of a corporation of the U.S. Government and the Georgia Fund I (a local government investment pool maintained by the State of Georgia). Additionally, the Plan is authorized to invest in common stock provided that the cost bases of such investments do not exceed 55% of the net assets of the Plan. The Plan invests in repurchase agreements only when they are collateralized by U.S. Government or agency obligations.

Note 1 - Summary of Significant Accounting Policies, continued

The Plan is also authorized to invest in collateralized mortgage obligations (CMOs) to maximize yields. These securities are based on cash flows from interest payments on underlying mortgages. (CMOs) are sensitive to prepayment by mortgages, which may result from a decline in interest rates. For example, if interest rates decline and mortgagees refinance their mortgages, thereby prepaying the mortgages underlying these securities, the cash flows from interest payments are reduced and the value of these securities declines. Likewise, if mortgagees pay on mortgages longer than anticipated, the cash flows are greater and the return on the initial investment would be higher than anticipated.

Investments, other than repurchase agreements, are carried at fair value based on quoted market prices and include any accrued interest. Repurchase agreements are valued at their amortized cost.

The net appreciation (depreciation) in the fair value of investments held by the Plan is recorded as an increase (decrease) to investment income based on the valuation of investments as of the balance sheet date. Investment income is recognized on the accrual basis as earned by the Plan.

e. Use of Estimates

Management of the Plan has made a number of estimates and assumptions relating to the reporting of assets and liabilities and the disclosures of contingent assets and liabilities to prepare these financial statements in conformity with accounting principles generally accepted in the United States of America. Actual results could differ from those estimates.

Note 2 - Plan Description

The following brief description of the Plan is provided for general information purposes only. Participants should refer to the City of Atlanta Code of Ordinances for more complete information.

a. Benefit Provisions

The Plan provides monthly retirement benefits that initially represent 3% (*) for each year of credited service times the participants' final average three-year earnings (limited to 80% of the average). The Plan was amended, effective January 1, 1986, to exclude overtime pay in the computation of benefits. Retirement benefits are adjusted annually based on the change in the consumer price index, limited to 3% per year. Upon the death of a vested participant who has beneficiary coverage, his or her eligible beneficiary(ies) would be entitled to three fourths of the amount the deceased participant was receiving or would have been entitled to receive.

Note2 - Plan Description, continued

(*) Increased from 2% for each year of service prior to March 31, 2001 plus 3% for each year of service subsequent to March 31, 2001.

In addition to the changes noted above, the Plan has been amended several times since its inception. Major amendments were also approved and adopted in 1978. Currents participants are included in one of the four groups identified below.

Group A - Covered by the 1978 Plan and the participant has elected to be covered by both the 1986 Amendments and the 2005 amendments. Any firefighter hired after September 30, 2005 is automatically included in this group.

Group B - Covered by the 1978 Plan and the participant has elected to be covered by the 2005 Amendment, but not the 1986 Amendment.

Group C - Covered by the 1978 Plan and the participant has elected to be covered by the 1986 Amendment, but not the 2005 Amendment.

Group D - Covered by the 1978 Plan and the participant has elected not to be covered by the 1986 Amendment or the 2005 Amendment.

b. Benefit Options

• Normal Monthly Pension Benefit

An employee is eligible for a normal monthly pension benefit after 10 years of service, at any age (***) or when he or she reaches the normal retirement age 55 with 10 (**) years of creditable service.

Alternatively, an employee is eligible for a normal monthly pension benefit at age 65 with 5 years of credited service.

• Early Monthly Pension Benefit

An employee is eligible for an early monthly pension benefit after 15 years of creditable service. The monthly benefit is reduced to allow for the fact that it will be paid over a longer period of time.

- (**) Decreased from 15 years of service on September 12, 2005.
- (***) The 30 and out provision was adopted by City on September 12, 2005.

