

CITY OF KNOXVILLE PENSION SYSTEM

Knoxville, Tennessee

FINANCIAL STATEMENTS

June 30, 2008 and 2007

CITY OF KNOXVILLE PENSION SYSTEM

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INDEPENDENT AUDITOR'S REPORT

Board of Trustees
City of Knoxville Pension Board
Knoxville, Tennessee

We have audited the accompanying statement of plan net assets of the City of Knoxville Pension System ("System") as of June 30, 2008, and the related statement of changes in plan net assets for the year then ended. These financial statements are the responsibility of the System's management. Our responsibility is to express an opinion on these financial statements based on our audit. The financial statements of the System as of June 30, 2007, were audited by other auditors whose report dated December 12, 2007, expressed an unqualified opinion on those statements.

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, information regarding the City of Knoxville Pension System's plan net assets as of June 30, 2008, and the changes therein, 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 January 7, 2009 on our consideration of the System's internal control over financial reporting and our tests of its compliance with certain provisions of laws, regulations, contracts, and agreements 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 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.

Management discussion and analysis on pages 2 and 3 and the schedules of funding progress and employer contributions on pages 18 and 19 are not a required part of the basic financial statements but are supplementary information required by accounting principles generally accepted in the United States of America. We have applied certain limited procedures, 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.

Pugh & Company, P.C.

Certified Public Accountants
January 7, 2009

**CITY OF KNOXVILLE PENSION SYSTEM
MANAGEMENT DISCUSSION AND ANALYSIS**

June 30, 2008

The financial statements of the City of Knoxville Pension System ("System") reflect the investment of fund assets, the benefit payments and the operational costs of the System. The measurement focus is to show the value and annual change in net assets of the System available for benefits. The accounting statements are prepared on an accrual basis and are in accordance with the GASB pronouncements.

The statement of changes in plan net assets reflects the performance of the financial markets during the fiscal year. The System's investment return for the twelve months ended June 30, 2008 was -6.1% which was well below the long-term assumed rate of 8.0%. Net assets available for benefits as of June 30, 2008 showed a decrease of \$56.465 million as compared to June 30, 2007.

The System remains well funded as of June 30, 2008. The funding ratio for the entire System at July 1, 2008 was 96.29% based on the newly adopted entry age normal method. The increase in required employer contributions from the City of Knoxville for the 2008-2009 fiscal year was 24.3% compared to 27.8% for fiscal year 2007-2008. The present value of accrued and projected benefits increased by 3.02% as of July 1, 2008 as compared to July 1, 2007.

Pension benefit payouts to currently retired members were adjusted upward in January 2008 by 3%. The total payouts increased by only 2.82% due to lower Delayed Retirement Option Program (DROP) lump sum payouts.

The ultimate focus of any pension system is to assess its ability to pay benefits as due on a long-term basis. The difficult financial market turmoil and the resulting unfavorable impact on the future employer contributions required does heighten concern with the required employer contributions continuing to be above the long term annual cost of the System. The Pension Board has adopted and will implement a new asset allocation program to hopefully reduce the volatility of the year to year employer required contributions. The policy will incorporate investment strategies which are less correlated to the volatility of the financial market to achieve such ends.

Financial Analysis

At the close of the 2008 fiscal year, the System's assets exceeded its liabilities by \$491,518,643. At the close of the 2007 fiscal year, the System's assets exceeded its liabilities by \$547,983,978. The table below provides a summary of the System's net assets as of June 30, 2008 and 2007.

	2008	2007
Assets:		
Investments Held by Trustee	\$ 488,959,843	\$ 547,469,611
Cash on Hand	1,756	570
Receivables	7,191,000	3,068,043
Capital Assets	4,600	7,961
	496,157,199	550,546,185
Liabilities	4,638,556	2,562,207
Net Plan Assets	\$ 491,518,643	\$ 547,983,978

The System's net assets decreased by \$56,465,335 during the 2008 fiscal year and increased by \$53,132,096 in the 2007 fiscal year. The following table provides a summary of the changes in net assets for the fiscal years ended June 30, 2008 and 2007.

	<u>2008</u>	<u>2007</u>
Additions to Plan Net Assets		
Net Investment Income (Loss)	\$ (34,437,191)	\$ 78,955,710
Contributions	<u>13,629,287</u>	<u>8,818,003</u>
	(20,807,904)	87,773,713
Deductions from Plan Net Assets	<u>35,657,431</u>	<u>34,641,617</u>
Net Increase (Decrease) in Plan Net Assets	(56,465,335)	53,132,096
Net Plan Assets at Beginning of Year	<u>547,983,978</u>	<u>494,851,882</u>
Net Plan Assets at End of Year	<u><u>\$ 491,518,643</u></u>	<u><u>\$ 547,983,978</u></u>

Requests for Information

This financial report is designed to provide a general overview of the City of Knoxville Pension System's finances for all of those with an interest in the System's finances. Questions concerning any of the information provided in this report or requests for additional financial information should be addressed to the Executive Director, City of Knoxville Pension System, 917-B East Fifth Avenue, Knoxville, Tennessee 37917.

