

**EMPLOYEES' RETIREMENT SYSTEM  
OF THE CITY OF MILWAUKEE**

**Basic Financial Statements  
and Additional Information for the  
Year Ended December 31, 2008 and  
Independent Auditors' Report**

# EMPLOYES' RETIREMENT SYSTEM OF THE CITY OF MILWAUKEE

## TABLE OF CONTENTS

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	<b>Page</b>
<b>INTRODUCTORY SECTION</b>	
Executive Director's Letter of Transmittal	2
List of Principal Officials	3
ERS Organization chart	4
<b>FINANCIAL SECTION</b>	
Independent Auditors' Report on Financial Statements	6
MANAGEMENT'S DISCUSSION AND ANALYSIS	7 - 16
<b>BASIC FINANCIAL STATEMENTS AS OF AND FOR THE YEAR ENDED DECEMBER 31, 2008</b>	
Statement of Plan Net Assets	17
Statement of Changes in Plan Net Assets	18
Notes to Basic Financial Statements	19 - 33
<b>REQUIRED SUPPLEMENTARY INFORMATION</b>	
Schedule of Funding Progress	35
Schedule of Employer Contributions	36
Notes to Required Supplementary Information	37
Schedule of Funding Progress – Policemen's Annuity and Benefits Fund	38
Notes to Required Supplementary Information – Policemen's Annuity and Benefits Fund	39
<b>ADDITIONAL INFORMATION</b>	
Statement of Plan Net Assets – Non-Consenter Retirement Funds	41
Statement of Changes in Plan Net Assets – Non-Consenter Retirement Funds	42

# **INTRODUCTORY SECTION**



**Bernard J. Allen**  
Executive Director

**Thomas A. Rick, CFA**  
Chief Investment Officer

**Martin Matson**  
Deputy Director

September 21, 2009

On behalf of the Annuity and Pension Board of the Employees' Retirement System (ERS) of the City of Milwaukee, I am pleased to present the Basic Financial Statements for the ERS for the year ending December 31, 2008. The ERS provides retirement and disability benefits, counseling and other services to approximately 26,900 members. The Employees' Retirement System was created under Chapter 396 of the Laws of Wisconsin of 1937 and the City of Milwaukee Charter, Chapter 36. This report fulfills the legal reporting requirements of those laws.

It is the responsibility of ERS management to present fairly all-financial information in conformity with generally accepted accounting principles. The ERS has internal controls in place that provide reasonable assurance that the financial statements are free from errors. An independent audit of the ERS' books and records allows the independent auditor to reasonably confirm that the statements are free from material misstatement. The independent auditor's report is found within the Financial Section of this report.

ERS continues to remain fully funded as of the beginning of the Plan year. The ERS actuarial funding level increased from 127.4% at January 1, 2007 to 131.2% at January 1, 2008 due to market increases in 2007. The funded status of the ERS is measured by comparing the actuarial value of plan assets with the actuarial accrued liability. The "schedule of funding progress" included in this report shows historical trend information about the system's actuarial value of assets, actuarial accrued liability and actuarial funded status.

Lastly, I would like to acknowledge the staff of the ERS for rising to meet all challenges we have faced and for their continuing dedicated effort in providing superior customer service to all of our members.

A handwritten signature in cursive script that reads "Bernard J. Allen".

Bernard J. Allen  
Executive Director

## **LIST OF PRINCIPAL OFFICIALS**

### **ANNUITY & PENSION BOARD MEMBERS**

#### **W. Martin Morics, CPA, Board Chairman**

City Comptroller  
Ex-Officio Member

#### **William C. Carey - Board Vice Chairman**

Elected Representative – Retiree

#### **John Barmore**

Milwaukee Fire Department  
Elected Representative – Active

#### **Thomas Fischer**

Milwaukee Police Association  
Elected Representative – Active

#### **Larry Holland**

Retired  
Appointed by the President of the Common Council

#### **Alderman Michael J. Murphy**

10<sup>th</sup> Aldermanic District  
Appointed by the President of the Common Council

#### **Ronald Walter**

Milwaukee Bucks, Inc.  
Appointed by the President of the Common Council

### **ERS ADMINISTRATIVE PERSONNEL**

#### **Bernard J Allen**

Executive Director and Secretary

#### **Wayne F. Whittow**

City Treasurer  
Custodian of Funds

#### **Martin Matson**

Deputy Director

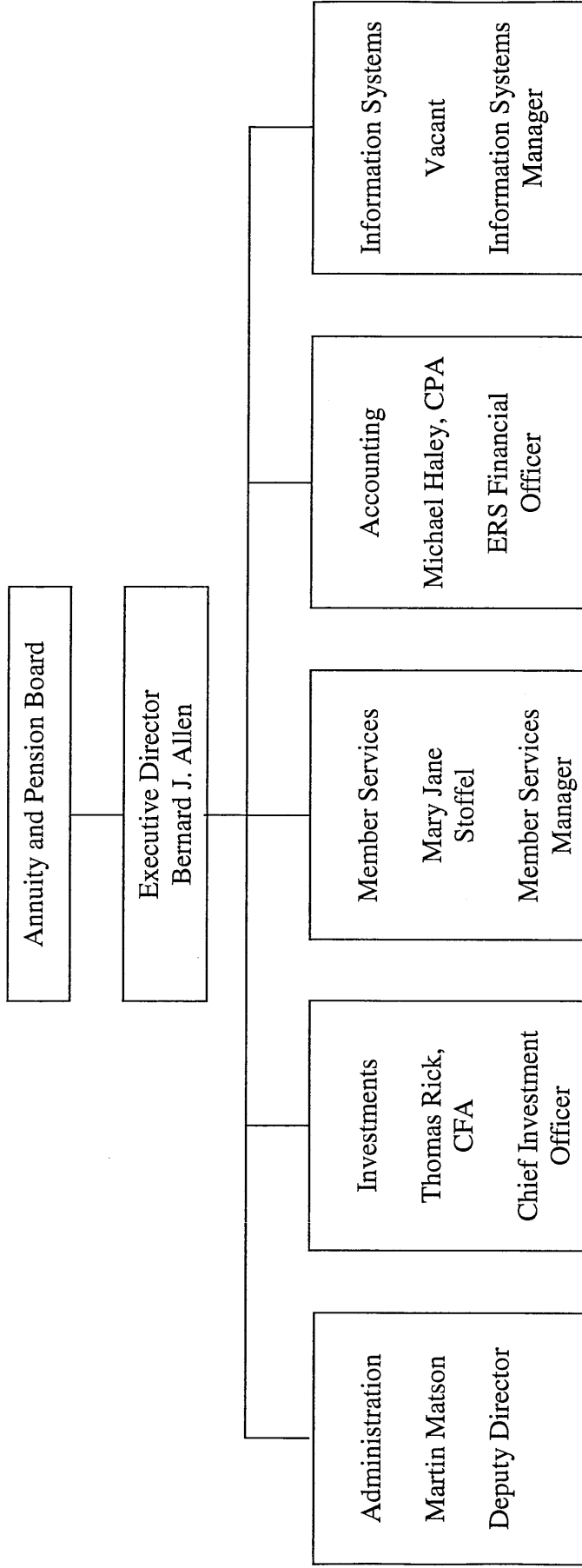
#### **Grant F. Langley**

City Attorney  
Legal Advisor

#### **Thomas Rick, CFA**

Chief Investment Officer

# Employees' Retirement System Organization Chart



# **FINANCIAL SECTION**

**INDEPENDENT AUDITORS' REPORT ON FINANCIAL STATEMENTS**

To the Annuity and Pension Board of the Employes'  
Retirement System of the City of Milwaukee:

We have audited the accompanying basic financial statements of the Employes' Retirement System of the City of Milwaukee (the "Retirement System") as of December 31, 2008, and for the year then ended as listed in the Table of Contents. These financial statements are the responsibility of the Retirement System'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 and the standards applicable to financial audits contained in *Government Auditing Standards*, issued by the Comptroller General of the United States. 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.

In our opinion, the financial statements referred to above present fairly, in all material respects, the plan net assets of the Retirement System as of December 31, 2008, and the changes in the plan net assets of the Retirement System for the year then ended in conformity with accounting principles generally accepted in the United States of America.

In accordance with *Government Auditing Standards*, we have also issued our report dated July 9, 2009 on our consideration of the Retirement System's internal control over financial reporting and our tests of its compliance with certain provisions of laws, regulations, contracts and other matters. The purpose of that report is to describe the scope of our testing of internal control over financial reporting and compliance and the results of that testing, and not to provide an opinion on the internal control over the financial reporting or on compliance. That report is an integral part of an audit performed in accordance with *Government Auditing Standards* and should be considered in assessing the results of our audit.

The Management's Discussion and Analysis and the required supplementary information other than Management's Discussion and Analysis on pages 7 through 16 and pages 34 through 38, respectively are not a required part of the basic financial statements of the Retirement System but are supplementary information required by the Governmental Accounting Standards Board. We have applied certain limited procedures to the 2008 information which consisted principally of inquiries of management regarding the methods of measurement and presentation of the required supplementary information. However, we did not audit the information and express no opinion on it.

The additional information on pages 40 and 41 is not a required part of the basic financial statements of the Retirement System. This additional information is also the responsibility of the Retirement System's management. We have applied certain limited procedures, which consisted principally of inquiries of management regarding the methods of measurement and presentation of the additional information. However, we did not audit the information and express no opinion on it.

Milwaukee, Wisconsin  
September 21, 2009

*BAKER TILLY VIRCHOW KRAUSE, LLP.*



## Management's Discussion and Analysis Section

# EMPLOYEES' RETIREMENT SYSTEM OF THE CITY OF MILWAUKEE

## MANAGEMENT'S DISCUSSION AND ANALYSIS

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*To help facilitate a better understanding of the Employees' Retirement System of the City of Milwaukee (ERS) financial condition as of December 31, 2008, the results of operations for the year then ended and the fiscal policies that govern its significant business operations, management has prepared this narrative analysis. This narrative is intended to supplement the audited financial statements and, as such should be read in conjunction with these statements, which are presented later in this document.*

The ERS is primarily responsible for administering retirement and disability benefits for employees of the City of Milwaukee, Milwaukee Metropolitan Sewerage District, the Wisconsin Center and the Milwaukee Housing and Redevelopment Authorities and some employees of the Milwaukee Board of School Directors and the Milwaukee Area Technical College. The ERS pension trust fund is a defined benefit pension plan that provides a fixed monthly benefit to retirees after reaching a minimum retirement age depending upon employment history.

