



CITY OF PHILADELPHIA GAS WORKS RETIREMENT RESERVE FUND

Financial Statements

June 30, 2014

With Independent Auditors' Reports

City of Philadelphia Gas Works Retirement Reserve Fund
Table of Contents
June 30, 2014

Independent Auditors' Report	1-2
Financial Statements	
Statement of Fiduciary Net Position.....	3
Statement of Changes in Fiduciary Net Position	4
Notes to Financial Statements	5-13
Supplementary Information	
Schedule of Net Pension Liability	14
Schedule of Employer Contributions as a Percentage of Covered Payroll and Investment Returns.....	15
Notes to Required Supplementary Information.....	16
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	17-18
Schedule of Findings.....	19-20
Comment on Audit Resolution Matters	21



WithumSmith+Brown, PC
Certified Public Accountants and Consultants

Two Logan Square
Eighteenth and Arch Streets, Suite 2001
Philadelphia, Pennsylvania 19103-2726 USA
215 546 2140 . fax 215 546 2148
www.withum.com

Additional Offices in New Jersey,
New York, Pennsylvania, Maryland,
Florida, and Colorado

Independent Auditors' Report

To the Board of Directors,
City of Philadelphia Gas Works Retirement Reserve Fund:

Report on the Financial Statements

We have audited the accompanying financial statements of City of Philadelphia Gas Works Retirement Reserve Fund (the "Plan"), which comprise the statement of fiduciary net position as of June 30, 2014, and the related statement of changes in fiduciary net position for the year ended June 30, 2014, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

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 from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditors' judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.



Opinion

In our opinion, the financial statements referred to above present fairly, in all material respects information regarding the Plan's fiduciary net position as of June 30, 2014, and changes therein for the year then ended, in conformity with accounting principles generally accepted in the United States of America.

Required Supplementary Information

Accounting principles generally accepted in the United States requires that the schedules of net pension liability, employer contributions as a percentage of covered payroll, investment returns, and notes to required supplementary information 14-16 be presented to supplement the basic financial statements. Such information, although not part of the basic financial statements, is required by the Government Accounting Standards Board who considers it to be an essential part of financial reporting for placing the basic financial statements in an appropriate operational, economic, or historical context. We have applied certain limited procedures to the required supplementary information in accordance with auditing standards generally accepted in the United States of America, which consisted of inquiries of management about the methods of preparing the information and comparing the information for consistency with management's responses to our inquiries, the basic financial statements, and other knowledge we obtained during our audit of the basic financial statements. We do not express an opinion or provide any assurance on the information because the limited procedures do not provide us with evidence sufficient to express an opinion or provide any assurance.

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

Report on Other Legal and Regulatory Requirements

In accordance with *Government Auditing Standards*, we have also issued our report dated December 15, 2014 on our consideration of the Plan's internal control over financial reporting and on our tests of its compliance with laws, regulations, contracts and grant 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* in considering the Plan's internal control over financial reporting and compliance.

A handwritten signature in blue ink that reads "WithumSmith+Brown, PC".

December 15, 2014

City of Philadelphia Gas Works Retirement Reserve Fund
Statement of Fiduciary Net Position
June 30, 2014

Assets

Cash and short-term investments		\$	19,895,703
Interest and dividend receivable			1,379,757
Investments, at fair value			
Corporate bonds	\$	44,640,397	
Common and preferred stock		352,554,217	
U.S. government securities		55,383,792	
Financial agreements		132,078	
Collateralized mortgage obligations		37,372,582	
Foreign entity's debt		5,746,820	
Municipal obligations		<u>6,425,766</u>	
Total investments			502,255,652
Receivables			
Collateral required for securities loaned			465,801
Due from brokers			<u>6,405,390</u>
			530,402,303

Liabilities

Advance from the Philadelphia Gas Works		5,303,494
Due to brokers		11,001,957
Obligations for collateral received for loaned securities		465,801
Accounts payable		<u>486,337</u>
		<u>17,257,589</u>
Fiduciary Net Position	\$	<u>513,144,714</u>

The Notes to Financial Statements are an integral part of this statement.

City of Philadelphia Gas Works Retirement Reserve Fund
Statement of Changes in Fiduciary Net Position
Year Ended June 30, 2014

Additions

Employer's contributions	\$ 24,934,335
Employees' contributions	<u>238,461</u>
	25,172,796

Investment income

Interest	5,750,564
Dividends	5,632,732
Other investment income	376,602
Net realized/unrealized gain	<u>65,599,914</u>
	77,359,812

Investment expense

(2,057,378)

Net investment gain	<u>75,302,434</u>
Total additions and net investment gain	100,475,230

Deductions

Administrative expenses paid	731,514
Benefits paid	<u>42,913,329</u>

Change in fiduciary net position	56,830,387
----------------------------------	------------

Fiduciary Net Position

Beginning of year	<u>456,314,327</u>
End of year	<u>\$ 513,144,714</u>

The Notes to Financial Statements are an integral part of this statement.