CITY OF KNOXVILLE PENSION SYSTEM

STATEMENTS OF PLAN NET ASSETS

	As of June 30,	<u>2008</u>	<u>2007</u>
ASSETS			
Investments Held by Trustee			
Cash and Cash Equivalents	\$	9,136,908	\$ 11,087,151
United States Government Securities		13,927,986	50,484,818
State and Municipal Government Securities		1,374,317	2,229,349
International Securities		144,279,971	49,081,360
Corporate Bonds and Debentures		65,604,845	38,173,625
Real Estate		62,513,536	64,026,276
Equity Securities		192,122,280	332,387,032
Total Investments Held by Trustee		<u>488,959,843</u>	<u>547,469,611</u>
Cash on Hand		<u>1,756</u>	<u>570</u>
Receivables			
Pending Sale Proceeds		3,588,398	816,587
Accrued Interest and Dividends		3,561,681	2,243,659
Other Receivables		40,921	7,797
Total Receivables		<u>7,191,000</u>	<u>3,068,043</u>
Capital Assets, Net of Accumulated Depreciation		<u>4,600</u>	<u>7,961</u>
Total Assets Held for Plan Benefits		<u>496,157,199</u>	<u>550,546,185</u>
LIABILITIES			
Accounts Payable - Administrative		511,669	445,656
Liability for Investment Purchases Pending		<u>4,126,887</u>	<u>2,116,551</u>
Total Liabilities		<u>4,638,556</u>	<u>2,562,207</u>
NET ASSETS HELD IN TRUST FOR PENSION BENEFITS		<u>\$ 491,518,643</u>	<u>\$ 547,983,978</u>

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

CITY OF KNOXVILLE PENSION SYSTEM
STATEMENTS OF CHANGES IN PLAN NET ASSETS

	For the Years Ended June 30,	<u>2008</u>	<u>2007</u>
ADDITIONS TO PLAN NET ASSETS			
Net Investment Earnings (Loss)			
Interest		\$ 5,563,757	\$ 5,695,223
Dividends		6,218,972	6,281,451
Net Appreciation (Depreciation) in Fair Value of Investments		(44,433,070)	69,292,780
Other Income		609,157	233,920
Total Investment Income (Loss)		<u>(32,041,184)</u>	<u>81,503,374</u>
Less Investment Expense		<u>(2,396,007)</u>	<u>(2,547,664)</u>
Net Investment Earnings (Loss)		<u>(34,437,191)</u>	<u>78,955,710</u>
Contributions			
City of Knoxville Employer Contributions		10,297,033	5,632,265
Employee		3,332,254	3,185,738
Total Contributions		<u>13,629,287</u>	<u>8,818,003</u>
Total Additions (Net)		<u>(20,807,904)</u>	<u>87,773,713</u>
DEDUCTIONS FROM PLAN NET ASSETS			
Participant Benefit Payments		34,630,253	33,586,417
Refunds to Terminated Employees		570,026	648,706
Administrative Expenses			
Depreciation		3,361	4,636
Other		453,791	401,858
Total Deductions		<u>35,657,431</u>	<u>34,641,617</u>
NET INCREASE (DECREASE) IN PLAN NET ASSETS		(56,465,335)	53,132,096
NET PLAN ASSETS AT BEGINNING OF YEAR		<u>547,983,978</u>	<u>494,851,882</u>
NET PLAN ASSETS AT END OF YEAR		<u>\$ 491,518,643</u>	<u>\$ 547,983,978</u>

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

CITY OF KNOXVILLE PENSION SYSTEM

NOTES TO FINANCIAL STATEMENTS

June 30, 2008 and 2007

NOTE 1 - DESCRIPTION OF THE CITY OF KNOXVILLE PENSION SYSTEM

(a) *General*

The City of Knoxville Pension System (the System) is a single-employer contributory, qualified defined benefit plan established under the City of Knoxville Pension Act of 1935, covering substantially all employees of the City of Knoxville (City), including uniformed bodies (Fire and Police) and employees of the former City of Knoxville Education System (Education). The System is designed to provide retirement, disability and death benefits. Participants in the System remain non-vested in the City's contribution and the related earnings thereon until five years of service have been completed, at which time the participant vests fully. The City of Knoxville Pension System is a governmental plan as defined by the Employee Retirement Income Security Act (ERISA) of 1974, and is not subject to many of the provisions of the Act, and is exempt from the reporting requirements of the Internal Revenue Service. The Divisions described in Note 1(g) on pages 7 through 11 are funded by contributions from the employers and employees in the various City departments and agencies.