The provisions of Chapter 396, laws of Wisconsin 1937, initially created the ERS. Funds have been established to comply with the legislation governing the ERS. In April of 2000, the Common Council of the City of Milwaukee adopted legislation (commonly referred to as the Global Pension Settlement or GPS) increasing benefits to current and future retirees in exchange for allowing for changes in the administration of the ERS including allowing for the use of ERS funds to pay for the cost of plan administration. Members enrolled prior to June 28, 2000 can elect whether to consent to GPS and accept its provisions, while members enrolled on or after that date are automatically subject to the provisions of GPS.

### **A Discussion of Funds Within the ERS Plan**

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#### **Global Combined Fund**

The Global Combined Fund is used to provide retirement and disability benefits to all members who consented to GPS and all members enrolled on or after June 28, 2000. Approximately 98% of the total membership is accounted for in the Global Combined Fund.

#### **Employers' Reserve Fund**

Agencies participating in the ERS may voluntarily contribute to the Employers' Reserve Fund. Agencies with funds on deposit in the Employers' Reserve Fund may use these funds to offset contributions required of them by adopting a formal resolution directing such a transfer.

See independent auditors' report.

# EMPLOYEES' RETIREMENT SYSTEM OF THE CITY OF MILWAUKEE

## MANAGEMENT'S DISCUSSION AND ANALYSIS

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### Securities Lending Fund

Northern Trust, the custodian for ERS, administers the securities lending program. In this program, ERS lends out securities and receives collateral from the borrowers in the form of either cash or high quality securities and charge the borrowers a fee.

Revenues generated from securities lending are deposited in the Securities Lending Fund and are restricted to pay expenses in connection with the administration and operation of the ERS. Revenues not expended by the close of the calendar year next following the calendar year in which it is deposited are transferred to the Retirement Fund.

### Non-Consenter Funds

The Non-Consenter Funds provide retirement and disability benefits for all members who have not consented to GPS. The benefits paid from these funds do not include enhanced benefits provided by GPS.

- **Retirement Fund:** The Retirement Fund provides for retirement and ordinary disability (non work related disability) benefits for non-consenting members enrolled prior to February 1, 1996.
- **Combined Retirement Fund:** The Combined Retirement Fund provides for retirement and disability benefits (both ordinary and duty related) for non-consenting members enrolled on or after February 1, 1996.
- **General Employees' Duty Disability Fund:** The General Employees' Duty Disability Fund provides for duty disability benefits for non-consenting general (non fire and police) members enrolled prior to February 1, 1996.

### Dormant Non-Consenter Funds

*A dormant fund has no members currently associated with it and as a result, no member balance amounts. Although these funds are not currently disclosed on the financial statements it is remotely possible that current non-consenting members could qualify for these funds in the future. As a result, the board has not officially closed the following 2 funds:*

- **Firemen and Policemen's Duty Disability Fund:** The Firemen and Policemen's Duty Disability Fund provides for duty disability benefits for non-consenting fire and police members enrolled prior to February 1, 1996. As of December 31, 2004 all former members have consented to the global settlement and all remaining balances were transferred to the Global Combined Fund. This fund, although still active, is not likely to ever be used again.
- **Firemen's Heart and Lung Fund:** Accounts for fire heart and lung duty disability benefits of non-consenters. As of December 31, 2002 all former members have either consented to the global settlement or are deceased. This fund, although still active, is not likely to ever be used again.

See independent auditors' report.

# EMPLOYEES' RETIREMENT SYSTEM OF THE CITY OF MILWAUKEE

## MANAGEMENT'S DISCUSSION AND ANALYSIS

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### Fiduciary Funds

Fiduciary Funds are used to report assets held in a trustee capacity for others and therefore can not be used to support the primary governments own interests.

- **Policeman's' Annuity and Benefit Fund:** As discussed in Note 11, on December 14, 2005, the Policeman's Annuity and Benefit Fund (PABF) board adopted a resolution to dissolve and to liquidate all assets of the fund and transfer the assets and full administrative control to the ERS. All assets of the PABF were transferred to the systems custodian, Northern Trust, in early 2006 and the ERS board assumed custodial authority and responsibility for the funds assets as of January 3, 2006. These resources are disclosed in the financial records as a separate fiduciary fund and valuations are prepared by the ERS actuary. The only re-occurring revenues to the fund are in the form of an annual tax levy. The levy for 2008, to be collected in early 2009 amounts to \$41,423. The benefits paid during 2008 were to some 120 annuitants and widows. Benefit payments amounted to \$1,209,000. Due to the materiality level of this fiduciary fund, it has not been included in the Analysis of Financial Position and Results of Operations section of this MD&A.

### Financial Highlights

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- Total assets of the ERS decreased by \$2.35 billion or -39.5% during 2008. The decrease was primarily due to unfavorable conditions in most of the financial markets during 2008
- As members of the plan consent to the Global Pension Settlement their member balances are transferred from the appropriate "Non-consenter" fund to the Global Combined Fund. Total member balances transferred for 2008 amounted to \$2,041,000.
- As of January 1, 2008, the date of the latest actuarial valuation, the ERS actuarially funded ratio was 131.2%, an increase from the January 1, 2007 funding level of 127.4%. This increase reflects the positive investment returns experienced in 2007. The funded ratio based on the market value of assets declined slightly to 132.2 % as of January 1, 2008 from 132.3% as of January 1, 2007.
- In 2008, Northern Trust, ERS' custodian, reported a -30.7% annual gross of fees total fund return while in 2007 the return was 7.5%. As of December 31, 2008, the fund's 3-year performance ranks in the bottom quartile of the Mercer/Russell Mellon database. This database contains approximately 63 public pension funds that have assets of at least one billion dollars.

See independent auditors' report.

# EMPLOYEES' RETIREMENT SYSTEM OF THE CITY OF MILWAUKEE

## MANAGEMENT'S DISCUSSION AND ANALYSIS

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### Overview of the Financial Statements

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The Financial Statements of the ERS are comprised of the following components: 1) fund financial statements, 2) notes to basic financial statements, 3) required supplementary information, and 4) additional information. Collectively, this information presents the net assets held in trust for pension benefits for all funds under ERS administration. It should be noted that currently, the ERS board is responsible for the administration of the plan assets of the Employees' Retirement System and the Policeman's Annuity and Benefit Fund. The latter is disclosed discreetly as a fiduciary fund on these statements.

- 1) **Fund Financial Statements.** Fund Financial Statements consist of the Statement of Plan Net Assets and the Statement of Changes in Plan Net Assets.

Statement of Plan Net Assets contains cash balances, investments itemized by category and accounts receivable with a total of all assets. Liabilities include benefits payable, reimbursements due to the City for costs to administer the plan and amounts for investment purchases that have been initiated but not settled at year-end to arrive at total liabilities. The total assets minus the total liabilities equals end of year net assets held in trust for pension benefits equal to that found on the statement of changes in plan net assets.

Statement of Changes in Plan Net Assets reflects all contributions and net investment performance in the additions section and all expenses and benefit payments in the deductions section. Fund balance transfers are also shown as increases or decreases in fund balance to arrive at the end of year net assets held in trust for pension benefits. The Statement of Changes in Plan Net Assets explains the reasons why the net assets available for pension benefits changed from one year to the next.

- 2) **Notes to Basic Financial Statements.** The financial statement notes provide additional information that is essential to understanding the data provided in the fund financial statements. Information in the notes is described below.

- Note 1: Provides a general description of the ERS as well as an overview of some of the common benefits available to various groups of members.
- Note 2: Summarizes significant ERS accounting policies.
- Note 3: Describes consent status changes in relation to the Global Pension Settlement.
- Note 4: Summarizes employer transactions in the Employers' Reserve Fund during 2007.
- Note 5: Summarizes the funding status of the ERS, actuarial assumptions, and employer contributions to the plan.
- Note 6: References ten-year historical trend information found within the Required Supplementary Information section.

See independent auditors' report.

# EMPLOYEES' RETIREMENT SYSTEM OF THE CITY OF MILWAUKEE

## MANAGEMENT'S DISCUSSION AND ANALYSIS

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### 2) Notes to Basic Financial Statements (cont.)

- Note 7: Discusses expenses paid as a part of administering the ERS including manager fees and administrative costs.
- Note 8: Discusses the ERS' tax status per Internal Revenue Service determination letter.
- Note 9: Discusses ERS investments and the associated types of risk that the system is exposed to. It also discusses securities lending requirements and amounts on loan.
- Note 10: Describes the contingencies involving the ERS.
- Note 11: Describes the transfer of fiduciary responsibility of the Policeman's Annuity and Benefit Fund to the ERS.

3) **Required Supplementary Information.** The required supplementary information consists of the management's discussion and analysis, as well as the Schedule of Funding Progress, the Schedule of Employer Contributions, and the Notes to Required Supplementary Information. These schedules give an indication of the actuarial performance of the fund and the health of the system.

4) **Additional Information.** Additional information includes the Statement of Plan Net Assets and the Statement of Changes in Plan Net Assets for all of the Non-Consenter retirement and disability funds individually.

See independent auditors' report.

# EMPLOYEES' RETIREMENT SYSTEM OF THE CITY OF MILWAUKEE

## MANAGEMENT'S DISCUSSION AND ANALYSIS

### Analysis of Financial Position and Results of Operations

#### Changes in Assets

(Dollars in Thousands)

	<u>2008</u>	<u>2007</u>	<u>Total Percentage Change</u>
<b>Assets</b>			
Cash and Cash Equivalents	\$ 102,105	\$ 117,285	-12.9%
Investments	3,264,943	5,179,134	-37.0%
Receivables	32,175	279,506	-88.5%
Software Devel & Equip Cost (net)	10,826	12,747	-15.1%
Securities Lending Collateral	198,660	371,703	-46.6%
<b>Total Assets</b>	<u>\$ 3,608,709</u>	<u>\$ 5,960,375</u>	<u>-39.5%</u>
<b>Liabilities</b>			
Benefits Payable	\$ 99	\$ 74	33.8%
Due to City of Milwaukee	0	0	0.0%
Investments purchased	7,267	355,261	-98.0%
Securities Lending Collateral	198,660	371,703	-46.6%
<b>Total Liabilities</b>	<u>\$ 206,026</u>	<u>\$ 727,038</u>	<u>-71.7%</u>
<b>Net Assets Held In Trust For Pension Benefits</b>	<u>\$ 3,402,683</u>	<u>\$ 5,233,337</u>	

Presented here are the amounts of total assets for 2008 and 2007 respectively. Cash and investments decreased by approximately \$1.929 billion. This decrease is primarily due to relatively unfavorable conditions in most of the financial markets during 2008.