City of Philadelphia Gas Works Retirement Reserve Fund
Notes to Financial Statements
June 30, 2014

1. Plan Description

The City of Philadelphia (the "City"), maintains four pension systems providing benefits for its employees and employees of its component units: the City's pension system includes the Municipal Pension (the "Fund"); the Gas Works Plan (the "Plan"); the Redevelopment Authority of the City of Philadelphia Retirement Plan ("RDA"); and the Philadelphia Housing Authority Plan ("PHA"). Each pension system is a separate Public Employee Retirement System ("PERS") with a separate oversight body and is financially independent of the others. In each case, the City is required by the Philadelphia Home Rule Charter to maintain an actuarially sound pension and retirement system.

There are no component units of the Plan. In determining its oversight responsibility, the Plan considers financial interdependency, selection of governing authority, designation of management, ability to significantly influence operations, and accountability of fiscal matters.

The Plan consists of Philadelphia Gas Works ("PGW" or the "Company"), a component unit of the City and is included in the City's Comprehensive Annual Financial Report as a trust and agency fund.

The Plan is a single employer defined benefit PERS. The Plan provides pension benefits for all eligible employees of Philadelphia Gas Works, a company owned by the City of Philadelphia and managed by an outside entity, The Philadelphia Facilities Management Corporation. The Plan is administered by the Sinking Fund Commission of the City of Philadelphia (the "Commission"). The Commission is responsible for the administration of the Plan. Certain administrative aspects of the Plan are delegated to PGW. The Commission acts in a fiduciary matter with regards to the assets of the Plan. The Commission was established by the City Charter and consists of the Director of Finance, the City Controller and an experienced banker or investment banker appointed by the Mayor. Alternates for these members are allowed by written authorization by the Mayor.

As of the latest available actuarial valuation (June 30, 2014), the Plan's membership consisted of:

Retirees and beneficiaries currently receiving benefits and terminated employees entitled to benefits but not yet receiving them	2,373
Current employees	
Vested	1,174
Nonvested	<u>299</u>
Total current employees	<u>1,473</u>
	<u><u>3,846</u></u>

The Plan is currently open to all members.

The Plan provides retirement benefits as well as death and disability benefits. Retirement benefits are vested after 5 years of credited service. Employees who retire at or after age 65 are entitled to receive an annual retirement benefit, payable monthly, in an amount equal to the greater of:

- 1.25 percent of the first \$6,600 of Final Average Earnings plus 1.75 percent of the excess of Final Average Earnings over \$6,600, times years of credited service, with a maximum of 60 percent of the highest annual earnings during the last 10 years of credited service, applicable to all participants; or,
- 2 percent of total earnings received during the period of credited service plus 22.5 percent of the first \$1,200 of such amount, applicable only to participants who were employees on or prior to March 24, 1967.

City of Philadelphia Gas Works Retirement Reserve Fund
Notes to Financial Statements
June 30, 2014

Final Average Earnings are the employees' average pay, over the highest five years of the last ten years of credited service. Employees with 15 years of credited service may retire at or after age 55 and receive a reduced retirement benefit. In addition, employees with 30 years of credited service are eligible to select early retirement with no reduction in benefits.

Covered employees (those employees who are participants in the plan as of May 21, 2011) are not required to contribute to the Plan. Contributing employees (those employees who became participants are required to contribute to the Plan (see Note 2, Employee Contributions). The Company is required by statute to contribute the amounts necessary to finance the Plan. Benefit and contribution provisions are established by City ordinance and may be amended only as allowed by City ordinance. Benefits under the Plan are guaranteed by statute. In the event employer contributions do not equal required benefits, the City's General fund must provide any shortfall.

2. Summary of Significant Accounting Policies and Plan Asset Matters

Basis of Accounting

Plan financial statements are prepared using the accrual basis of accounting. Employer contributions are recognized as revenues in the period in which employee services are performed.