(b) *Financial Statement Presentation*

The System's actuarial valuations are performed annually. The latest available actuarial valuation is as of July 1, 2008, which corresponds to the financial information as of and for the year ended June 30, 2008.

The assets of the System are included in the City's comprehensive annual financial report as a fiduciary pension trust fund. The System receives significant contributions from the City.

(c) *Membership*

At July 1, 2008, the System had approximately 2,176 retirees and beneficiaries currently receiving benefits, 37 employees currently participating in the Delayed Retirement Option Program ("DROP") and 102 deferred vested participants. Of the approximately 1,523 active employees in the System, 1,109 are fully vested and the remaining 414 are not vested.

On or after December 31, 2000, a Division C member or on or after January 6, 2001, a Division G member eligible for Normal Retirement may elect a delayed retirement date, not more than 24 months after the date of election. The monthly benefit payable beginning on the delayed retirement date will be the same as would have been payable had the member retired on the election date except that a single sum amount shall also be paid. The amount of the single sum payment will be equal to the monthly payments times the number of months from the election date to the delayed retirement date plus any cost of living increases which are effective during the DROP period.

(d) *Board of Education*

Included in the financial statements are benefit amounts relating to certain former employees of the City of Knoxville Board of Education which was abolished and transferred to Knox County as of July 1, 1987. The City treats these benefit amounts as belonging to a terminated department and makes actuarially determined contributions sufficient to amortize the participants' accrued pension liabilities through July 1, 1987. The Board of Education merger with Knox County Schools is discussed further in Note 8 to the financial statements.

(e) *Employer Contributions*

The City's employer contribution is based on an actuarially determined percentage of the monthly base earnings of the System's participants. The contribution for the former Board of Education department is an actuarially determined amount based on a level dollar amount to fund any actuarial liability.

NOTE 1 - DESCRIPTION OF THE CITY OF KNOXVILLE PENSION SYSTEM (Continued)

(f) *Plan Termination*

No provision has been made for the System's termination and the resulting order of allocation of benefits if termination should occur. The Pension Benefit Guaranty Corporation does not insure the System.

(g) *Description of Divisions Comprising the System*

DIVISION A

Employees covered

- Substantially all civil service employees hired after 1/15/1963 and before 1/1/1997, who did not elect Division G
- At their option, certain elected officials and appointed employees
- Those Division B members who elected to transfer to Division A
- Any teacher employed by the City between 1/16/1963 (or prior if that teacher elected to transfer from Division B) and 12/31/1976
- Those Division A uniformed body employees who did not elect Division C

Employees excluded

- Teachers hired by the City after 12/31/1976 (they participate in Tennessee Consolidated Retirement System). All City employees hired after December 31, 1996 (now in Division G).

Employee contributions

- 3% of the first \$4,800 of annual earnings and 5% of annual earnings in excess of \$4,800

Normal Retirement age and required creditable service

- Age 62

Normal Retirement benefit

- The normal retirement benefit for life will be equal to one-twelfth of the product of (a) and (b) below:

- (a) Credited service (in years, completed months and days)
- (b) X% of average base earnings, plus Y% of average excess earnings as follows:

<u>Age at Retirement</u>	<u>X%</u>	<u>Y%</u>
62 or earlier	0.75	1.50
63	0.78	1.58
64	0.83	1.66
65 or older	0.88	1.76

Base earning are annual earnings up to \$4,800. Excess earnings are annual earnings over \$4,800. Average is defined as the highest average earnings over a span of two years (for general government) or three years (for education).

Other

- Members of Division A are covered by Social Security
- Division is closed to new members

NOTE 1 - DESCRIPTION OF THE CITY OF KNOXVILLE PENSION SYSTEM (Continued)

(g) *Description of Divisions Comprising the System* (Continued)

DIVISION B

- | | |
|---|--|
| Employees covered | <ul style="list-style-type: none">• All employees, except policemen and firemen, who were employed prior to 1/17/1963, and who participated in the City of Knoxville Pension System as created by the City of Knoxville Pension Act of 1935, who elected to continue in Division B and were not over age 40 when electing to contribute. |
| Employees excluded | <ul style="list-style-type: none">• Members of the Tennessee Consolidated Retirement System |
| Employee contributions | <ul style="list-style-type: none">• 4% of annual earnings• Annual earnings referred to above excludes overtime payments |
| Normal Retirement age and required creditable service | <ul style="list-style-type: none">• Age 50, 25 years of service |
| Normal retirement benefit | <ul style="list-style-type: none">• The immediate monthly pension is 50% of the member's average monthly salary for the highest two years. To this percentage will be added 1% of each year (and fraction based on complete months) of service worked after 1/1/79, and after the member has reached age 50 and completed 25 years of service, subject to a maximum addition of 10%. |
| Other | <ul style="list-style-type: none">• Members of Division B are not covered by Social Security• Division is closed to new members |