Accounts receivable decreases are primarily traceable to the decrease in investment sales and excessive amounts advanced to the City of Milwaukee for expenses while accounts payable decreases are primarily traceable to a decrease in investment purchases that were initiated at the end of 2008, but not settled until the beginning of 2009.

In 2003, ERS began to capitalize its hardware and software development costs to better allocate these costs over their useful lives. The current year capitalization was \$88,857. In August of 2006 the MERITS System came on-line. As a result, all major capitalization costs have ended. All costs are being amortized over the remaining estimated life of the system. Any and all maintenance fees will be expensed in the year they are incurred.

See independent auditors' report.

# EMPLOYEES' RETIREMENT SYSTEM OF THE CITY OF MILWAUKEE

## MANAGEMENT'S DISCUSSION AND ANALYSIS

### Analysis of Financial Position and Results of Operations

#### Analysis of Operations

(Dollars in Thousands)

	<u>2008</u>	<u>2007</u>	<u>Total Percentage Change</u>
<b>Additions</b>			
Member Contributions	\$ 33,897	\$ 33,020	2.7%
Investment Income (Loss)	(1,701,573)	267,816	-735.4%
Interest & Dividends	102,898	99,846	3.1%
Less: Investment Expense	(14,434)	(16,365)	-11.8%
Total Additions, Net of Losses	<u>\$ (1,579,212)</u>	<u>\$ 384,317</u>	<u>-510.9%</u>
<b>Deductions</b>			
Administrative expenses	\$ 11,658	\$ 10,104	15.4%
Benefits paid	236,957	226,415	4.7%
Refund of Contributions	2,827	2,853	-0.9%
Total Deductions	<u>\$ 251,442</u>	<u>\$ 239,372</u>	<u>5.0%</u>
Net increase (decrease) in assets held in trust			
for pension benefits	\$ (1,830,654)	\$ 144,945	
Less Transfer to PABF	\$ -	\$ (84)	
Assets held in trust for benefits			
Beginning of year:	<u>\$ 5,233,337</u>	<u>\$ 5,088,476</u>	
End of year:	<u>\$ 3,402,683</u>	<u>\$ 5,233,337</u>	

Employer contributions were not required of the City or any other participating agency in 2007 and 2008, nor were any made voluntarily to the Employer's Reserve Fund. Net investment returns decreased by \$1.964 billion from amounts reported in 2007 due to losses experienced in unfavorable markets in 2008.

Benefits paid increased to \$237 million in 2008 from \$226 million in 2007 due in large part to pension escalators. Administrative expenses increased by \$ 1.554 million in 2008 when compared to 2007 due largely to increased costs associated with maintaining and operating a new automated pension system.

The January 1, 2008 actuarial valuation also reallocated assets from the non-consenter funds to the Global Combined Fund as of January 1, 2008 for those individuals who were non-consenters as of January 1, 2007 and who then subsequently consented to GPS during 2008. The amount of \$2.041 million was transferred to the Global Combined Fund for this reallocation of assets.

See independent auditors' report.



# EMPLOYEES' RETIREMENT SYSTEM OF THE CITY OF MILWAUKEE

## MANAGEMENT'S DISCUSSION AND ANALYSIS

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### Analysis of Investment Position and Strategies

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ERS has one strategic asset allocation for all of its funds. Resources of all the funds are pooled together and invested consistent with this strategy. The return from investments is allocated to the individual funds based on fund balances at the beginning of the year. The table below reports returns for 2008 and 2007 categorized by asset class with the corresponding benchmark results (real estate results are lagged by one quarter). Mercer Consulting, ERS' consultant, provided the real estate data and Northern Trust, ERS' custodian, reported the data for the other asset classes and benchmarks listed below. In 2008, the total fund produced a negative return and underperformed its reference benchmark. Within the Fund, investments in all asset classes produced negative returns, and underperformed their respective benchmark.

<u>Asset Class</u>	<u>Benchmark</u>	<u>2008 Returns</u>		<u>2007 Returns</u>	
		<u>Gross</u>	<u>Benchmark</u>	<u>Gross</u>	<u>Benchmark</u>
Domestic Equity	(Russell 3000 Index)	-40.7%	-37.3%	2.9%	5.1%
International Equity	(MSCI EAFE Index)	-44.9%	-43.4%	14.1%	11.2%
Fixed Income	(Barclays Capital Aggregate)	-7.6%	5.2%	7.7%	7.0%
Real Estate	(NCREIF Property Index)	-6.0%	5.3%	20.0%	17.3%
Total Fund	(Reference Index)	-30.7%	-25.6%	7.5%	7.8%

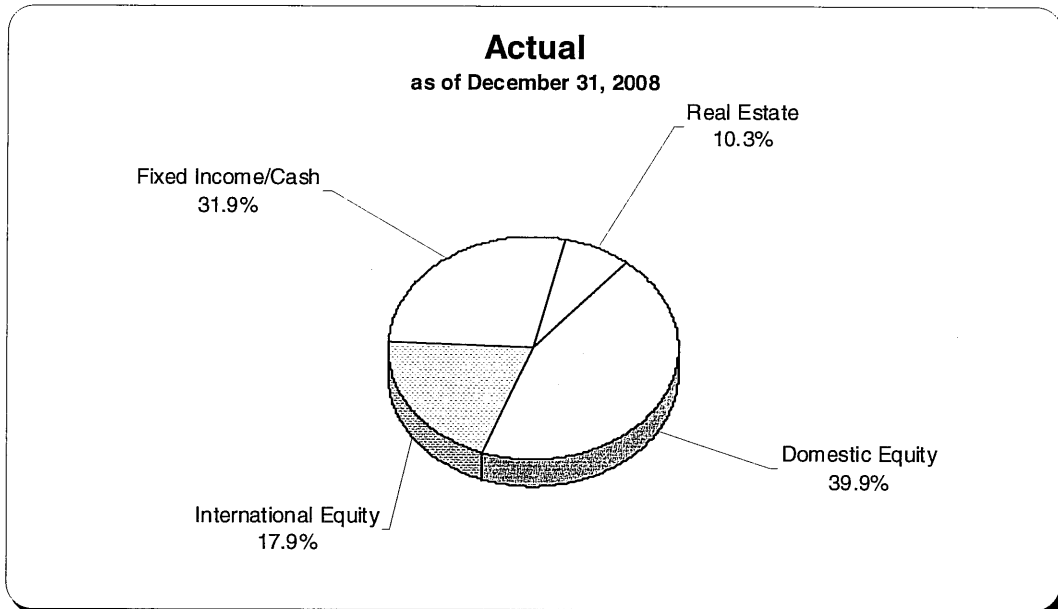
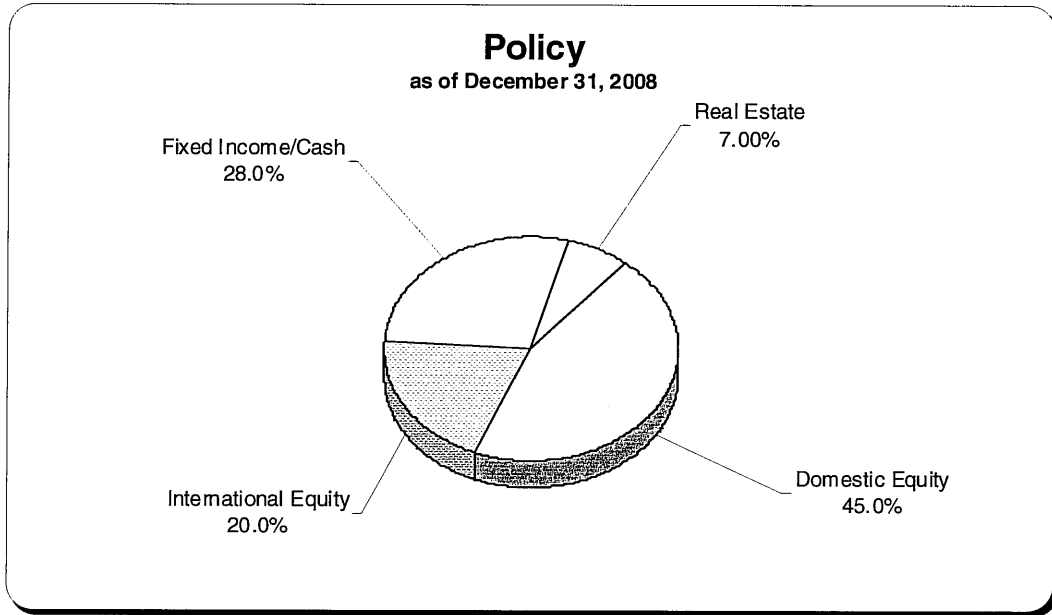
As of December 31, 2008, the Fund's actual asset allocation was within the temporary allocation tolerance ranges established by the Board in the 4<sup>th</sup> Quarter of 2008.

See independent auditors' report.