Investment Policy

The Commission maintains a Statement of Investment Guidelines ("Policy") consistent with the needs of the Plan. The latest version was approved by the Commission at its meeting on November 12, 2014. The Policy serves as the chief communication tool of the Commission with vendors and investment managers. The Policy defines the need for the Policy, the goals of the Plan, the asset allocation, the investment guidelines, including prohibited investments, as well as the objectives for each manager and benchmarks for each type of investment. Additionally, it defines the necessary communication and responsibilities of each party, including the Commission, the investment managers, the custodian and the consultant. The Policy can only be revised or changed by a vote by the Commission. For a fuller description of the Investment Policy, see the online version at: <http://www.phila.gov/Treasurer/pdfs/PGWPP>

Investments

The Plan reports investments at their fair value in the statement of fiduciary net position. Unrealized gains and losses are included in the statement of changes in fiduciary net position. Securities traded on the national or international exchange are recorded at the last reported sales price at current exchange rates.

Investment income is recognized as earned. Gains and losses on sales and exchanges are recognized on the transaction date. Net realized gains on sales amounted to \$35,612,581 for the year ended June 30, 2014. Net unrealized gains for the year ended June 30, 2014 totaled \$29,987,333.

Income Taxes

The Plan is not subject to Federal, state or local income taxes.

Deposits and Investments

The Plan is authorized to maintain a diversified portfolio in the following types of investments: U.S. Treasury or agency obligations, corporate debt and equity securities, and foreign debt and equity securities. City ordinances and sinking fund policies contain provisions which preclude the Plan from investing in organizations that conduct business in certain countries and industries and also impose limitations on the amounts invested in certain types of securities.

The Plan's investments are Category 1, investments insured or registered, and the securities are held by the Plan or its agent in the Plan's name. There are no Plan investments that are not categorized at June 30, 2014. In addition, the Plan held cash deposits and short-term investments at June 30, 2014, with a carrying amount of \$19,895,703.

City of Philadelphia Gas Works Retirement Reserve Fund
Notes to Financial Statements
June 30, 2014

Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date.

	Total Fair Value
Investments - Category 1	
Corporate bonds	\$ 44,640,397
Common and preferred stock	352,554,217
U.S. government securities	55,383,792
Financial agreements	132,078
Collateralized mortgage obligations	37,372,582
Foreign entity's debt	5,746,820
Municipal obligations	6,425,766
Total investments - Category 1	<u>\$ 502,255,652</u>

The annual money-weighted return for FY 14: 16.76 percent

The Pension Plan utilizes both equity and fixed-income investments consistent with the Policy described above. As of June 30, 2014, the Plan had investments of approximately \$502 million, comprised of \$352 million in equities and \$150 million in fixed-income investments. The ratio of equities to fixed income is 70 percent to 30 percent which is in line with the Policy of 60-70 percent equities and 30-40 percent fixed income.

The Commission employs third-party vendors to manage the assets of the Plan as well as perform other needed services. As of June 30, 2014, the Commission employed the following investment managers and vendors:

<u>Manager</u>	<u>Mandate</u>	<u>Balance (millions)</u>
<u>Equity Managers</u>		
RhumbLine Asset Management	Domestic Large Cap Index	\$ 38.1
Fred Alger Management, Inc	Domestic Large Cap Growth	39.9
Cooke & Bieler	Domestic Large Cap Value	37.6
DePrince Race & Zollo	Domestic Large Cap Value	40.0
Atalanta Sosnoff	Domestic Large Cap Core	38.6
Philadelphia Trust Company	Domestic Large Cap Core	36.4
Eagle Asset Management	Domestic Small Cap Growth	22.8
Vaughan Nelson	Domestic Small Cap Value	23.8
Delaware Investments	International Value (fund)	27.4
Harding-Loevner	International Growth (fund)	25.3
Dimensional Fund Advisors	Emerging Markets (fund)	<u>25.2</u>
		355.1
<u>Bond Managers</u>		
Weaver Barksdale	Core	37.2
Janus Capital Management	Core Plus	38.8
Garcia Hamilton	Intermediate	42.5
Lazard Asset Management	Intermediate Plus	<u>41.4</u>
		159.9
Other assets		<u>6.3</u>
Total		<u>\$ 521.3</u>

City of Philadelphia Gas Works Retirement Reserve Fund
Notes to Financial Statements
June 30, 2014

Other Vendors

Gallagher Fiduciary Advisors
Wells Fargo Bank, NA
Withum, Smith+Brown

Investment consultant
Custodian
Auditor

As of June 30, 2014 no single investment, not guaranteed by U.S. government exceeds 5 percent of the Plan's net fiduciary financial position.