Note 2 - Plan Description, continued

Reduced Monthly Pension Benefit

Employees hired prior to April 1, 1978 are eligible for a reduced monthly pension benefit at age 50 with 25 years of service. The reduction for the reduced monthly pension benefit is less than the reduction for an early monthly pension benefit.

General Disability Retirement

Disability incurred in the line of duty -

Groups A and C - The greater of (a) the participant's monthly accrued benefit determined as of the date of disability, or (b) 50% of the participant's average monthly earnings determined as of the date of the disability. The benefit will be recalculated when the participant reaches age 55. The recalculated amount will include creditable service for the period of disability, but will not include any cost-of-living adjustments that were applied to the previous disability benefit.

Groups B and D - The greater of (a) the participant's monthly accrued benefit determined as of the date of the disability or (b) 70% of the top salary for the grade and position of the participant on the date before the disability.

Disability not incurred in the line of duty -

Groups A and C - Same as the disability incurred in the line of duty

Groups B and D - the monthly accrued benefit as of the date of the participant's disability.

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c. Membership

Members:

The following schedule reflects membership for the Plan at January 1, 2008, the date of the most recent actuarial valuation:

Retirees and beneficiaries currently receiving benefits and terminated employees entitled to benefits but not yet receiving them Current active employees: Fully vested

Fully vested	531
Partially vested	137
Nonvested	323

Total Membership 1,909

Note 2 - Plan Description, continued

d. Administration of the Plan

The Plan is administered as a single employer plan by the Board of Trustees (the "Board") which includes an appointee of the Mayor, the City's Chief Financial Officer, a member of City Council, two representatives elected by the retired membership and three representatives elected by active City membership. All modifications to the plan must be supported by actuarial analysis and receive the recommendations of the City Attorney, the Chief Financial Officer, and the Board of Trustees. Each pension law modification must be adopted by at least two thirds vote of the City Council and approved by the Mayor.

Note 3 - Deposits and Investments

Investments in Employee Retirement Plans

The Plan is administered by its own Board of Trustees described in Note 2. These persons are ultimately responsible for making all decisions with regard to the administration of the Plan, including the management of Plan assets, and for carrying out the investment policy on behalf of the Plan.

The Plan's investments are managed by various investment managers under contracts with the Plan who have discretionary authority over the assets managed by them, within the investment guidelines, established the Boards. The investments are held in trust by the Plan's custodian in the Plan's name. These assets are held exclusively for the purpose of providing benefits to members of the plan and their beneficiaries.

Identified below are the investment types that are authorized by the Board for the Plan. The investment policy also identifies certain provisions that address interest rate risk, credit risk, custodial credit risk, concentration of credit risk and foreign currency risks.

The Plan, by policy, is to invest their funds in domestic equities, domestic fixed income securities and cash equivalents. These instruments consist of common and preferred stock, obligations of the U.S. government and agencies (GNMA, FHLMC, and FNMA securities and CMO's), corporate bonds, and certificates of deposit. The Plan has strict limitations on the amounts managers are allowed to invest in any one issuer in all classes of securities. The Plan also invests in repurchase agreements which must be fully collateralized by U.S. government or agency guaranteed securities.

The Plan maintains cash to meet its immediate liquidity needs. Cash not immediately needed is invested in either short-term or long-term investment securities as directed by management.

Board policy permits the Plan to engage in securities lending with an authorized agent, provided that the securities are fully collateralized at least 102% of collateral value and that collateral is received prior to the release of the securities by the custodian.

Note 3 - Deposits and Investments, continued

Investment Risk Disclosure

Interest Rate Risk. Interest rate risk is the risk that changes in market rates will adversely affect the fair market value of an investment. Generally, the longer the maturity of an investment the greater the sensitivity of its fair value to changes in market interest rates. Additionally, the fair values of the investments may be highly sensitive to interest rate fluctuations.

Credit Risk. Credit risk is the risk that an issuer of an investment will not fulfill its obligation to the holder of the investment. This risk is measured by the assignment of a rating to each investment by a nationally recognized statistical rating organization.