# EMPLOYEES' RETIREMENT SYSTEM OF THE CITY OF MILWAUKEE

## MANAGEMENT'S DISCUSSION AND ANALYSIS

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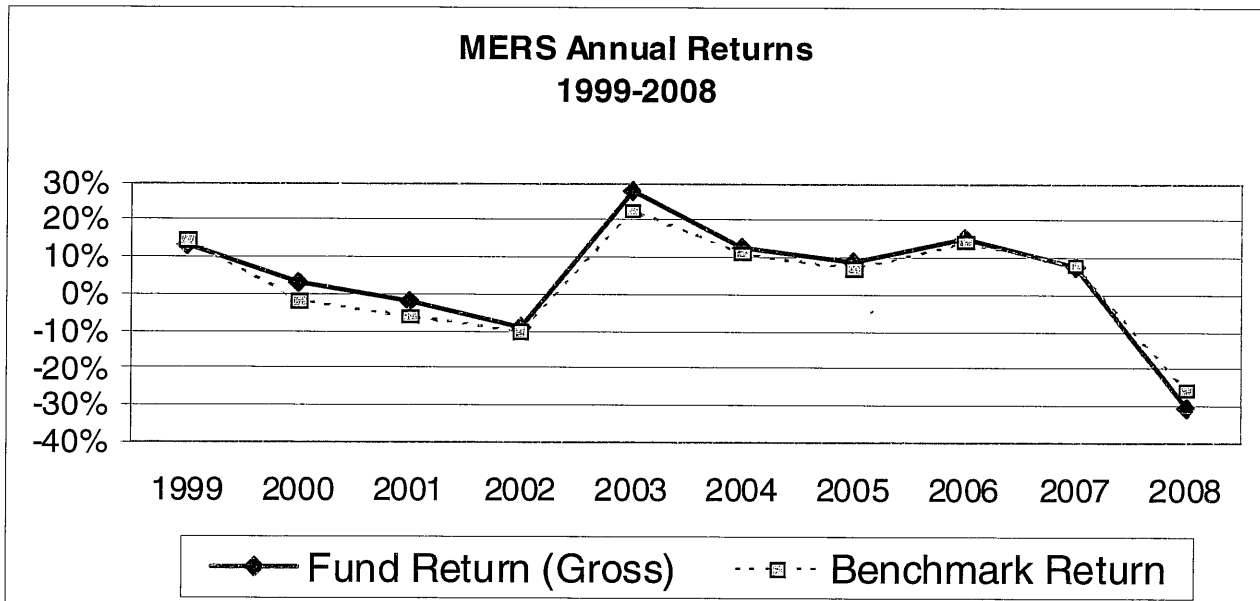


See independent auditors' report.

# EMPLOYEES' RETIREMENT SYSTEM OF THE CITY OF MILWAUKEE

## MANAGEMENT'S DISCUSSION AND ANALYSIS

Over the ten-year period ending December 31, 2008 the Fund returned 3.5% annually gross of fees while the benchmark returned 2.3%.



## Requests For Information

Members of the retirement board and the senior management of the ERS are fiduciaries of the pension fund and, as such, are charged with the responsibility of ensuring that the system's assets are used exclusively for the benefit of the plan participants and their beneficiaries. This financial report is designed to provide an overview of ERS finances and to demonstrate accountability for resources entrusted to the system for the benefit of the stakeholders. Questions concerning any of the information provided in this report or requests for additional financial information should be addressed to:

Bernard J Allen  
Executive Director  
Employees' Retirement System - City of Milwaukee  
789 North Water Street, Suite 300  
Milwaukee, WI 53202

See independent auditors' report.

**EMPLOYEES' RETIREMENT SYSTEM OF THE CITY OF MILWAUKEE**

**STATEMENT OF PLAN NET ASSETS**  
December 31, 2008  
(in thousands)

	Employees' Retirement System Funds					Fiduciary Fund		Total
	Global Combined Fund	Non-consenter Retirement Funds	Employees' Reserve Fund	Securities Lending Fund	Employees' Retirement System 2008	Policemen's Annuity & Benefit Fund 2008		
<b>ASSETS:</b>								
SHORT TERM CORPORATE NOTES, CERTIFICATES OF DEPOSITS, COMMERCIAL PAPER	\$ 95,918	\$ 1,648	\$ 1,649	\$ 2,890	\$ 102,105	\$ (879)	\$	101,226
INVESTMENTS (Notes 2 and 9):								
Bonds and collateralized mortgage obligations	705,299	3,740	3,391	-	712,430	652		713,082
Common and preferred stocks	1,084,425	5,752	5,214	-	1,095,391	1,002		1,096,393
Barclay Bond Index Funds	301,674	1,600	1,451	-	304,725	278		305,003
DFA Small Cap Fund	170,363	904	819	-	172,086	157		172,243
Northern Trust Company Collective Equity Index Fund	259,947	1,379	1,250	-	262,576	240		262,816
Russell 1000 Alpha Value Fund	411,275	2,181	1,978	-	415,434	380		415,814
Real Estate Investments	299,275	1,587	1,439	-	302,301	276		302,577
Total investments	3,232,258	17,143	15,542	-	3,264,943	2,985		3,267,928
<b>RECEIVABLES:</b>								
Employer (Note 2)	5,457	-	-	-	5,457	-		5,457
Member (Note 2)	1,678	-	-	-	1,678	-		1,678
Interest, dividends and foreign tax recoverable (Note 2)	16,012	85	77	-	16,174	-		16,174
Investments sold	8,778	46	42	-	8,866	-		8,866
Tax levy (Note 11)	-	-	-	-	-	41		41
Total receivables	31,925	131	119	-	32,175	41		32,216
Software development and equipment (net of depreciation) (Note 2)	10,826	-	-	-	10,826	-		10,826
Securities lending collateral (Note 9)	-	-	-	198,660	198,660	-		198,660
Total assets	3,370,927	18,922	17,310	201,550	3,608,709	2,147		3,610,856
<b>LIABILITIES:</b>								
Benefits payable	99	-	-	-	99	-		99
City of Milwaukee (Note 7)	-	-	-	-	-	-		-
Securities lending obligation (Note 9)	-	-	-	198,660	198,660	-		198,660
Investments purchased	7,194	38	35	-	7,267	-		7,267
Total liabilities	7,293	38	35	198,660	206,026	-		206,026
<b>NET ASSETS HELD IN TRUST FOR PENSION BENEFITS</b>	\$ 3,363,634	\$ 18,884	\$ 17,275	\$ 2,890	\$ 3,402,683	\$ 2,147	\$	\$ 3,404,830

(A schedule of funding progress and a schedule of employer contributions are included in this report)  
The accompanying notes are an integral part of the basic financial statements.

**EMPLOYEES' RETIREMENT SYSTEM OF THE CITY OF MILWAUKEE**

**STATEMENT OF CHANGES IN PLAN NET ASSETS  
YEAR ENDED DECEMBER 31, 2008  
(in thousands)**

	Employees' Retirement System Funds					Fiduciary Fund	
	Global Combined Fund	Non-consenter Retirement Funds	Employers' Reserve Fund	Securities Lending Fund	Employees' Retirement System 2008	Policemen's Annuity & Benefit Fund 2008	Total
<b>ADDITIONS:</b>							
Contributions:							
Employer (Note 5)	33,580	317	-	-	33,897	-	33,897
Member	-	-	-	-	-	96	96
Tax Levy	-	-	-	-	-	-	-
Total contributions	33,580	317	-	-	33,897	96	33,993
Investment income:							
Net depreciation in fair value of investments	(1,684,542)	(8,932)	(8,099)	-	(1,701,573)	(1,556)	(1,703,129)
Interest, dividends and other investment income	98,045	520	471	3,862	102,898	91	102,989
Less investment expense (Note 7)	(1,586,497)	(8,412)	(7,628)	3,862	(1,598,675)	(1,465)	(1,600,140)
	13,462	-	-	972	14,434	8	14,442
Net investment income (loss)	(1,599,959)	(8,412)	(7,628)	2,890	(1,613,109)	(1,473)	(1,614,582)
Total additions, net of losses	(1,566,379)	(8,095)	(7,628)	2,890	(1,579,212)	(1,377)	(1,580,589)
<b>DEDUCTIONS:</b>							
Administrative expenses (Note 7)	9,879	-	-	1,779	11,658	46	11,704
Benefits paid	236,616	341	-	-	236,957	1,209	238,166
Refunds of contributions	2,678	149	-	-	2,827	-	2,827
Total deductions	249,173	490	-	1,779	251,442	1,255	252,697
NET INCREASE (DECREASE) BEFORE TRANSFERS	(1,815,552)	(8,585)	(7,628)	1,111	(1,830,654)	(2,632)	(1,833,286)
TRANSFERS (Notes 3, 4 and 11)	2,041	(2,041)	-	-	-	-	-
NET INCREASE (DECREASE) IN NET ASSETS HELD IN TRUST FOR PENSION BENEFITS	(1,813,511)	(10,626)	(7,628)	1,111	(1,830,654)	(2,632)	(1,833,286)
Net assets held in trust for pension benefits:							
Beginning of year	5,177,145	29,510	24,903	1,779	5,233,337	4,779	5,238,116
End of year	3,363,634	18,884	17,275	2,890	3,402,683	2,147	3,404,830

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

# EMPLOYEES' RETIREMENT SYSTEM OF THE CITY OF MILWAUKEE

## NOTES TO BASIC FINANCIAL STATEMENTS YEAR ENDED DECEMBER 31, 2008

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### 1. DESCRIPTION OF RETIREMENT SYSTEM

The following brief description of the more common provisions of the Employees' Retirement System of the City of Milwaukee (the "Retirement System") is provided for financial statement purposes only. The provisions described reflect changes to the Retirement System enacted in 2000 as part of what is known as the Global Pension Settlement (GPS). GPS increased benefits to all members who consented to the settlement in exchange for allowing the City to make certain changes in plan administration, including allowing the use of Retirement System assets to pay for all costs to administer the System. Over 98% of the existing members have consented to GPS and are accounted for in the Global Combined Fund. Members who have not consented are accounted for in one or more of the non-consenter funds. Participants should refer to the Retirement Act (Chapter 36 of the City of Milwaukee Charter) for more complete information.

The Employees' Retirement System was established pursuant to the Retirement Act (Chapter 396 of the Laws of Wisconsin of 1937) to provide the payment of retirement and other benefits to employees of the City of Milwaukee (the "City"). Chapter 441 of the Laws of Wisconsin of 1947 made the benefits contractual and vested. The Retirement System is a multi-employer plan, which also provides benefits to employees of the Milwaukee Metropolitan Sewerage District, the Wisconsin Center and the Milwaukee Housing and Redevelopment Authorities and some employees of the Milwaukee Board of School Directors and the Milwaukee Area Technical College (the "Agencies"). City employees comprise approximately 57% of the active participants in the Retirement System.

Full-time employees, part-time employees who are eligible under adopted rules and regulations and elected officials who have evidenced their intent to join are members of the Retirement System.

Plan members are required to contribute, or have contributed on their behalf, a percentage of pensionable earnings equal to 5.5%, 7%, 7%, 7% for general city employees, police officers, fire fighters, and elected officials, respectively. Pensionable earnings are essentially comprised of amounts paid as the regular base salary and specifically excludes overtime. The City and other participating city agencies fund these member contributions on behalf of each participating employee. Contributions of one dollar per year per member are made by police officers on their own behalf. In addition, contributions of one dollar of each police officer's longevity pay per year, excluding sergeant of police, detective lieutenant and ranks above same, are made by police officers on their own behalf.