During Fiscal year 2014, the Commission decided to move to a large cap domestic equity index strategy. Accordingly, the Commission moved the funds managed by two active large cap core equity managers and Vanguard to RhumbLine Asset Management, an index manager. The Commission expects similar results with the index strategy at a much reduced cost to the Plan.

At its quarterly meetings, the Commission, with the assistance of Gallagher Fiduciary Advisors monitors the performance of the investment managers over various periods of time, and will change a manager when the Commission deems it necessary. Each of the managers and other vendors (except for those marked 'fund') are contracted for a period of one year, with three one-year extensions at the discretion of the Commission.

Securities Lending Transactions

The Board of Directors of the Sinking Fund Commission on behalf of Philadelphia Gas Works Retirement Reserve Fund ("PGWRR") has authorized the management of these funds to participate in securities lending transactions. The Fund has entered into a Securities Lending Agreement with its custodian bank to lend its securities to broker-dealers.

PGWRR lends U.S. Treasury, Federal agency and DTC eligible corporate debt and equity securities and receives cash, U.S. Treasury and Federal agency securities and letters of credit as collateral for these loans. Securities received as collateral cannot be pledged or sold except in the case of a borrower default. The market value of collateral must be 102 percent of the total of the market value of loaned securities plus any accrued interest. PGWRR placed no restrictions on the amount of securities that can be loaned.

PGWRR's custodian bank does not indemnify PGWRR in the event of a borrower default except in cases involving gross negligence or willful misconduct on the custodian's part. Maturities of investments made with cash collateral are generally matched with maturities of loans. PGWRR experienced no losses from securities lending transactions and no net credit risk loss exposure at June 30, 2014. The fair value of securities on loan was approximately \$465,801 and the fair market value of the collateral was approximately \$482,800.

As of June 1, 2014, the Plan no longer participates in a securities lending program. In December 2011, Wells Fargo, the custodian of the Plan, with the written consent of the Plan, assigned the securities lending program to Citibank. The agreement between the parties gave both parties the right to terminate the arrangement with at least 15 days notice. On May 9, 2014, Citibank gave written communication to the Plan that they wished to terminate the arrangement effective June 1, 2014. This was due to relatively little activity and reduced spreads. Earnings from securities lending activity in fiscal year 2014 was \$5,788.

Due From and To Brokers

Due from brokers represents the value of investments sold by brokers prior to year end, for which the settlement date of the sale did not occur until subsequent to year end. Similarly due to brokers represents the value of investments purchased by brokers prior to year end, for which the settlement date of the purchase did not occur until subsequent to year end.

Contributions Required and Contributions Made

The Plan'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

City of Philadelphia Gas Works Retirement Reserve Fund
Notes to Financial Statements
June 30, 2014

when due. Level percentages of payroll employer contributions rates are determined using the Projected Unit Credit actuarial funding method. The most recent bi-annual actuarial valuation is as of June 30, 2014 and the contribution rate as of percentage of payroll was 23.55 percent.

Payments to beneficiaries are made by Philadelphia Gas Works. The difference between the amounts paid to the beneficiaries and the actuarial determined employer contribution is recorded as either due to Philadelphia Gas Works or due from Philadelphia Gas Works.

Employee Contributions

In December 2011 the City of Philadelphia City Council approved Bill No. 110830 "An Ordinance" effecting PGW workers hired on or after May 21, 2011. The ordinance states, in part, that employees commencing employment on or after May 21, 2011 shall become a participant in the Plan only upon completion of an irrevocable written election to participate in the Plan. Such election must be made within thirty days after their employment commencement date, or if later, thirty days after the effective date of the ordinance. All such employees who elect to participate in the Plan are deemed contributing participants.

Contributing participants (Non-covered employees) in the Plan are required to make annual contributions totaling 6 percent of their compensation. Such contributions are made by means of periodic payroll deductions determined by the sponsor. Contributing participants are 100 percent vested in their contribution. All participants in the Plan, including contributing participants, have no vested interest in their accrued benefit until they have 5 years of credited service, at which time they become 100 percent vested in their accrued benefit. Contributions from contributing participants for the Plan year ending June 30, 2014 totaled \$238,461.

In addition, per Bill No. 110830 newly hired employees who commence employment on or after May 21, 2011 who opt out of the Plan will enter into the newly formed Philadelphia Gas Works Employees' Defined Contribution Plan, a tax qualified defined contribution plan pursuant to Section 401(a) of the Internal Revenue Code of 1986 as amended. Assets of this newly formed plan are not a part of the City of Philadelphia Gas Works Retirement Reserve Fund and are not reported on in these financial statements.