NOTE 1 - DESCRIPTION OF THE CITY OF KNOXVILLE PENSION SYSTEM (Continued)

(g) *Description of Divisions Comprising the System* (Continued)

DIVISION C

Employees covered	<ul style="list-style-type: none">• All firemen and policemen employed after 1/2/1971• Members who transferred from Division A on 1/2/1971
Employees excluded	<ul style="list-style-type: none">• Members who elected to remain in Division A
Employee contributions	<ul style="list-style-type: none">• 6% of annual earnings (subject to a maximum of 30 years)• Annual earnings referred to above excludes overtime payments• Member contributions were limited to the 30-year maximum referred to above effective 1/1/1997
Normal Retirement age and required creditable service	<ul style="list-style-type: none">• Age 50, 25 years of service
Normal retirement benefit	<ul style="list-style-type: none">• The normal monthly retirement benefit payable for life is as follows:<ul style="list-style-type: none">2.0% of member's average salary for each year of service, subject to a maximum of 30 years of service until 1/4/19972.1% of member's average salary for each year of service, subject to a maximum of 30 years of service until 1/4/19992.4% of member's average salary for each year of service, subject to a maximum of 30 years of service until 1/5/2001, and 2.5% of member's average salary thereafter <p>Average salary is determined over three years until 1/4/1997, two years thereafter.</p> <p>Creditable service was defined in terms of whole years until 1/6/2001, in terms of whole years and whole months until 10/3/2004, and in terms of whole years, whole months and completed days thereafter.</p>
Other	<ul style="list-style-type: none">• Members of Division C are covered by Social Security• Delayed Retirement Option Program

NOTE 1 - DESCRIPTION OF THE CITY OF KNOXVILLE PENSION SYSTEM (Continued)

(g) *Description of Divisions Comprising the System* (Continued)

DIVISION F

Employees covered	• Fire and police personnel hired before January 1, 1963
Employees excluded	• Fire and police personnel hired after December 31, 1962
Employee contributions	• 5% of monthly earnings
Normal Retirement age and required creditable service	• Age 50, 25 years of service
Normal retirement benefit	• 50% of the member's highest monthly salary while employed in an eligible position. To this percentage will be added 2% for each year of service worked after 25 years to a maximum of 30 years (maximum of 60% benefit).
Other	• Members of Division F are not covered by Social Security • Division is closed to new members

NOTE 1 - DESCRIPTION OF THE CITY OF KNOXVILLE PENSION SYSTEM (Continued)

(g) Description of Divisions Comprising the System (Continued)

DIVISION G

Employees covered

- All general government employees who were employed on or after January 1, 1997 after completion of six months service
- All general government employees who elected to transfer from Division A on July 1, 1997
- Elected members of the legislative and judicial branches of City Government

Employees excluded

- Members of Division A who elected not to transfer
- Members of Divisions B, C and F

Employee contributions

- 6% of annual earnings (Option 1 - 3% defined benefit, 3% supplemental defined contribution; Option 2 - 6% defined benefit)
- Annual earnings referred to above excludes overtime payments

Normal Retirement age and required creditable service

- Age 62 or "Rule of 80" (member's age plus years of service)

Normal retirement benefit
Option 1

- The monthly normal retirement benefit for life will be equal to one-twelfth of the product of (a) and (b) below:

(a) Credited service (in years and completed months and days) times:

<u>Age at Retirement</u>	<u>% of Average Annual Earnings</u>	
	<u>Through 1/5/2001</u>	<u>Thereafter</u>
62 or less	1.07%	1.15%
63	1.12	1.21
64	1.18	1.27
65 or older	1.25	1.35

(b) Average annual earnings – Average is determined by using the two highest 12 month periods. Periods do not have to be consecutive and any month may be used in only one period.

(In addition to the above-defined benefit, 3% of the member contributions are going into a supplemental retirement account. The City is contributing 1-1/2% of gross regular bi-weekly payroll into this account. At retirement, the member is entitled to the value of this account.)

Option 2

- Credited service (in years and completed months and days) times 2% of average annual earnings (until 1/5/2001) as defined above.
- 2.1 % of average annual earnings thereafter

Other

- Members of Division G are covered by Social Security
- Delayed Retirement Option Program

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(a) *Basis of Accounting*

Employee and employer contributions are recognized as revenues in the period in which the employee services are performed.

(b) *Valuation of Investments*

Investments held by the System are stated at fair value. Many factors are considered in arriving at that fair market value. In general, however, corporate bonds are valued based on yields currently available on comparable securities of issuers with similar credit ratings. Investments in certain restricted common stocks are valued at the quoted market price of the issuer's unrestricted common stock less an appropriate discount. If a quoted market price for unrestricted common stock of the issuer is not available, restricted common stocks are valued at a multiple of current earnings less an appropriate discount. The multiple chosen is consistent with multiples of similar companies based on current market prices. The fair value of real estate investments, principally rental property subject to long-term leases has been estimated on the basis of future rental receipts and estimated residual values discounted at interest rates commensurate with the risks involved.