As of June 30, 2009, the Plan had the following fixed income investments (in thousands), with the corresponding credit ratings and maturities.

Type of Investment	Credit <u>Rating</u>	Under 1 <u>Year</u>	1-3 <u>Years</u>	_	6-5 ears		5-10 <u>Years</u>		Over 10 Years	Fair <u>'alue</u>
U.S. Government Agency		\$ 3,253	\$ 12,384		7,452	\$	14,594	\$	42,426	\$ 80,109
Corporate Bonds	AA/A-	-	3,315	9	9,659		15,390		7,005	35,369
Corporate Bonds	B+/BBB	775	2,735	4	5,341		9,192		5,297	23,340
CMO's	AAA					_			4,904	4,904
	:	<u>\$ 4,028</u>	<u>\$ 18,434</u>	\$ 22	2 <u>,452</u>	\$	39,176	<u>\$</u>	59,632	\$ 143,722

Securities Lending

State statutes and Board of Trustees policies permit the Plan to lend its securities to broker dealers and other entities with a simultaneous agreement to return the collateral for the same securities in the future. The Plan's custodians lend securities of the type on loan at year-end for collateral in the form of cash or other securities of 102% of collateral value.

Cash collateral is invested in overnight investments. As of June 30, 2009, the Plan has no significant credit risk exposure to borrowers because the amounts the Plan owes the borrower exceed the amounts the borrowers owe the Plan. The contract with the Plan's custodian requires it to indemnify the Plan if the borrowers fail to return the securities and if the collateral is inadequate to replace the securities or fail to pay the Plan for income distributions by the securities issuers while the securities are on loan.

Note 3 - Cash, Cash Equivalents, and Investments, continued

There were no violations of legal or contractual provisions, borrower or lending agent default losses, and no recoveries of prior period losses during the year. There are income distributions owed on the securities loaned. The Plan records the cash received as collateral under securities lending agreements and the investments purchased with that cash as securities lending short-term collateral investment pool with a corresponding amount recorded as a liability.

All securities loans can be terminated on demand by either the Plan or the borrower, with the borrower returning equivalent securities to the Plans within a specified period of time.

Custodial Credit Risk. Custodial credit risk for deposits is the risk that, in the event of the failure of a depository financial institution, the Plan will not be able to recover its deposits or will not be able to recover collateral securities that are in the possession of an outside party. Custodial credit risks for *investments*, is the risk that in the event of the failure of the counterparty, the Plan will not be able to recover the value of its investments or collateral securities that are in the possession of an outside party.

All uninsured collected balances held in trust by the City for the Plan plus accrued interest in depository accounts must be collateralized and that the market value of collateralized pledged securities must be at least 110% of the deposit balances, and 102% of collateral value for repurchase agreements. As a result, the Plan investments had no custodial risks as of June 30, 2009.

All investments of the Plan are either held by the Plan or by a counterparty in the Plan's name; therefore, the Plan's investments had no custodial risks as of June 30, 2009.

Concentration Credit Risk. Investments in any one issuer representing 5% or more of the net assets held in trust for pension benefits at June 30, 2009 are as follows:

<u>Issuer</u>	Investment Type	% of Total Investments
Federal Home Loan Mortgage Company	Federal Agency Security	8.08%
Federal National Mortgage Association	Federal Agency Security	7.74%
U.S. Government	US Government Security	5.79%
COLTV	Equities	16.33%

Foreign Currency Risk. Foreign currency risk is the risk that changes in exchange rates could adversely affect an investment's or deposit's fair value. The Plan's policy states that the portfolio will consist of domestic equities, domestic fixed income and cash equivalents. At June 30, 2008, the Plan was not in compliance with the provisions of its policy requirements for authorized investment purchases. As of June 30, 2009, the Plan had investments in foreign equity securities totaling \$1,993,000.