In addition to the above percentage contributions, additional contributions are required of general city employees who are enrolled as active members after January 1, 2000. To participate in the Global Combined Fund, each new member is required to contribute 1.6% of his or her pensionable earnings for a period of eight years. These contributions are taken to fund the improved escalator benefits resulting from the GPS for these new members.

On an annual basis, the City and city agencies are required to contribute amounts determined actuarially in the annual valuation. The contributions required are to bring the expected actuarial funded status of the fund, as of the date the contributions is payable, to a percentage in excess of 100%.

# EMPLOYEES' RETIREMENT SYSTEM OF THE CITY OF MILWAUKEE

## NOTES TO BASIC FINANCIAL STATEMENTS YEAR ENDED DECEMBER 31, 2008

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### 1. DESCRIPTION OF RETIREMENT SYSTEM (cont.)

The normal retirement benefit is a monthly pension for the life of the member. A service retirement allowance is payable to any member who elects to retire after attaining the minimum service retirement age 60, for general employees and age 57 for police officers and firefighters. General City employees who have attained age 55 and completed 30 years of creditable service are eligible for service retirement. Police officers of any age with 25 years of creditable service and firefighters who have attained age 49 and completed 22 years of creditable service are eligible for service retirement.

For general employees, the amount of a member's service retirement allowance is equal to 2% of final average salary (the highest average of earnable compensation during any 3 years preceding retirement, death or termination) for each year of creditable service. The service retirement allowance for general employees who retire after January 1, 1989 cannot exceed 70% of final average salary. For police officers and firefighters, the retirement allowance is 2.5% of the final average salary (computed on the year of creditable service during which earnable compensation was highest) for each year of creditable service. The retirement allowance for firefighters hired after March 1, 1989 and police officers hired after July 1, 1989 is limited to 90% of final average salary (excluding any imputed service credit provided under the GPS). For elected officials of the City of Milwaukee, the retirement allowance is 2.6% of final average salary for each year of creditable service prior to January 1, 1996. After January 1, 1996; the retirement allowance is 2.0% of final average salary for the mayor and 2.5% of final average salary for all other elected officials for each year of creditable service.

The Retirement Act provides for escalators to nearly all retirees. General City employees participating in the Global Combined Fund retiring on a service retirement allowance on or after January 1, 2000 are eligible for a pension escalator of 1.5% on the second, third and fourth anniversaries of their retirement and 2% on each anniversary thereafter. Police officers and firefighters participating in the Global Combined Fund retiring on a service retirement allowance on or after January 1, 2000 are eligible for a pension escalator based upon the percentage increase in the prior year's Consumer Price Index-All Urban Consumers (CPI-U) effective with their first anniversary and each anniversary thereafter. The percentage increase is determined annually by measuring the change in the Index from November of one year to November of the following year. This escalator is guaranteed to be at least two percent but is capped at three percent.

Rules governing escalators provided to retirees retiring prior to January 1, 2000 under the Retirement Act before the GPS differ from those described herein. In addition, a one-time "catch up" adjustment was provided in January of 1996 to employees who retired on a service retirement allowance on or before September 30, 1987 to partially offset the increase in inflation. For a complete description of the escalator rules, see the Retirement Act.

The Retirement System also provides for ordinary and duty disability benefits as well as ordinary and duty death benefits.

# EMPLOYEES' RETIREMENT SYSTEM OF THE CITY OF MILWAUKEE

## NOTES TO BASIC FINANCIAL STATEMENTS YEAR ENDED DECEMBER 31, 2008

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### 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

- a. *Basis of Accounting* - The financial statements are prepared using the accrual basis of accounting. Retirement and other contributions are recorded when due. Investment income is recognized when earned and expenditures are recorded when incurred.
- b. *Contributions* - The Retirement System records employee contributions as earned. Contributions earned but not yet received from the City, participating city agencies and members are reflected as contributions receivable.

At January 1, 2008, the number of participants in the Retirement System was as follows:

Retirees and beneficiaries currently receiving benefits and terminated employees entitled to benefits but not yet receiving them	<u>15,131</u>
Current Employees:	
Vested	9,791
Nonvested	<u>1,946</u>
Total Current Employees	<u>11,737</u>
Total Participants	<u><u>26,868</u></u>

- c. *Investments* - Investments of the Retirement System are recorded at fair value as determined by quoted prices in active markets. Short-term investments are reported at cost, which approximates fair value. Receivables and payables relating to investment transactions entered into prior to year-end, but not completed until after year-end, are recorded as assets or liabilities.

Real estate consists of equity and debt participation in diversified real estate investments. The majority of properties in the portfolio are offices, industrial warehouses, multi-family and retail. The real estate investments are carried at market value, which approximates fair value, as of December 31, 2008. An annual review performed by independent professional appraisers is used to assess the market value.

All investments are made in accordance with the provisions of Section 36-09 of Chapter 36 of the Milwaukee City Charter. In accordance with these provisions, the several funds of the Retirement System are invested within the requirements of ss. 40.03(1)(n) and 62.63 (3) Wisconsin Statutes. The Retirement System did not invest more than 62.3% of the total assets, as measured by their cost, in stocks of corporations.

The Retirement System has investments in certain financial instruments such as U.S. Treasury Strips, collateralized mortgage obligations and asset backed securities. These investments are made in compliance with the Annuity and Pension Board Investment Policy and Guidelines. The Retirement System's investment managers may temporarily invest small amounts of available cash in short-term investments prior to purchasing securities consistent with their investment strategy.



# EMPLOYEES' RETIREMENT SYSTEM OF THE CITY OF MILWAUKEE

## NOTES TO BASIC FINANCIAL STATEMENTS YEAR ENDED DECEMBER 31, 2008

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### 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (cont.)

The Retirement System's international equity managers may invest in warrants and foreign exchange forward contracts as a hedge to foreign currency fluctuations. These investments are not significant to the financial position of the Retirement System and are carried at fair value.

Investment securities, in general, are exposed to various risks, such as interest rate, credit, and overall *market* volatility. Due to the level of risk associated with certain investment securities, it is reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect the amounts reported in the statements of net assets available for benefits.

- d. *Investment Income* - Dividends and interest are recorded as earned. All dividend and interest income, and all realized investment gains and losses, are allocated to the individual funds based on fund balances at the beginning of the year.
- e. *Estimates* - The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.
- f. *Capitalization* - ERS capitalizes hardware and software development costs to better allocate these costs over their useful lives. Amounts spent for hardware (including but not necessarily limited to servers, printers, monitors, disk drives, network infrastructure, switches) are capitalized in a yearly hardware pool and depreciated over a life of three years. One half a year's depreciation is expensed in the year of acquisition. Amounts spent toward the development of a new Pension Management Information System have been capitalized as Software development costs. The system went live in 2006. The new system will be depreciated over its estimated useful life of eight years. As of December 31, 2008, the total cost of Employees' Retirement System hardware and software development costs totaled \$16,257,000. The total accumulated depreciation totaled \$5,431,000, with \$2,010,000 of depreciation being recognized during 2008 which is included in Administrative expenses in the accompanying Statement of Changes in Plan Net Assets.
- g. *Funded Status and Funding Progress- Employees' Retirement System* - As of January 1, 2008, the most recent actuarial valuation date for the Employees' Retirement System, the plan was 131.2 percent funded on an actuarial basis. The actuarial accrued liability for benefits was \$3.96 billion, and the actuarial value of assets was \$5.19 billion. The covered payroll (annual payroll of active employees covered by the plan) was \$532 million and the ratio of the EAAL to the covered payroll was 231.8 percent.

The schedule of funding progress, presented as required supplementary information (RSI) following the notes to the financial statements, present multi-year trend information about whether the actuarial values of plan assets are increasing or decreasing over time relative to the actuarial accrued liability for benefits.

# EMPLOYEES' RETIREMENT SYSTEM OF THE CITY OF MILWAUKEE

## NOTES TO BASIC FINANCIAL STATEMENTS YEAR ENDED DECEMBER 31, 2008

### 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (cont.)

Additional information as of the latest actuarial valuation follows:

Valuation Date	January 1, 2008
Actuarial Cost Method	Projected Unit Credit
Amortization Method	Closed – Level Dollar
Remaining Amortization Period	10-16 Years
Asset Valuation Method	3 Year Market-Related Value

Actuarial Assumptions:

Investment Rate of Return	8.5%
Projected Salary Increases	General City 3.5% - 8.5% Police & Fire 4% - 15.4%
Assumed Wage Inflation Rate	3.0%
Mortality Table	For regular retirees and for survivors, the RP-2000 Mortality Table with mortality improvements projected to the year 2005 for males, and the UP-94 Mortality Table, with mortality improvements projected to the year 2000 for females.

- h. *Funded Status and Funding Progress- Policemen's' Annuity and Benefit Fund* - As of January 1, 2008, the most recent actuarial valuation date for the Policemen's Annuity and Benefit Fund, the fund was 94.7 percent funded on an actuarial basis. The actuarial accrued liability for benefits was \$5.049 million, and the actuarial value of assets was \$4.779 million.

The schedule of funding progress, presented as required supplementary information (RSI) following the notes to the financial statements, present multi-year trend information about whether the actuarial values of plan assets are increasing or decreasing over time relative to the actuarial accrued liability for benefits.

Additional information as of the latest actuarial valuation follows:

Valuation Date	January 1, 2008
Actuarial Cost Method	Projected Unit Credit
Amortization Method	Open – Level Dollar
Remaining Amortization Period	10 Years
Asset Valuation Method	Market Value of Assets

# EMPLOYEES' RETIREMENT SYSTEM OF THE CITY OF MILWAUKEE

## NOTES TO BASIC FINANCIAL STATEMENTS YEAR ENDED DECEMBER 31, 2008

### 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (cont.)

Actuarial Assumptions:

Investment Rate of Return	8.5%
Projected Salary Increases	None
Assumed Wage Inflation Rate	3.0%
Group Size Growth Rate	Zero – The Plan is Closed
Mortality Table	For regular retirees and for survivors, the RP-2000 Mortality Table with mortality improvements projected to the year 2005 for males, and the UP-94 Mortality Table, with mortality improvements projected to the year 2000 for females.

### 3. CONSENT STATUS CHANGES

Members who have not consented to the GPS are comprised of those who have objected to the settlement as well as those who never responded at all. The previous deadline to consent of April 24, 2004 has been extended indefinitely to those who have not responded. Often, non-responders are members with vested rights who separated from service years ago. These members often express an interest in consenting to GPS at the time they are applying for benefits.