Purchases and sales of securities, including gain or loss on sales or exchanges, are recorded on a trade-date basis. Discounts and premiums on fixed income securities are included in net appreciation in the fair value of investments. The effect on the financial statements of not amortizing discounts and premiums is considered immaterial.

(c) *Investment Income*

Dividend income is recorded on the ex-dividend date and interest income is recorded as earned on an accrual basis. Gains and losses on sales, maturities or exchanges of investments are determined on an average cost basis and are reflected in the statements of changes in plan net assets.

(d) *Cash and Cash Equivalents*

Cash and cash equivalents consist of highly liquid investments, including cash held on a temporary basis by the Trustee, money market funds and certificates of deposit. Substantially all cash and cash equivalents are uninsured and uncollateralized; carrying values approximate bank balances.

(e) *Capital Assets*

Property and equipment are stated at cost, less accumulated depreciation. Depreciation has been provided for using the straight line method over the estimated useful life of the related asset.

(f) *Use of Estimates*

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect certain reported amounts and disclosures. Accordingly, actual results could differ from those estimates. Significant estimates include fair value of investments and all actuarial calculations.

NOTE 3 - EMPLOYER CONTRIBUTIONS

Employer contributions represent a percentage of the monthly earnings of Plan members based on an actuarial valuation within three years of the base year. The recommended contributions are determined using the entry age normal funding method. Unfunded actuarial accrued liabilities are being amortized as level dollar annual payments over an amortization period not to exceed thirty years. Projected covered payroll for the years beginning on July 1, 2008 and 2007 (without Board of Education amounts) amounted to approximately \$57,434,363 and \$55,781,897 respectively.

NOTE 3 - EMPLOYER CONTRIBUTIONS (Continued)

Employer contributions, excluding Board of Education contributions, and percentages of employer-covered payroll for the years ended June 30, 2008 and 2007 were as follows:

	2008		2007	
	Amount	Rate - %	Amount	Rate - %
Uniformed Police and Fire	\$ 7,701,120	26.76%	\$ 3,764,587	13.43%
General Government Contribution	2,240,195	7.82%	1,618,040	5.83%
Division G Matching Contribution	355,718	0.87%	249,638	0.90%
Total	<u>\$ 10,297,033</u>		<u>\$ 5,632,265</u>	

NOTE 4 - INVESTMENTS

The System's investments are held by a bank-administered trust fund. Fair value of investments has primarily been determined based on quoted market prices as of June 30, 2008 and 2007.

Investment Type	2008		2007	
	Fair Value	Weighted Average Maturity (Years)	Fair Value	Weighted Average Maturity (Years)
United States Government Securities				
US Treasuries	\$ 3,689,516	12.2	\$ 42,084,829	16.5
US Government Agencies	<u>10,238,470</u>	23.1	<u>8,399,989</u>	23.9
Total United States Government Securities	<u>13,927,986</u>	20.2	<u>50,484,818</u>	17.7
State and Municipal Government Securities	<u>1,374,317</u>	12.8	<u>2,229,349</u>	9.2
Corporate Bonds & Debentures				
Convertible Bonds	13,535,076	15.6	15,839,581	15.7
Corporate Bonds	31,295,187	25.5	4,858,453	32.4
Asset Backed Securities	1,951,285	17.2	2,494,457	30.0
Collateralized Mortgage Obligations	14,835,618	29.7	14,554,943	30.5
Receivable Backed Securities	<u>3,987,679</u>	17.0	<u>426,191</u>	2.9
Total Corporate Bonds and Debentures	<u>65,604,845</u>	23.6	<u>38,173,625</u>	24.3
International Securities				
Foreign Treasury	0	0.0	1,528,402	29.3
Convertible Bonds - Foreign	1,359,263	22.4	1,084,507	7.6
Corporate Bonds - Foreign	<u>14,952,137</u>	23.6	<u>2,263,596</u>	27.3
Total International Securities	<u>16,311,400</u>	23.5	<u>4,876,505</u>	23.5
Total Investments with Maturities	97,218,548	22.9	95,764,297	20.4
Cash and Cash Equivalents	9,136,908		11,087,151	
International Securities				
Common Stock	3,225,148		44,204,855	
Mutual Funds	124,743,423		0	
Real Estate Investment Trust	62,513,536		64,026,276	
Equity Securities	<u>192,122,280</u>		<u>332,387,032</u>	
Total Investment Assets	<u>\$ 488,959,843</u>		<u>\$ 547,469,611</u>	

NOTE 4 - INVESTMENTS (Continued)

At June 30, 2008 and 2007 unrealized appreciation (depreciation) associated with the System's investments is as follows:

	2008	2007
United States Government Securities	\$ (154,126)	\$ (2,228,422)
State and Municipal Securities	37,439	(30,562)
Foreign Securities	60,753,276	13,837,695
Corporate Bonds and Debentures	(1,975,164)	1,097,231
Real Estate	11,094,251	11,610,179
Equity Securities	(6,169,901)	86,696,307
	<u>\$ 63,585,775</u>	<u>\$ 110,982,428</u>

Interest Rate Risk - The City of Knoxville Pension System has an approved investment policy which targets the combined core bond and long-term bond portfolios between 10% and 20%. The investment policy permits portfolios of fixed income investments to go up to 75% of the total investment value of the fund. As of June 30, 2008, these portfolios were 17.01% (Long-term 8.37% and Core Bonds 8.64%) of the total investment value. Interest rate sensitivity of collateralized mortgage obligations cannot be greater than the underlying mortgage backed security.

Credit Risk - The System's investment policy mandates a diversified investment portfolio among several asset classes. The policy further requires general adherence to the prudent person rule for the investments within that classification to have an overall credit rating of investment grade or better.

Concentration of Credit Risk - Investment with any one issuer shall not exceed 5%, except for obligations of the U. S. Government. As of June 30, 2008 only non U.S. Government investments in fully diversified commingled funds/pooled funds/mutual funds were greater than the 5% of the total investment value of the fund.

Investments that represent 5% or more of the System's net assets are as follows:

June 30, 2008:

Silchester International - International Equity Group Trust	\$ 87,807,174
RREEF America II - Real Estate Investment Trust	\$ 41,250,685
Gryphon International LLC	\$ 36,936,283

June 30 2007

State Street Global Advisors - R2000 Growth Fund	\$ 34,682,173
Silchester International - International Equity Group Trust	\$ 96,402,440
RREEF America II - Real Estate Investment Trust	\$ 37,839,820
Gryphon International LLC	\$ 42,068,241

Foreign Currency Risk - All investments of the System are denominated in U.S. dollars. International equity investment is done via fully diversified open-ended commingled funds.

Custodial Credit Risk - Deposits - In the case of bank deposits, this is the risk that in the event of a bank failure, the System's deposits may not be returned to it. As required by state statutes, the System's policy is to require that financial institutions holding its deposits to be members of the Tennessee Collateral Pool or pledge collateral for deposits exceeding federal depository insurance. Collateral is required to be held by the System or its agent in the System's name. At June 30, 2008 the System's bank balance of \$1,556 was not exposed to custodial credit risk.

Custodial Credit Risk - Investments - For an investment this is the risk that, in the event of a failure of the counterparty, the System will not be able to recover the value of its investments or collateral securities that are in the possession of an outside party. The System's policies permit the System to lend its securities to a list of approved broker-dealers with a simultaneous agreement to return the collateral for the same securities in the future. The total amount of securities on loan is restricted to no more than 30% of the assets of the fund. The lending is managed by the System's custodial bank. The System's custodian lends securities of the type on loan at year-end for collateral in the form of cash or other securities of 102 percent.

NOTE 4 - INVESTMENTS (Continued)

The System has no credit risk exposure to borrowers because the amounts the System owes the borrowers exceed the amounts the borrowers owe the System. The contract with the System's custodian requires it to indemnify the System if the borrowers fail to return the securities (if the collateral is inadequate to replace the securities lent) or fail to pay the System for income distributions by the securities' issuers while the securities are on loan.

All securities loans can be terminated on demand by either the System or the borrowers, although the average term of the loan is five hundred and thirty-three (533) days. Cash collateral is invested in the lending agent's short-term investment pool, which at year-end has a weighted-average maturity of sixty-eight (68) days. The relationship between the maturities of the investment pool and the System's loans is affected by the maturities of the securities loans made by other entities that use the agent's pool, which the System cannot determine. The System cannot pledge or sell collateral securities received unless the borrower defaults.

At June 30, 2008 and 2007, investments associated with the System's securities lending activities were as follows:

	<u>2008</u>	<u>2007</u>
Investments held by broker-dealers under securities loans with cash and securities collateral:		
United States Government and Agency Securities	\$ 3,058,232	\$ 40,328,208
Domestic Equity Securities	71,860,604	15,372,677
Domestic Fixed Income Securities	7,074,545	10,009,960
	<u>\$ 81,993,381</u>	<u>\$ 65,710,845</u>

	<u>2008</u>	<u>2007</u>
Investments held by third parties under securities loans with non-cash collateral:		
United States Government and Agency Securities	\$ 0	\$ 1,395,179
Domestic Equity Securities	\$ 3,630,610	\$ 0

The System also has a credit risk exposure for cash held in its securities lending short-term collateral investments pools (not included in the System's financial statements) as follows:

	<u>2008</u>	<u>2007</u>
Cash and Securities held by Broker-Dealers as Collateral for Securities Loans	\$ 84,791,534	\$ 66,741,598
Cash and Securities held by Third Parties as Collateral for Securities Loans	\$ 3,873,640	\$ 1,425,301