Note 3 - Cash, Cash Equivalents, and Investments, continued

Although all of the foreign equity securities are American Depository Receipts (ADR's), this does not eliminate the foreign currency risk involved in purchasing foreign securities.

The following table provides the value in U.S. dollars by foreign currency denominations and investment type for the Plan investments denominated in foreign currencies (in thousands):

Currency	Shor	t Term	De	bt	Equ	uity	Tot	al
Canada	\$	-	\$	-	\$	483	\$	483
Netherlands		-		**		1,510		1,510
Total Securities subject to Foreing Currency Risk	\$	-	\$	-	\$	1,993	\$	1,993
Total US dollars Securities							***************************************	
United States	\$	58,618	\$	153,610	\$	175,038	\$ 3	387,266
Total International & US Investment Securites	\$	58,618	\$	153,610	\$	177,031	\$ 3	389,259

Note 4 - Funding Policy

The City's funding policy is to contribute a percentage of the Plan's covered employee payroll as developed in the actuarial valuation for the Plan. Active participants are required to contribute 7% of base pay (8% if participant has a covered beneficiary). The City's contribution percentage is the actuarially determined amount necessary to fund plan benefits after consideration of employee contributions. The City makes an additional contribution of 1% of payroll, which effectively decreases the employee's required contribution percentage to 6% (or 7% if participant has a covered beneficiary), but has no effect on the overall required contributions. The City is not obligated to continue the 1% supplemental contribution for any specified period of time.

The actuarially determined contribution amount is the sum of the annual normal cost and the amortization of the unfunded actuarial accrued liability as a level percentage of future payrolls (over 50 years from January 1, 1979). The actuarial cost method used for funding purposes is the Entry Age Normal Cost Method. This method is one of the approved methods for such plans in the State of Georgia, and provides for contributions based on a level percentage of future payrolls. The unfunded actuarial accrued liability for funding purposes is amortized on a closed basis over a period within State of Georgia guidelines. The significant actuarial assumptions used to compute the contribution requirements are the same as those used to compute the actuarial accrued liability.

Note 5 - Contributions Required and Contributions Made

The required contribution percentages developed in the most recent actuarial valuation for the Plan for the years ended June 30, 2009 and 2008 and the actual contributions made are as follows (dollars in thousands):

	2009		<u>2008</u>
Normal Cost Amortization of the unfunded actuarial accrued liability	 25.1% 41.9	<u></u>	28.8% 33.7
Total required contributions as a percentage of payroll	 67.0%		62.5%
Actual employee contributions: Dollar amount Percent of covered payroll	\$ 3,177 6.9%	\$	3,385 7.0%
Actual employer contributions: Dollar amount Percent of covered payroll	\$ 28,752 63.1%	\$	26,373 57.7%

The annual covered payroll for the City was \$45,561,000 and \$45,686,000 for the years ended June 30, 2009 and 2008, respectively. The actual of employer contributions shown above include amounts used to fund retiree supplemental cost-of-living increases and other minimum benefits. These amounts are components of the City's contributions for purposes of meeting actuarially determined funding requirements.

Notes 6 - Contributions Receivable

Employer

Employer contributions receivable represent Annual Required Contributions owed but not yet remitted to the Plan by the City.

Employees

Contributions from employees include amounts withheld from employees' pay but not yet remitted to the Plan. Total contributions receivable from employees were \$123,000 for the year ended June 30, 2009, and \$264,500 for the year ended June 30, 2008.

Additionally, employees may receive credit for service for previous employment with certain state and local governmental agencies including previous employment with the City, upon payment to the Plan of an amount, as defined in the 1924 Act, as amended, representing contributions applicable to such service period. These contributions may be paid over a future period, even after retirement. In addition, 1964 and 1978 amendments to the Plan increased pension benefits and the related employee contribution rates. Active employees may retroactively increase their contribution rates from the date of employment in order to receive the maximum increased benefits available under the 1964 and 1978 amendments. These "back contributions" may also be paid over a future period.