Benefits Payable

The pension benefits are paid in a month for that month the benefit is earned. As a result there are no pension benefits payable at June 30, 2014.

Trend Information

Historical trend information related to the Plan is presented in Schedule I. The information is presented to enable the reader to assess the progress made by the Plan in accumulating sufficient assets to pay pension benefits as they become due.

Investment Advisors

The Fund utilizes numerous investment advisors to manage debt, real estate and equity portfolios. Real estate advisors must obtain prior approval before each purchase or sale of a particular security. To be eligible for consideration, investments must meet criteria set forth in governing laws and regulations.

Related Parties

The Sinking Fund Commission is the custodian of the investments of the Plan. The City of Philadelphia Department of Finance provides bookkeeping services for the Plan. Philadelphia Gas Works makes monthly benefit payments to retirees on behalf of the Plan and incurs administrative expenses on behalf of the Plan. Benefits payments made by PGW and administrative costs incurred by PGW on behalf of the Plan amounted to \$42,913,329 and \$836,928, respectively.

Fair Value of Financial Instruments

The carrying values of financial instruments including interest and dividends receivable, due from brokers, accounts payable, and amounts due to PGW and brokers approximate their fair market value due to the relative short maturity of these instruments.

City of Philadelphia Gas Works Retirement Reserve Fund
Notes to Financial Statements
June 30, 2014

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 the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at June 30, 2014, and the reported amounts of revenues and expenses during the year then ended. Actual results could differ from those estimates. Significant estimate includes the valuation of investments without quoted prices in an active market for identical assets and the actuarial estimates for Plan future benefit obligations.

3. Disclosure About Fair Value of Financial Instruments

The accounting pronouncement on fair value measurements establishes a framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). The three levels of the fair value hierarchy are described below:

Level 1 – Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the Plan has the ability to access. Such inputs include quoted prices in active markets for identical assets or liabilities.

Level 2 - Observable inputs other than Level 1 prices, such as quoted prices for similar assets or liabilities; or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the assets or liabilities.

Level 3 - Unobservable inputs that are supported by little or no market activity and that are financial instruments whose values are determined using pricing models, discounted cash flow methodologies, or similar techniques, as well as instruments for which the determination of fair value requires significant judgment or estimation.

The asset or liability's fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. Valuation techniques used need to maximize the use of observable inputs and minimize the use of unobservable inputs.

The following table sets forth by level, within the fair value hierarchy, the Plan's assets at fair value as of June 30, 2014:

	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Corporate bonds	\$ --	\$ 43,486,844	\$ 1,153,553	\$ 44,640,397
Common and preferred stock	333,954,389	18,596,823	3,005	352,554,217
U.S. government securities	39,302,461	16,081,331	--	55,383,792
Financial agreements	--	--	132,078	132,078
Collateralized mortgage obligations	--	37,372,582	--	37,372,582
Foreign entity's debt	--	5,542,437	204,383	5,746,820
Municipal obligations	--	6,425,766	--	6,425,766
	<u>\$ 373,256,850</u>	<u>\$ 127,505,783</u>	<u>\$ 1,493,019</u>	<u>\$ 502,255,652</u>

City of Philadelphia Gas Works Retirement Reserve Fund
Notes to Financial Statements
June 30, 2014

The following is a summary of activity for the year ended June 30, 2014 for investments measured at fair value based on unobservable measure criteria:

Balance, beginning of year	\$ 372,892
New investments	1,171,563
Unrealized loss included in income	<u>(51,436)</u>
Balance, end of year	<u><u>\$ 1,493,019</u></u>

4. Advance From the Philadelphia Gas Works

Payments to beneficiaries are made by PGW through its payroll system. The amount due to PGW at June 30, 2014 of \$5,303,494 represents the cumulative excess of payments made to the retirees and administrative expenses incurred by PGW, over the sum of the Company's required contribution, and reimbursements received from the Plan.

5. Net Pension Liability

The components of the net pension liability of the City of Philadelphia Gas Works Retirement Reserve Fund at June 30, 2014, were as follows (dollar amounts in thousands):

Total pension liability	\$ 677,401
Plan fiduciary net position	<u>(513,145)</u>
Net pension liability	<u><u>\$ 164,256</u></u>

Plan fiduciary net position as a percentage of the total pension liability	75.75%
---	--------

Actuarial Assumptions

The total pension liability was determined by an actuarial valuation as of June 30, 2014 using the following actuarial assumptions, applied to all prior periods included in the measurement:

Salary increases	3 percent for the current year; 4.5 percent for subsequent years
General inflation	2 percent
Investment rate of return	7.95 percent, net of pension plan investment expense, including inflation

Mortality rates were based on the RP-2000 Combined Mortality Table for Males and Females with adjustments for mortality improvements based on Scale AA.