NOTE 5 - CAPITAL ASSETS

Capital asset activity for years ended June 30, 2008 and 2007 was as follows:

	<u>Beginning Balance</u>		<u>Additions</u>		<u>Deletions</u>		<u>Ending Balance</u>
June 30, 2008:							
Depreciable							
Furniture and Equipment	\$ 42,565	\$ 0	\$ (6,682)	\$	35,883		
Accumulated Depreciation							
Furniture and Equipment	\$ 34,604	\$ 3,361	\$ (6,682)	\$	31,283		
June 30, 2007:							
Depreciable							
Furniture and Equipment	\$ 84,884	\$ 0	\$ 42,319	\$	42,565		
Accumulated Depreciation							
Furniture and Equipment	\$ 72,287	\$ 4,636	\$ 42,319	\$	34,604		

NOTE 6 - FUNDED STATUS

The System from July 1997 through June 2006 used the aggregate actuarial cost method. The System has adopted the use of the entry age normal method effective with the July 2007 valuation. As of June 30, 2008, the most recent actuarial valuation date, the plan was 96.3% funded. The actuarial accrued liability for benefits was \$544.8 million, and the actuarial value of assets was \$524.6 million, resulting in an unfunded actuarial accrued liability (UAAL) of \$20.2 million. The covered payroll (annual payroll of active employees covered by the plan) was \$58.2 million, and the ratio of the UAAL to the covered payroll was 34.7%.

The schedule of funding progress, presented as required supplementary information following the notes to the financial statements, presents multiyear trend information about whether the actuarial value of plan assets is increasing or decreasing over time relative to the actuarial accrued liability for benefits.

For the year ended June 30, 2008, the actual annual pension cost for the System exceeded the required contributions for the uniformed police and fire and was equal to the required contribution for the general government contribution. Significant actuarial assumptions used in the valuation as of July 1, 2008 include: (a) rate of return on investment of present and future assets of 8%; (b) the assumed salary scale is based on a review of the experience study of the plan, the assumed salary increases are greater at younger ages and lower at older ages; and (c) projected post retirement increases of 3.5% annually. The actuarial value of assets was determined using techniques that smooth the effect of short-term volatility in the market value of equities over a ten-year period.

The two significant actuarial assumptions used by the System are the investment return assumption of 8% and the increase in salary scale assumption which is based on an experience study shown below:

	<u>Divisions A, B and G</u>	<u>Divisions C and F</u>
Age 20	12.00%	12.00%
Age 35	5.20%	6.20%
Age 50	4.10%	4.30%
Age 60	3.50%	3.50%

NOTE 7 - OTHER INCOME

Other income consists of the following:

	<u>2008</u>	<u>2007</u>
Securities loan income	\$ 478,247	\$ 168,474
Securities litigation income	126,443	46,246
Commission recapture income	4,467	19,200
	<u>\$ 609,157</u>	<u>\$ 233,920</u>

NOTE 8 - ABOLISHMENT OF THE CITY SCHOOL SYSTEM

Effective July 1, 1987, the City School System, whose employees were members of the Board of Education department, was abolished and the former City school operations were absorbed into those of Knox County. Although there has not been an actual plan termination, the City's abolishment of its school system and a Court of Appeals ruling has resulted in an in-substance termination of the Board of Education department of the Pension Board.

Pension benefits for non-certified employees of the former City Schools are projected based on the salaries received and to be received from the Knox County Board of Education, as well as the estimated retirement dates for such personnel. Under the terms of the City of Knoxville Charter as construed by the Pension Board, the City is responsible for the difference in the total benefits due non-certified personnel had they remained in the System and amounts payable to such personnel under the Knox

NOTE 8 - ABOLISHMENT OF THE CITY SCHOOL SYSTEM (Continued)

County retirement plan. The pension benefit obligation for certified personnel is calculated on a termination basis as of July 1, 1987. Under the terms of an agreement with Knox County executed November 7, 1994, the City is responsible for funding the benefits earned by certified personnel through July 1, 1987. Knox County is responsible for funding the difference, if any, between the pension benefits due based on the employee's salary and service at July 1, 1987, and the actual pension obligation when the employee retires.

The System's actuary has determined the actuarial value of pension benefits which former City school system employees would be entitled to if their earned benefits were frozen at July 1, 1987. The excess of this amount over the fair value of System's assets allocated to the Board of Education is being amortized by City contributions to the System.

The City was not actuarially required and did not make a contribution for this department for the years ended June 30, 2008 and 2007.

NOTE 9 - ADOPTION OF NEW PRONOUNCEMENT

Effective June 30, 2007, the System adopted Governmental Accounting Standards Board Statement No. 50, *Pension Disclosures*. This Statement requires disclosure of the funded status of the System as of the most recent actuarial valuation. Defined benefit plans should disclose actuarial methods and significant assumptions used in the most recent valuation.