As of the January 1, 2008 actuarial valuation, 534 Retirement System members were identified as being non-consenting. Of this number, 168 were active members, 339 were inactive members, and 27 were benefit recipients. During 2008, 17 of these members elected to consent to the GPS resulting in a transfer of \$2,041,000 to the Global Combined Fund from the non-consenter funds.

### 4. EMPLOYERS' RESERVE FUND

The City of Milwaukee and other agencies participating in the System may voluntarily contribute to the Employers' Reserve Fund established in Section 36-08-8 of Chapter 36. This enables agencies to participate in the earnings of the investments of the retirement system. Agencies having such funds on deposit may use them to offset required contributions by adopting a formal resolution directing such a transfer. As of December 31, 2008, the City of Milwaukee is the only agency choosing to participate in this fund.

### 5. FUNDING STATUS AND PROGRESS

The pension benefit obligation was determined as part of an actuarial valuation at January 1, 2008. Significant actuarial assumptions used in the January 1, 2008 valuation include (a) a rate of return on the investment of present and future assets of 8.5% per year compounded annually, (b) projected salary increases of between 3.5% and 8.5% for General City and between 4.0% and 15.4% for Fire and Police employees per year compounded annually, (c) normal retirement ages ranging from ages 44 to 70 depending on the class of employee, and (d) mortality assumption – the UP-94 Mortality Table, with mortality improvements projected to the year 2000.

# EMPLOYES' RETIREMENT SYSTEM OF THE CITY OF MILWAUKEE

## NOTES TO BASIC FINANCIAL STATEMENTS YEAR ENDED DECEMBER 31, 2008

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### 5. FUNDING STATUS AND PROGRESS (cont.)

The excess of net assets available for projected benefits over the present value of the accrued pension benefit obligation as of January 1, 2008 was as follows (in thousands):

Net assets available for benefits (actuarial basis)	\$5,192,000
Pension benefit obligation:	
Retirees and beneficiaries currently receiving benefits and terminated employees not yet receiving benefits	2,415,086
Current employees:	
Member contributions	513,040
Employer financed portion	1,029,935
Total pension benefit obligation	<u>\$3,958,061</u>
Excess of net assets available for projected benefits over the present value of the accrued pension benefit obligation	<u>\$1,233,939</u>

The Retirement System's funding policy provides for periodic employer contributions at actuarially determined rates that, expressed as percentages of annual covered payroll, are sufficient to accumulate assets to pay benefits when due. Employer contribution rates are determined using the projected unit credit method.

Employer contributions are funded based on an actuarial valuation report. The significant actuarial assumptions used to compute the contribution requirements are the same as those used to compute the pension benefit obligation.

The GPS, effective January 1, 2000, effectively merged funding for duty disability and retirement benefits for consenting Retirement System members in the Global Combined Fund resulting in no employer contribution being due for this group for 2008. Employer contributions for non-consenting members were zero for 2008. This amount was determined in accordance with existing statutory requirements using the projected unit credit method as of January 1, 2008. All actuarial computations were made by an independent consulting actuary to satisfy the requirements of 36.08(2) of the Milwaukee Charter.

### 6. TEN-YEAR HISTORICAL TREND INFORMATION

Ten-year historical trend information is designed to provide information about progress made in accumulating sufficient assets to pay benefits when due. A schedule of funding progress and a schedule of employer contributions is included in this report.

# EMPLOYEES' RETIREMENT SYSTEM OF THE CITY OF MILWAUKEE

## NOTES TO BASIC FINANCIAL STATEMENTS YEAR ENDED DECEMBER 31, 2008

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### 7. EXPENSES

Under the Milwaukee City Charter, as provided in the GPS, all administrative and investment expenses of the Retirement System are the direct obligation of the Global Combined Fund. Expenses are normally paid through the City of Milwaukee accounting system and reimbursed by the System to the City. Money manager fees of \$8,939,000, real estate manager fees of \$4,523,000 and administrative expenses of \$7,869,000 were charged to the Global Combined Fund in 2008.

In addition, the Annuity and Pension Board authorized the payment of \$1,779,000 of administrative costs from the Securities Lending Fund during 2008. This reduced the amounts needed from the Global Combined Fund to fund the costs to administer the Retirement System (see Note 9).

### 8. INCOME TAXES

The Retirement System obtained its latest determination letter on July 13, 2006, in which the Internal Revenue Service stated that the Retirement System, as then designed, was in compliance with the applicable requirements of the Internal Revenue Code. The Retirement System's management believes that the plan is currently designed and being operated in compliance with the applicable requirements of the Internal Revenue Code. Therefore, no provision for income taxes has been reflected in the accompanying basic financial statements.

### 9. INVESTMENTS

#### **Deposits and Custodial Credit Risk**

Custodial credit risk is the risk that, in the event a financial institution or counterparty fails, the Retirement System will not be able to recover the value of its deposits, investments, or securities. Investment securities are exposed to custodial credit risk if the securities are uninsured, are not registered in the Retirement System's name, and held by the counterparty. As of December 31, 2008, no investments or securities were exposed to custodial credit risk. The Retirement System is exposed to custodial credit risk for uncollateralized cash and cash equivalents that are not covered by federal depository insurance. This amount was \$0 as of December 31, 2008.

#### **Investment Policies**

The Retirement System was established to provide for the present and future retirement, disability, and death and survivor benefit payments for all city and city agency employees. All of the funds of the Retirement System taken in the aggregate constitute a special trust subject to applicable local, state, and federal laws, including but not limited to sections 36-15, 36-09-1, and 36-09-6 of the Milwaukee City Charter. As of December 31, 2008 the fair market carrying value of the investments are as follows (in thousands):

# EMPLOYEES' RETIREMENT SYSTEM OF THE CITY OF MILWAUKEE

## NOTES TO BASIC FINANCIAL STATEMENTS YEAR ENDED DECEMBER 31, 2008

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### 9. INVESTMENTS (cont.)

	<u>Carrying Value</u>
	<u>2008</u>
Common Stock	\$ 1,090,233
Preferred Stock	3,746
Convertible Equity	64
Corporate Convertible Bonds	2,350
Barclays Lehman Intermediate Aggregate Index Fund	305,003
Northern Trust S&P 500 Index Fund	262,816
DFA Small Cap Fund	172,243
Barclays Russell 1000 Alpha Tilts Fund	415,814
Bank Loans	5,999
Government Bonds	72,820
Government Agencies	19,550
Municipal/Provincial Bonds	26,172
Corporate Bonds	502,006
Gov Mortgage Backed Sec	6,311
Comm Mortgage Backed Sec	63,481
Asset Backed Securities	9,559
Non-Gov Backed C.M.O.S.	7,184
Real Estate Investments	302,577
Total Investments	\$ <u>3,267,928</u>

# EMPLOYEES' RETIREMENT SYSTEM OF THE CITY OF MILWAUKEE

## NOTES TO BASIC FINANCIAL STATEMENTS YEAR ENDED DECEMBER 31, 2008

### 9. INVESTMENTS (cont.)

#### Interest Rate Risk

Interest rate risk is the risk that changes in interest rates will adversely affect the fair value of an investment. The Retirement System's investment guidelines limit how much each fixed income manager may deviate duration from their respective benchmarks. Duration is the approximate percentage change in price for a 100-basis-point change in yield. Although the exact range allowed in the guidelines varies slightly for each manager, the duration of the Retirement Systems active fixed income managers must be between 75% and 250% of the duration of the Barclays Capital Aggregate Index. As of December 31, 2008, the segmented time distribution of the various investment types of debt securities for the Retirement System is as follows (in thousands):

Investment	2008						Maturity Not Determined
	Fair Value	Less than 1 Year	1-5 Years	6-10 Years	10+ Years		
Bank Loans	\$ 5,999	\$ -	\$ 5,999	\$ -	\$ -	\$ -	
Government Bonds	72,820	9,788	29,898	2,798	30,336		
Government Agencies	324,554	8,731	306,827	4,981	4,015		
Municipal/Provincial Bonds	26,172	-	11,337	8,262	6,573		
Corporate Bonds	486,953	3,352	99,315	126,451	257,835		
Gov Mortgage Backed Sec	6,311	450	2,290	298	3,273		
Comm Mortgage Backed Sec	76,388	-	-	12,907	63,481		
Asset Backed Securities	11,704	696	7,165	233	3,610		
Non-Gov Backed C.M.O.S.	7,184	-	663	283	6,238		
Corporate Convertible Bonds	2,350	-	511	-	1,839		
Short-Term Bills and Notes	18,488	18,488	-	-	-		
Other Fixed Income	35	-	-	-	-	35	
Short-Term Investment Funds	39,817	39,817	-	-	-		
Totals	\$ 1,078,775	\$ 81,322	\$ 464,005	\$ 156,213	\$ 377,200	\$ 35	

# EMPLOYEES' RETIREMENT SYSTEM OF THE CITY OF MILWAUKEE

## NOTES TO BASIC FINANCIAL STATEMENTS YEAR ENDED DECEMBER 31, 2008

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### 9. INVESTMENTS (cont.)

#### Foreign Currency Risk

Foreign currency risk is the risk that changes in currency exchange rates will adversely affect the fair value of an investment or deposit. The Retirement System's investment guidelines allow foreign currency contracts for defensive hedging purposes only and limit the total exposure of all currency hedges to 100% of the manager's total portfolio value. In addition, the guidelines recommend adequate diversification by country and currency. As of December 31, 2008, the Retirement System's exposure to foreign currency risk, expressed in U.S. Dollars, is as follows (in thousands):

<u>Foreign Currency</u>	<u>Fair Market Value</u>
Australian dollar	\$ 17,247
Brazilian real	5,276
British pound sterling	99,781
Canadian dollar	72,396
Danish krone	10,378
Euro	170,570
Hong Kong dollar	-
Indonesian rupiah	5,041
Iceland krona	3,160
Japanese yen	93,590
Mexican peso	17,743
New Zealand dollar	19,963
Singapore dollar	5,832
South Korean won	5,260
Swedish krona	6,132
Swiss franc	41,690
Thai baht	1,942
Total	<u>\$ 576,001</u>

#### Concentration of Credit Risk

Concentration of credit risk is the risk of loss that may be attributed to the magnitude of the Retirement System's investment in a single issuer. As of December 31, 2008, the Retirement System did not hold any investments in any one issuer that would represent 5% or more of plan assets. Investments issued or explicitly guaranteed by the U.S. government and pooled investments are excluded from this requirement.