The actuarial assumptions used for the Plan year ended June 30, 2014 were based on the results of an actuarial experience study for the period September 1, 2013 – June 30, 2014.

Discount Rate

The discount rate used to measure the total pension liability was 7.95 percent. The projection of cash flows used to determine the discount rate assumed the contributions from Plan members will be made at the current contribution rate and that contributions from PGW will be made based on the current, actuarially determined funding policy. Based on those assumptions, the pension plan's fiduciary net

City of Philadelphia Gas Works Retirement Reserve Fund
Notes to Financial Statements
June 30, 2014

position was projected to be available to make all projected future benefit payments of current Plan members. Therefore, the long-term expected rate of return on pension plan investments was applied to all periods of projected benefit payments to determine the Total Pension Liability.

Sensitivity of the Net Pension Liability to Changes in the Discount Rate

The following table illustrates the impact of interest rate sensitivity on the Net Pension Liability. The net pension liability as of June 30, 2014, the most recent actuarial report, is calculated using the discount rate of 7.95 percent, as well as the Plan's net pension liability if it were calculated using a discount rate that is 1 percent lower (6.95 percent) or 1 percent higher (8.95 percent) than the current rate (dollar amounts in thousands):

	1% Decrease 6.95%	Current Rate 7.95%
Total Pension Liability	\$ 741,917	\$ 677,401
Plan Fiduciary Net Position	513,145	513,145
Net Pension Liability	<u>\$ 228,772</u>	<u>\$ 164,256</u>

6. Risks and Uncertainties

The Plan invests in various investment securities. Investment securities are exposed to various risks such as interest rate, market, and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and those changes could materially affect the amounts reported in the statement of fiduciary net position.

Plan contributions are made and the actuarial present value of accumulated plan benefits are reported based on certain assumptions pertaining to interest rates, inflation rates and employee demographics, all of which are subject to change. Due to uncertainties inherent in the estimations and assumptions process, it is at least reasonably possible that changes in these estimates and assumptions in the near term would be material to the financial statements.

7. New Accounting Pronouncements

The Governmental Accounting Standards Board ("GASB") has approved Statement No. 67 which supersedes Statement No. 25, "Financial Reporting for Defined Benefit Pension Plans and Notes Disclosures for Defined Contribution Plans", and Statement No. 50, "Pension Disclosures". GASB Statement No. 67, "Financial Reporting for Pension Plans" modifies the format of financial statements for plans, and mandates various disclosures for the total pension liability and net pension liability, including significant assumptions and rates of return. The Statement which is effective for periods beginning after June 15, 2013 also requires the presentation of new information about annual money-weighted rates of return in the notes to the financial statements and in 10 year required supplementary information schedules.

Effective July 1, 2013 City of Philadelphia Gas Works Retirement Reserve Fund has adopted GASB Statement No. 67. There were no restatements of net assets required as a result of the adoption.

8. Subsequent Events

The Plan has evaluated subsequent events occurring after the statement of fiduciary net position through the date of December 15, 2014 which is the date the financial statements were available to be issued.

Based on this evaluation the Plan has determined the following subsequent event has occurred which requires disclosure in the financial statements.

City of Philadelphia Gas Works Retirement Reserve Fund
Notes to Financial Statements
June 30, 2014

Subsequent to the Plan year ended June 30, 2014 the Commission voted and approved updating the discount rate used to calculate the pension liability from 7.95 percent to 7.65 percent. This change is effective for the Plan year beginning September 1, 2015.

SUPPLEMENTARY INFORMATION

City of Philadelphia Gas Works Retirement Reserve Fund
Schedule of Net Pension Liability
June 30, 2014

Net pension liability for Plan year ended June 30, 2014 is reflected below (dollar amounts expressed in thousands). The 2014 Plan year is the first year this information has been made available. This information will be given prospectively for future Plan years.