NOTE 10 - SUBSEQUENT EVENTS

As of November 30, 2008, the System's investments have decreased approximately 22% as a result of several factors affecting the U.S. financial markets. There is currently no indication of when, or if, the fair value of System investments will recover.

CITY OF KNOXVILLE PENSION SYSTEM

Required Supplementary Information
June 30, 2008

Schedule of Funding Progress

Valuation Date	Actuarial Value of Assets (a)	Actuarial Accrued Liability (b)	Unfunded Actuarial Accrued Liability (UAAL) (b-a)	Funded Ratio (a/b)	Annual Covered Payroll (c)	UAAL as a Percentage of Covered Payroll ((b-a)/c)
July 1, 2008	\$ 524,596,859	\$ 544,826,299	\$ 20,229,440	96.3%	\$ 58,226,253	34.7%
July 1, 2007	509,837,414	528,228,802	18,391,388	96.5%	56,599,723	32.5%

Note: Beginning July 1, 2007, the Actuarial Accrued Liability and Unfunded Accrued Liability values are calculated and reported using the Entry Age Normal funding method.

Does not include Board of Education payroll amounts for teachers with frozen benefits as described in Note 8.

CITY OF KNOXVILLE PENSION SYSTEM

Required Supplementary Information
June 30, 2008

Schedule of Employer Contributions

Year Ended June 30	General Government		Fire and Police		Total	
	Annual Required Contribution	Percent Contributed	Annual Required Contribution	Percent Contributed	Annual Required Contribution	Percent Contributed
2008	\$ 1,991,152	100%	\$ 4,702,520	164%	\$ 6,693,672	145%
2007	1,618,040	100%	3,764,587	100%	5,382,627	100%
2006	1,133,337	100%	3,077,456	100%	4,210,793	100%
2005	610,584	100%	2,302,822	100%	2,913,406	100%
2004	279,612	100%	1,170,919	100%	1,450,531	100%
2003	0	N/A	870,585	100%	870,585	100%

Annual required contributions do not include Plan G matching contributions.

Employer contributions to the defined contribution plan for the current fiscal year ending June 30, 2008 totaled \$249,043.

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REPORT ON INTERNAL CONTROL OVER FINANCIAL REPORTING AND ON COMPLIANCE AND OTHER MATTERS BASED ON AN AUDIT OF FINANCIAL STATEMENTS PERFORMED IN ACCORDANCE WITH *GOVERNMENT AUDITING STANDARDS*

Board of Trustees
City of Knoxville Pension Board
Knoxville, Tennessee

We have audited the financial statements of the City of Knoxville Pension System as of and for the year ended June 30, 2008, and have issued our report thereon, dated January 7, 2009. 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.

Internal Control Over Financial Reporting

In planning and performing our audit, we considered the System's internal control over financial reporting as a basis for designing our auditing procedures for the purpose of expressing our opinion on the financial statements, but not for the purpose of expressing an opinion on the effectiveness of the System's internal control over financial reporting. Accordingly, we do not express an opinion on the effectiveness of the System's internal control over financial reporting.

A control deficiency exists when the design or operation of a control does not allow management or employees, in the normal course of performing their assigned functions, to prevent or detect misstatements on a timely basis. A significant deficiency is a control deficiency, or combination of control deficiencies, that adversely affects the entity's ability to initiate, authorize, record, process, or report financial data reliably in accordance with generally accepted accounting principles such that there is more than a remote likelihood that a misstatement of the entity's financial statements that is more than inconsequential will not be prevented or detected by the entity's internal control.

A material weakness is a significant deficiency, or combination of significant deficiencies, that results in more than a remote likelihood that a material misstatement of the financial statements will not be prevented or detected by the entity's internal control.

Our consideration of internal control over financial reporting was for the limited purpose described in the first paragraph of this section and would not necessarily identify all deficiencies in internal control that might be significant deficiencies or material weaknesses. We did not identify any deficiencies in internal control over financial reporting that we consider to be material weaknesses, as defined above.

Compliance and Other Matters

As part of obtaining reasonable assurance about whether the System's financial statements are free of material misstatement, we performed tests of its compliance with certain provisions of laws, regulations, contracts, and grant agreements, noncompliance with which could have a direct and material effect on the determination of financial statement amounts. However, providing an opinion on compliance with those provisions was not an objective of our audit and, accordingly, we do not express such an opinion. The results of our tests disclosed no instances of noncompliance or other matters that are required to be reported under *Government Auditing Standards*.

We also noted certain matters that we reported to management of the System in a separate letter dated January 7, 2009.

This report is intended solely for the information and use of the Board of Trustees and senior management and is not intended to be and should not be used by anyone other than these specified parties.

Pugh & Company, P.C.

Certified Public Accountants
January 7, 2009