# EMPLOYEES' RETIREMENT SYSTEM OF THE CITY OF MILWAUKEE

## NOTES TO BASIC FINANCIAL STATEMENTS YEAR ENDED DECEMBER 31, 2008

### 9. INVESTMENTS (cont.)

#### Credit Risk of Debt Securities

Credit risk is the risk that an issuer or other counterparty to an investment will not fulfill its obligations. The Retirement System's investment guidelines require its fixed income managers to have an Investment Grade average portfolio. The Retirement System's active fixed income managers are allowed to hold a maximum of 20% of their respective portfolio's market value in issues rated B- or B3, and an additional 5% may be invested in non-rated issues. The quality ratings of investments in fixed income securities of the Retirement System as described by Standard & Poors (S&P) as of December 31, 2008 are as follows (in thousands):

Investment Type	AAA	AA	A	BBB	BB	B	CCC	C	D	Not Rated		US Government Guaranteed
										Quality Rating Not Available	US	
Asset Backed Securities	\$ 6,133	\$ 1,096	\$ 2,068	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	2,407	\$ -
Bank Loans	-	-	-	-	949	-	4,651	399	-	-	-	-
Comm Mortgage Backed Sec	72,620	-	-	-	-	-	-	-	-	-	3,767	-
Corporate Bonds	5,589	17,851	118,104	221,933	54,279	36,556	10,517	575	2,949	-	18,604	-
Corporate Convertible Bonds	-	-	-	1,689	661	-	-	-	-	-	-	-
Gov Mortgage Backed Sec	-	-	-	-	-	-	-	-	-	-	-	6,311
Government Agencies	17,727	-	-	-	-	-	-	-	-	-	1,824	142,938
Government Bonds	29,397	162,065	17,743	23,202	-	-	-	-	-	-	2,478	-
Gov-Iss Comm Mort	-	-	-	-	-	-	-	-	-	-	-	-
Municipal/Provincial Bonds	8,262	11,337	-	6,573	-	-	-	-	-	-	-	-
Non-Gov Backed C.M.O.S.	2,044	-	-	-	-	722	-	-	-	-	4,418	-
Other Fixed Income	-	-	-	-	-	-	-	-	-	-	-	-
Short-Term Bills and Notes	5,896	-	-	-	-	-	-	-	-	-	35	-
Short-Term Investment Funds *	-	-	-	-	-	-	-	-	-	-	-	12,592
	-	-	-	-	-	-	-	-	-	-	39,817	-
<b>Total Value by Rating</b>	<b>\$ 147,668</b>	<b>\$ 192,349</b>	<b>\$ 137,915</b>	<b>\$ 253,397</b>	<b>\$ 55,889</b>	<b>\$ 37,278</b>	<b>\$ 15,168</b>	<b>\$ 974</b>	<b>\$ 2,949</b>	<b>\$ 73,350</b>	<b>\$ 161,841</b>	

Note: The Retirement System held no investments in the CC quality rating at the end of 2008.

\* FDIC cash balances are invested in the Short-term Investment Fund by the Retirement Systems custodian, The Northern Trust Company. This Fund is not rated by Standard & Poors.

# EMPLOYEES' RETIREMENT SYSTEM OF THE CITY OF MILWAUKEE

## NOTES TO BASIC FINANCIAL STATEMENTS YEAR ENDED DECEMBER 31, 2008

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### 9. INVESTMENTS (cont.)

#### Derivatives

A derivative security is an investment whose payoff depends upon the value of other assets such as commodity prices, bond and stock prices, or a market index. The ability to use derivatives must be written in the individual managers guidelines or in the guidelines established for a commingled vehicle or limited partnership. Examples of derivatives that may be allowed include hedging currency risk or equitizing cash. ERS' separate account managers did not invest or hold any derivatives as of December 31, 2008.

#### Securities Lending

In November 1993, the Retirement System began generating revenue through securities lending. Eligible securities are loaned out through the Retirement System's custodian, The Northern Trust Company. The Retirement System earns a daily fee for all securities out on loan. The Retirement System incurs a reduction in earnings for an indemnification agreement with the custodian. Each security loan is initially collateralized by securities or cash for at least 102% of its market value. All collateral is held by the custodian. Revenue earned from securities lending is to be used to offset expenses of the Retirement System. If the revenues are not expended within one calendar year following receipt, all remaining amounts are distributed to the Non-Consenter Retirement Fund. For the year ended December 31, 2008, the Retirement System earned revenue from securities lending of \$3,401,450, received \$460,550 from Northern Trust in contributed capital, paid custodian fees of \$972,000 and disbursed \$1,779,000 to pay administrative costs. As of December 31, 2008, the fair value of securities on loan was \$194,258,000. The value of collateral held for securities on loan was \$198,660,000 as of December 31, 2008 which consisted of approximately 51.7% U.S. Equities, 1.9% U.S. Government fixed obligations, 21.5% Global Equities, 24.9% U.S. Corporate Fixed securities.

The two main risks in securities lending are counterparty risk and collateral investment risk. Counterparty risk is the risk that the borrower defaults on a loan and is unable to return a security. ERS' contract with Northern Trust indemnifies ERS of any losses it suffers from its securities lending program due to counterparty default. Collateral investment risk is the risk that an investment in a collateral option becomes impaired or decreases in value. ERS is responsible to refund any losses to the borrower as a result of losses in the collateral pool. In 2008, Northern Trust declared a collateral deficiency that resulted in MERS recording a payable in the amount of \$3.8 million for an unrealized loss in the securities lending program. It is expected the unrealized loss will decrease as the investments mature at par. Currently, this deficiency has reduced the net fair market value of the investments on the Employees' Retirement System balance sheet. As a result there is not a separate line item under the liabilities section of the balance sheet.

# EMPLOYEES' RETIREMENT SYSTEM OF THE CITY OF MILWAUKEE

## NOTES TO BASIC FINANCIAL STATEMENTS YEAR ENDED DECEMBER 31, 2008

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### 10. CONTINGENCIES

The Employees' Retirement System is involved in certain litigation and disputes arising during the normal course of operations. Management does not believe the settlement of such matters will have a material impact on the Retirement System's basic financial statements.

### 11. FIDUCIARY RESPONSIBILITY OF THE POLICEMEN'S ANNUITY & BENEFIT FUND

On December 14, 2005, the Policemen's Annuity and Benefit Fund (PABF) board adopted a resolution to dissolve and to liquidate all assets of the fund and transfer the assets and full administrative control to the ERS. Charter Ordinances ss. 35-01-3-b and 36-15-1-e, enacted under common council file #050744, and transferred the administrative and managerial responsibilities of the PABF to the ERS authorizing the ERS Annuity and Pension Board to invest the assets of the PABF and to manage its operations. All assets of the PABF were transferred to the systems custodian, Northern Trust, in early 2006 and the ERS board assumed custodial authority and responsibility for the funds assets as of January 3, 2006. These resources are disclosed in the financial records as a separate fiduciary fund.

The plan's funding policy is specified in the Milwaukee City Charter, Chapter 35, as amended by Charter Ordinances, Numbers 356 and 357. The annual requirement consists of an amount sufficient to amortize the present value of benefits to all active and retired employees less the value of actuarial assets in the Fund by a series of level payments over the remainder of the funding period. File numbers 950930 and 970052 provide that the Board shall adopt the assumptions which the actuary uses in the annual valuation and tax levy certification. This contribution will comply with GASB, which requires that the annual required contribution of the employer (ARC) should be actuarially determined and have a provision for amortizing the unfunded liability. In general, GASB allows an amortization period of up to 40 years, but 10 years is appropriate for this Fund. The Tax Levy for 2008 (to be collected in early 2009) would amount to \$41,423 plus budgeted administrative expenses.

As of December 31, 2008 the composition of the fund consisted of 35 annuitants and 85 widows. Once all annuitants and widows are deceased the fund is to be closed and any remaining monies are to be remitted back to the City of Milwaukee.

### 12. SUBSEQUENT EVENTS

At its August 27, 2009 Board meeting, The Annuity and Pension Board adopted the following:

- Increase the asset smoothing from three years to five years. As part of this change all bases as of 2008 were recognized.
- Increase the asset corridor from 10% to 20%
- Change the amortization payment type from level dollar to level percent of payroll

# EMPLOYEES' RETIREMENT SYSTEM OF THE CITY OF MILWAUKEE

## NOTES TO BASIC FINANCIAL STATEMENTS YEAR ENDED DECEMBER 31, 2008

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### 12. SUBSEQUENT EVENTS (cont.)

- Increase the amortization period as of January 1, 2009 from expected working lifetime of the active employees to 25 years. The period will be reduced by one year each subsequent year until the period equals the future working lifetime of employees covered by the funds.
- Change the amortization method from open to closed.

As a result of the changes in the actuarial cost method and the actuarial asset valuation method, the actuarial value of assets increased by \$338 million, which increased the funded status by 8.2%. This also decreased the employer contributions by \$52.4 million. The impact of the PSO change was not isolated.

In addition, an Amendment to Chapter 36 was made, allowing firefighters to select their PSO option at the attainment of age 49 with at least 22 years of service. This amendment occurred during 2009.