	Actuarial Valuation 2014
Total pension liability	
Service cost	\$ 8,924
Interest cost	48,095
Change in benefit terms	--
Differences between expected and actual experience	58,329
Changes in assumptions	--
Benefit payments	(42,913)
Net change in total pension liability	72,435
Total pension liability, beginning	604,966
Total pension liability, ending	<u>\$ 677,401</u>
Plan fiduciary net position	
Contributions - employer	\$ 24,934
Contributions - employee	239
Net investment income	75,303
Benefit payments	(42,913)
Administrative expense	(732)
Other	--
Net change in fiduciary net position	56,831
Plan fiduciary net position, beginning	456,314
Plan fiduciary net position, ending	<u>\$ 513,145</u>
Net pension liability, ending	<u>\$ 164,256</u>

Net Pension Liability:

Actuarial Valuation Date	Total Pension Liability	Plan Fiduciary Net Position	Net Pension Liability	Covered Employer Payroll
June 30, 2014	\$ 677,401	\$ 513,145	\$ 164,256	\$ 103,530

See Independent Auditors' Report.

City of Philadelphia Gas Works Retirement Reserve Fund
Schedule of Employer Contributions as a Percentage of Covered Payroll and
Investment Returns
Ten Years Ended June 30, 2014

Employer Contributions as a Percentage of Covered Payroll:

Year Ended June 30,	Annual Required Contribution (000)	Covered Payroll (000)	Contribution as a Percentage of Covered Payroll
2005	\$ 14,700	\$ 99,963	14.71%
2006	15,056	106,018	14.20%
2007	15,608	102,958	15.16%
2008	15,453	107,918	14.32%
2009	15,437	108,474	14.23%
2010	23,099	106,125	21.77%
2011	22,936	106,308	21.58%
2012	23,802	106,308	22.39%
2013	23,673	105,985	22.34%
2014	24,385	103,530	23.55%

Investment Returns:

2014

Annual money-weighted rate of return, net of investment expense	16.76%
---	--------

See Independent Auditors' Report.

City of Philadelphia Gas Works Retirement Reserve Fund
Notes to Required Supplementary Information
Year Ended June 30, 2014

Notes to Required Supplementary Information:

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

Valuation date	June 30, 2014
Actuarial cost method	Projected unit credit cost method
Amortization method	Level percent open
Amortization method	20 year level dollar open amortization method
Asset valuation method	Actual fair market value
Salary increase	3 percent for the current year
Salary increase	4.5 percent for subsequent years
General inflation	2 percent
Investment rate of return	7.95 percent
Cost of living	N/A
Mortality rates	RP-2000 IRS PPA@ 2013 Mortality Table for males and females
Discount Rate	7.95 percent

See Independent Auditors' Report.



WithumSmith+Brown, PC
Certified Public Accountants and Consultants

Two Logan Square
Eighteenth and Arch Streets, Suite 2001
Philadelphia, Pennsylvania 19103-2726 USA
215 546 2140 . fax 215 546 2148
www.withum.com

Additional Offices in New Jersey,
New York, Pennsylvania, Maryland,
Florida, and Colorado

**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**

Independent Auditors' Report

To the Board of Directors,
City of Philadelphia Gas Works Retirement Reserve Fund:

We have audited, 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, the financial statements of City of Philadelphia Gas Works Retirement Reserve Fund which comprise the statement of fiduciary net position as of June 30, 2014, and the related statement of changes in fiduciary net position for the year then ended and the related notes to the financial statements, and have issued our report dated December 15, 2014.

Internal Control Over Financial Reporting

In planning and performing our audit of the financial statements, we considered City of Philadelphia Gas Works Retirement Reserve Fund's internal control over financial reporting (internal control) to determine the audit procedures that are appropriate in the circumstances for the purpose of expressing our opinions on the financial statements, but not for the purpose of expressing an opinion on the effectiveness of City of Philadelphia Gas Works Retirement Reserve Fund's internal control. Accordingly, we do not express an opinion on the effectiveness of City of Philadelphia Gas Works Retirement Reserve Fund's internal control.

Our consideration of internal control was for the limited purpose described in the preceding paragraph and was not designed to identify all deficiencies in internal control that might be material weaknesses or significant deficiencies and therefore, material weaknesses or significant deficiencies may exist that were not identified. However, as described in the accompanying schedule of findings, we identified a certain deficiency in internal control that we consider to be a material weakness.

A deficiency in internal control 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 and correct, misstatements on a timely basis. A material weakness is a deficiency, or a combination of deficiencies, in internal control, such that there is a reasonable possibility that material misstatement of the entity's financial statements will not be prevented, or detected and corrected on a timely basis. We consider the deficiency described in the accompanying schedule of findings to be a material weakness (14-01). A significant deficiency is a deficiency, or a combination of deficiencies, in internal control that is less severe than a material weakness, yet important enough to merit attention by those charged with governance.

**Compliance and Other Matters**

As part of obtaining reasonable assurance about whether City of Philadelphia Gas Works Retirement Reserve Fund'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*.