Note 7 - Contingencies

The Plan and its trust are intended to be qualified under Sections 401(a) and 501(c) of the Internal Revenue Code (IRC) such that they are not subject to tax under federal income tax laws. The IRS issued a favorable determination letter on May 19, 1998 with respect to the Plan, in which the IRS stated that the Plan, as then designed, was in compliance with the applicable requirements of the IRC. On August 17, 2004, the IRS issued another favorable determination letter with respect to the terms of the Plan. The Plan has been amended since receiving the 2004 determination letter, and the City believes that those amendments do not adversely affect the qualified status of the Plan. The IRS's 2004 determination was subject to the adoption of an amendment to the City Charter, which was inadvertently not adopted. The City is taking steps to comply with this matter.

Required Supplementary Information

Schedule of Funding Progress

(Unaudited)
(Dollars in thousands)

Actuarial valuation 	,	Value of assets (a)	Actuarial accrued liability (AAL)	Jnfunded AAL (UAAL) (b-a)	Funded ratio (a/b)	Covered payroll (c)	UAAL as a percentage of covered payroll _(b-a)/c)
January 1, 2003	\$	320,193	\$ 413,191	\$ 92,998	77.5%	\$ 38,335	242.6%
January 1, 2004	\$	321,908	\$ 417,092	\$ 95,184	77.2%	\$ 38,303	248.5%
January 1, 2005	\$	325,630	\$ 445,777	\$ 120,147	73.0%	\$ 38,774	309.9%
January 1, 2006	\$	334,290	\$ 572,812	\$ 238,522	58.4%	\$ 47,818	489.8%
January 1, 2007	\$	371,456	\$ 577,271	\$ 205,815	64.3%	\$ 45,686	450.5%
January 1, 2008	\$	419,163	\$ 652,816	\$ 233,653	64.2%	\$ 45,561	512.8%

Schedule of Employer Contributions (Unaudited)

(Unaudited)
(Dollars in thousands)

<u>Year</u>	R	Annual equired ntribution	E	Actual mployer ntribution	Percentage Contributed		
2007	\$	25,727	\$	25,727	100.0%		
2008	\$	27,056	\$	27,056	100.0%		
2009	\$	28,752	\$	28,752	100.0%		

Required Supplementary Information

Notes to Schedule of Funding Progress and Schedule of Employer and Other Contributions

The information presented in the required supplementary schedules was determined as part of the actuarial valuations at the dates indicated.

The actuarial accrued liability is the amount that results from applying actuarial assumptions to adjust the accumulated plan benefits to reflect the time value of money (through discounts for interest) and the probability of payment (by means of decrements such as for death, disability, withdrawal, or retirement) between the valuation date and the expected date of payment.

Accumulated plan benefits are those future periodic payments, including lump-sum distributions that are attributable under the Plan's provisions to the service employees have rendered. Accumulated plan benefits include benefits expected to be paid to (a) retired or terminated employees or their beneficiaries, (b) beneficiaries of employees who have died, and (c) present employee of their beneficiaries. Benefits under the Plan are based on employee compensation. The accumulated plan benefits for active employees are based on their average compensation and credited service ending on the date as of which the benefit information is presented (the valuation date). Benefits payable under all circumstances - retirement, death, disability, and termination of employment - are included, to the extent they are deemed attributable to employee service rendered to the valuation date.

Additional information as of the latest actuarial valuation follows:

Valuation date January 1, 2008
Actuarial cost method Entry age normal
Amortization method Level percentage closed

Over a closed period of 50 years from January 1, 1979 as a level percentage of estimated

future payroll.

Remaining amortization period 11 years

Asset valuation period Smoothed 5 year averaged market

Investment rate of return 7.75%

Projected salary increases

Inflation 3.0%

Merit or seniority and productivity 1.0%

Postretirement benefit increases 3%