# **REQUIRED SUPPLEMENTARY INFORMATION**

**(See Independent Auditors' Report on Page 6)**

# EMPLOYEES' RETIREMENT SYSTEM OF THE CITY OF MILWAUKEE

## Required Supplementary Information SCHEDULE OF FUNDING PROGRESS

(In thousands)

Actuarial Valuation Date Beginning of Fiscal Year	(1) Actuarial Value of Assets	(2) Actuarial Accrued Liability (AAL)	(3) Assets in Excess of Actuarial Accrued Liability (EAAL) (1) - (2)	(4) Funded Ratios (1) / (2)	(5) Annual Covered Payroll	(6) EAAL as a Percentage of Covered Payroll (3) / (5)
2008	\$ 5,192,000	\$ 3,958,061	\$ 1,233,939	131.2 %	\$ 532,412	231.8 %
2007	4,899,721	3,846,481	1,053,240	127.4 %	528,854	199.2 %
2006	4,556,371	3,706,198	850,173	122.9 %	515,934	164.8 %
2005	4,112,558	3,523,179	589,379	116.7 %	505,609	116.6 %
2004	3,909,085	3,370,923	538,162	116.0 %	486,384	110.6 %
2003	3,689,981	3,204,247	485,734	115.2 %	480,800	101.0 %
2002	4,242,333	3,091,511	1,150,822	137.2 %	466,757	246.6 %
2001	4,202,023	2,988,140	1,213,883	140.6 %	459,271	264.3 %
2000	4,088,042	2,979,234	1,108,808	137.2 %	466,732	237.6 %
1999	3,748,894	2,435,776	1,313,118	153.9 %	448,972	292.5 %

Analysis of the dollar amounts of actuarial value of assets, actuarial accrued liability, and assets in excess of actuarial accrued liability in isolation can be misleading. Expressing the actuarial value of assets as a percentage of the actuarial accrued liability provides one indication of the Retirement System's funding status on a going concern basis. Analysis of this percentage over time indicates whether the Retirement System is becoming financially stronger or weaker. Generally, the greater this percentage, the stronger the Retirement System. Trends in funded actuarial accrued liability and annual covered payroll are both affected by inflation. Expressing the assets in excess of actuarial accrued liability as a percentage of annual covered payroll approximately adjusts for the effects of inflation and aids analysis of the Retirement System's progress made in accumulating sufficient actuarial value of assets to pay benefits when due. Generally, the larger this percentage, the stronger the Retirement System.

See independent auditors' report and notes to required supplemental information.

# EMPLOYEES' RETIREMENT SYSTEM OF THE CITY OF MILWAUKEE

## Required Supplementary Information SCHEDULE OF EMPLOYER CONTRIBUTIONS

Year Ended December 31	Annual Required			Percentage Contributed	Voluntary Contributions Employers' Reserve Fund *	Total All Contributions
	Member Contributions	Employer Contributions	Total Required			
2008	\$ 33,896,622	\$ 0	\$ 33,896,622	100%	0	\$ 33,896,622
2007	33,021,527	0	33,021,527	100%	0	33,021,527
2006	31,979,995	0	31,979,995	100%	0	31,979,995
2005	32,084,484	47,000	32,131,484	100%	0	32,131,484
2004	30,699,729	46,000	30,745,729	100%	5,450,000	36,195,729
2003	31,054,000	78,000	31,132,000	100%	0	31,132,000
2002	28,970,054	32,000	29,002,054	100%	3,179,000	32,181,054
2001	25,595,454	144,000	25,739,454	100%	0	25,739,454
2000	28,424,609	238,000	28,662,609	100%	0	28,662,609
1999	27,047,371	6,806,000	33,853,371	100%	0	33,853,371
1998	26,450,367	6,050,230	32,500,597	100%	0	32,500,597

\* Employer voluntary contributions have only been permitted since the Global Pension Settlement became effective.

See independent auditors' report and notes to required supplemental information.

# EMPLOYEES' RETIREMENT SYSTEM OF THE CITY OF MILWAUKEE

## NOTES TO REQUIRED SUPPLEMENTARY INFORMATION

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

Valuation date	January 1, 2008	
Actuarial cost method	Projected Unit Credit	
Asset valuation method	3 Year Market-Related Value	
Amortization method	Closed, Level Dollar	
Remaining amortization period	10 - 16 Years	
Actuarial Assumptions:		
Investment Rate of Return	8.5 %	
Projected Salary Increases	General City 3.5% - 8.5%	Police & Fire 4% - 15.4%
Inflation Assumption	3.0 %	
Cost of Living Adjustments	Vary by employee group as explained in the summary of plan provisions	

See independent auditors' report and notes to required supplemental information.



**POLICEMEN'S ANNUITY AND BENEFIT FUND - THE CITY OF MILWAUKEE**

**Required Supplementary Information  
SCHEDULE OF FUNDING PROGRESS**

Actuarial Valuation Date Beginning of Fiscal Year	(1) Actuarial Value of Assets	(2) Actuarial Accrued Liability (AAL)	(3) Assets in Excess of Actuarial Accrued Liability (EAAL) (1) - (2)	(4) Funded Ratios (1) / (2)	(5) Annual Covered Payroll	(6) EAAL as a Percentage of Covered Payroll (3) / (5)
2008	\$ 4,779,417	\$ 5,049,363	\$ (269,946)	94.7 %	\$ 1,209,314	(22.3)%
2007	5,585,697	5,956,976	(371,279)	93.8 %	1,354,412	(27.4)%
2006	5,607,772	7,007,494	(1,399,722)	80.0 %	1,514,653	(92.4)%
2005	5,977,606	8,241,433	(2,263,827)	72.5 %	2,006,273	(112.8)%

Analysis of the dollar amounts of actuarial value of assets, actuarial accrued liability, and assets in excess of actuarial accrued liability in isolation can be misleading. Expressing the actuarial value of assets as a percentage of the actuarial accrued liability provides one indication of the Policemen's Annuity and Benefit Fund funding status on a going concern basis. Analysis of this percentage over time indicates whether the Fund is becoming financially stronger or weaker. Generally, the greater this percentage, the stronger the Fund. Trends in funded actuarial accrued liability and annual covered payroll are both affected by inflation. Expressing the assets in excess of actuarial accrued liability as a percentage of annual covered payroll approximately adjusts for the effects of inflation and aids analysis of the Fund's progress made in accumulating sufficient actuarial value of assets to pay benefits when due. Generally, the larger this percentage, the stronger the Fund.

See independent auditors' report and notes to required supplemental information.

# POLICEMEN'S ANNUITY AND BENEFIT FUND - THE CITY OF MILWAUKEE

## NOTES TO REQUIRED SUPPLEMENTARY INFORMATION

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

Valuation date	January 1, 2008
Actuarial cost method	Projected Unit Credit
Asset valuation method	Market Value of Assets
Amortization method	Open, Level Dollar
Remaining amortization period	10 Years
Actuarial Assumptions:	
Investment Rate of Return	8.5 %
Status	All participants are retired
Inflation Assumption	3.0 %

See independent auditors' report and notes to required supplemental information.

# **ADDITIONAL INFORMATION**

(See Independent Auditors Report on Page 6)

**EMPLOYEES' RETIREMENT SYSTEM OF THE CITY OF MILWAUKEE**

**STATEMENT OF PLAN NET ASSETS**

December 31, 2008  
(in thousands)

**NON-CONSENTER RETIREMENT FUNDS**

	Retirement Fund	Combined Retirement Fund	General Employees' Duty Disability Fund	Firemen and Policemen's Duty Disability Fund	Firemen's Heart and Lung Fund	Firemen and Policemen's Survivorship Fund	Total 2008
<b>ASSETS:</b>							
SHORT TERM CORPORATE NOTES, CERTIFICATES OF DEPOSITS, COMMERCIAL PAPER	\$ 1,381	\$ 253	\$ 14	\$ -	\$ -	\$ -	\$ 1,648
INVESTMENTS (Notes 2 and 9):							
Bonds and collateralized mortgage obligations	3,364	352	24	-	-	-	3,740
Common and preferred stocks	5,173	542	37	-	-	-	5,752
Barclay Bond Index Funds	1,439	151	10	-	-	-	1,600
DFA Small Cap Fund	813	85	6	-	-	-	904
Northern Trust Company Collective Equity Index Fund	1,240	130	9	-	-	-	1,379
Russel 1000 Alpha Value Fund	1,962	205	14	-	-	-	2,181
Real Estate Investments	1,428	149	10	-	-	-	1,587
Total investments	15,419	1,614	110	-	-	-	17,143
<b>RECEIVABLES:</b>							
Employer (Note 2)	-	-	-	-	-	-	-
Member (Note 2)	-	-	-	-	-	-	-
Interest, dividends and foreign tax recoverable (Note 2)	76	8	1	-	-	-	85
Investments sold	42	4	-	-	-	-	46
Total receivables	118	12	1	-	-	-	131
Total assets	16,918	1,879	125	-	-	-	18,922
<b>LIABILITIES:</b>							
Benefits Payable	-	-	-	-	-	-	-
City of Milwaukee Investments purchased	34	4	-	-	-	-	38
Total liabilities	34	4	-	-	-	-	38
<b>NET ASSETS HELD IN TRUST FOR PENSION BENEFITS</b>	\$ 16,884	\$ 1,875	\$ 125	\$ -	\$ -	\$ -	\$ 18,884

(A schedule of funding progress and a schedule of employer contributions are included in this report)

**EMPLOYEES' RETIREMENT SYSTEM OF THE CITY OF MILWAUKEE**

**STATEMENT OF CHANGES IN PLAN NET ASSETS  
YEAR ENDED DECEMBER 31, 2008  
(in thousands)**

**NON-CONSENTER RETIREMENT FUNDS**

	Retirement Fund	Combined Retirement Fund	General Employees' Disability Fund	Firemen and Policemen's Disability Fund	Firemen's Heart and Lung Fund	Firemen and Policemen's Survivorship Fund	Total 2008
<b>ADDITIONS:</b>							
Contributions:							
Employer (Note 5) Member	\$ 177	\$ 140	\$ -	\$ -	\$ -	\$ -	\$ 317
Total contributions	177	140	-	-	-	-	317
Investment income:							
Net depreciation in fair value of investments	(8,036)	(839)	(57)	-	-	-	(8,932)
Interest, dividends and other investment income	468	49	3	-	-	-	520
Less investment expense	(7,568)	(790)	(54)	-	-	-	(8,412)
Net investment income (loss)	(7,568)	(790)	(54)	-	-	-	(8,412)
Total additions, net of losses	(7,391)	(650)	(54)	-	-	-	(8,095)
<b>DEDUCTIONS:</b>							
Benefits paid	339	2	-	-	-	-	341
Refunds of contributions	90	59	-	-	-	-	149
Total deductions	429	61	-	-	-	-	490
NET INCREASE (DECREASE) BEFORE TRANSFERS	(7,820)	(711)	(54)	-	-	-	(8,585)
TRANSFERS (Note 3, 4 and 11)	(1,952)	(74)	(15)	-	-	-	(2,041)
NET INCREASE (DECREASE) IN NET ASSETS HELD IN TRUST FOR PENSION BENEFITS	(9,772)	(785)	(69)	-	-	-	(10,626)
Net assets held in trust for pension benefits:							
Beginning of year	26,656	2,660	194	-	-	-	29,510
End of year	\$ 16,884	\$ 1,875	\$ 125	\$ -	\$ -	\$ -	\$ 18,884