City of Philadelphia Gas Works Retirement Reserve Fund's Response to Finding

City of Philadelphia Gas Works Retirement Reserve Fund's response to the finding identified in our audit is described in the accompanying schedule of findings. City of Philadelphia Gas Works Retirement Reserve Fund's response was not subjected to the auditing procedures applied in the audit of the financial statements and, accordingly, we express no opinion on it.

Purpose of this Report

The purpose of this report is solely to describe the scope of our testing of internal control and compliance and the results of that testing, and not to provide an opinion on the effectiveness of the entity's internal control or on compliance. This report is an integral part of an audit performed in accordance with *Government Auditing Standards* in considering the entity's internal control and compliance. Accordingly, this communication is not suitable for any other purpose.

A handwritten signature in blue ink that reads 'Wilhem Smith & Brown, PC'.

December 15, 2014

City of Philadelphia Gas Works Retirement Reserve Fund
Schedule of Findings
June 30, 2014

Finding 14-01: Incorrect postings to the PGW trial balance were noted and adjusted and management has not taken responsibility for the preparation and fair presentation of the financial statements and required supplementary information.

Condition The trial balance prepared by the Philadelphia Department of Finance did not record journal entries to reflect the year end balances and activity during the Plan year.

Examples of unrecorded journal entries include, but are not limited to:

- 1) Non segregation of cost and market valuation on an investment by investment basis.
- 2) Separation of assets and liabilities to adequately show accurate cash, broker receivable and broker payable balances.
- 3) Non recording of administrative expenses incurred by Philadelphia Gas Works in the monthly processing of retiree payroll.
- 4) Non recording of entries to properly reflect the amount owed to, or due from PGW, the Plan sponsor.
- 5) Non recording of PGW's required contribution to the Plan.

There were no financial statements and required supplementary information prepared by management for the year ended June 30, 2014.

Cause The City of Philadelphia Finance Department is charged with maintaining the Plan's books and records. This process includes the monthly review of brokerage statements from approximately 15 money managers and recording accounting transactions from each of the statements. The process also includes recording the monthly activity reported by Philadelphia Gas Works in the monthly processing of retiree payroll. General procedures are used, and in the instances noted above (and others), transactions were not recorded in sufficient detail to present an accurate and complete reporting of financial activity.

The City of Philadelphia Finance Department is responsible for the preparation, integrity, and fair presentation of the Plan's financial statements. This process includes timely recording of transactions in sufficient detail and maintaining a clean trial balance to present an accurate and complete reporting of financial activity. The notes to the financial statements and required supplementary information should provide more comprehensive assessment of the Plan's financial condition and clarify the data reported in the financial statements.

Effect Significant audit adjustments were required in order to prepare financial statements in conformity with accounting principles generally accepted in the United States of America. The notes to the financial statements and the required supplementary information did not provide enough data for fair presentation to the Plan's users.

City of Philadelphia Gas Works Retirement Reserve Fund
Schedule of Findings (Continued)
June 30, 2014

Recommendation Policies and procedures should be implemented to ensure that all accounting transactions are posted in an accurate manner which includes providing enough detail to prepare financial statements in conformity with accounting principles generally accepted in the United States of America. The Philadelphia Department of Finance should take full responsibility for the preparation, integrity, and fair presentation of the Plan's financial statements, accompanying notes, and other required schedules.

Management's Response As part of the audit process of the PGW Pension Plan ("Plan"). WithumSmith+Brown has found that there are a number of adjusting journal entries that need to be processed in order to fairly represent the financial condition of the Plan. The City's Director of Accounting, the Executive Director of the Sinking Fund Commission, and the PGW Treasurer have indicated that it is their intention to formulate an action plan for them and their staff so that the number and materiality of the adjustments are reduced for future years. In addition, it is management's intent to write the financial statements, footnotes and required supplemental information.

City of Philadelphia Gas Works Retirement Reserve Fund
Comment on Audit Resolution Matters
Year Ended June 30, 2014

The prior year audit report, prepared by other auditors and dated December 17, 2013 included a finding on the Plan's internal control. The status of that finding is as follows:

Finding 13-01: Proper adjustments to reflect the financial statements on the accrual basis of accounting were not made.

Condition The financial statements prepared by PGW omitted amounts to properly reflect the financial statements on the accrual basis at year end.

Examples of unrecorded journal entries include, but are not limited to:

- 1) Properly reflect the amount owed to the Plan sponsor, PGW, during the year.
- 2) Proper accrual of investment manager fees at year end.

Current Status A similar finding described as finding 14-01 in the schedule of findings is included in this report.