

GOVERNMENT OF GUAM RETIREMENT FUND

FINANCIAL STATEMENTS

September 30, 2013 and 2012

(Together with Independent Auditors' Report Thereon)

GOVERNMENT OF GUAM RETIREMENT FUND

September 30, 2013 and 2012

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INDEPENDENT AUDITORS' REPORT

To the Board of Trustees
Government of Guam Retirement Fund:

We have audited the accompanying financial statements of the Government of Guam Retirement Fund (the "Fund"), a component unit of the Government of Guam, administered by the Government of Guam Retirement Fund Board of Trustees (the "Board") as of and for the years ended September 30, 2013 and 2012, and the related notes to the financial statements, which collectively comprise the Government of Guam Retirement Fund's basic financial statements as listed in the table of contents.

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.

Auditor's Responsibility

Our responsibility is to express opinions 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 auditor's 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 opinions.

Opinions

In our opinion, the financial statements referred to above present fairly, in all material respects, the respective financial position of the Government of Guam Retirement Fund as of September 30, 2013 and 2012, and the respective changes in financial position for the years then ended in accordance with accounting principles generally accepted in the United States of America.

Other Matters

Required Supplementary Information

Accounting principles generally accepted in the United States of America require that the management's discussion and analysis on pages 4-26 be presented to supplement the basic financial statements. Such information, although not a part of the basic financial statements, is required by the Governmental Accounting Standards Board, who considers it to be an essential part of financial reporting for placing the basic financial statements in an appropriate operational, economic, or historical context. We have applied certain limited procedures to the required supplementary information in accordance with auditing standards generally accepted in the United States of America, which consisted of inquiries of management about the methods of preparing the information and comparing the information for consistency with management's responses to our inquiries, the basic financial statements, and other knowledge we obtained during our audit of the basic financial statements. We do not express an opinion or provide any assurance on the information because the limited procedures do not provide us with sufficient evidence to express an opinion or provide any assurance.

Other Information

Our audit was conducted for the purpose of forming opinions on the financial statements that collectively comprise the Government of Guam Retirement Fund's basic financial statements. The accompanying information listed as supplemental schedules on pages 56 to 63 is presented for purposes of additional analysis and is not a required part of the basic financial statements.

The schedules on pages 56 to 63 are the responsibility of management and were derived from and relate directly to the underlying accounting and other records used to prepare the basic financial statements. Such information has been subjected to the auditing procedures applied in the audit of the basic financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the basic financial statements or to the basic financial statements themselves, and other additional procedures in

accordance with auditing standards generally accepted in the United States of America. In our opinion, the schedules on pages 56 to 63 are fairly stated in all material respects in relation to the basic financial statements as a whole.

Other Reporting Required by *Government Auditing Standards*

In accordance with *Government Auditing Standards*, we have also issued our report dated February 21, 2014, on our consideration of the Government of Guam Retirement Fund's internal control over financial reporting and on our tests of its compliance with certain provisions of 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 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 Government of Guam Retirement Fund's internal control over financial reporting and compliance.

Bruno Comu, P.C.

Tamuning, Guam
February 21, 2014

GOVERNMENT OF GUAM RETIREMENT FUND

Management's Discussion and Analysis

September 30, 2013 and 2012

Management of the Government of Guam Retirement Fund (“GGRF”) offers readers of the financial statements the following discussion and analysis of GGRF’s financial activities for the fiscal years ended September 30, 2013 and 2012. This narrative should be reviewed in conjunction with the financial statements and related notes, which follow this section. It provides management’s insight into the results of operations of the last two fiscal years, and highlights specific factors that contributed to those results.

(1) Financial Highlights

- **Impact of Market Volatility on Net Position**

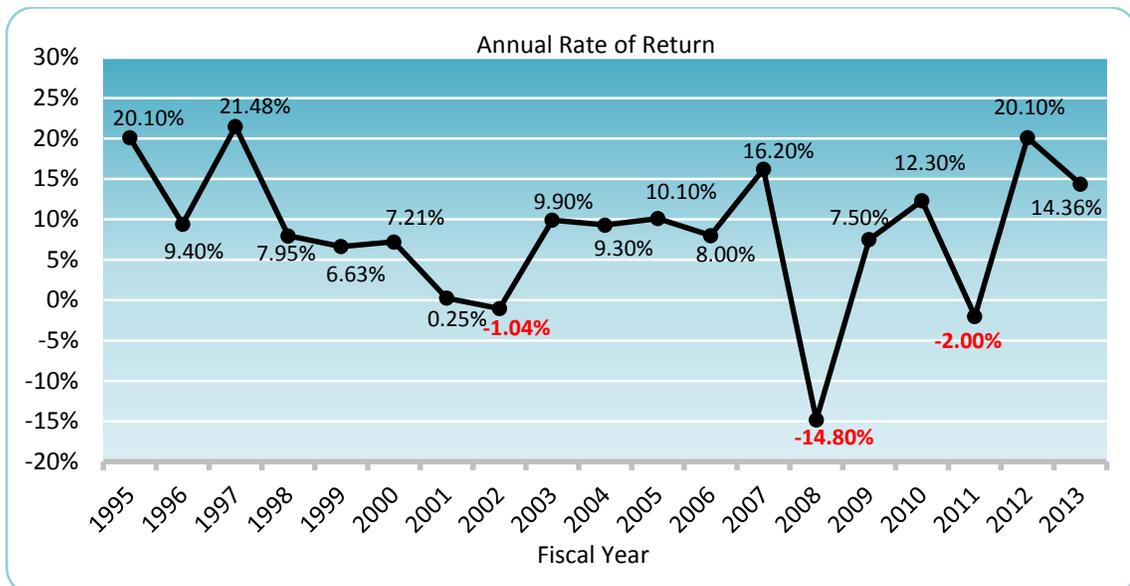
For 2013, net position of the Defined Benefit Plan (DB Plan) increased by \$130.7M or 9.1%, while net position of the Defined Contribution Plan (DC Plan) increased by \$47M or 15.8%.

- **Impact of Market Volatility on the DB Plan and DC Plan Investments**

Following the 2008 investment losses, the global markets showed signs of recovery over the last five years.

For 2013, **DC Plan** investments totaled \$340.4M compared to the \$295.3M and \$234.3M in 2012 and 2011, respectively.

For 2013, the **DB Plan** investment portfolio posted a positive return of 14.36%, compared to 2012’s return of 20.1%, and 2011’s negative return of 2.0%.



GGRF investment returns averaged 8.6% percent from 1995 through 2013. Over that period, there have been three years with negative returns, all of which occurred in the last ten years.

GOVERNMENT OF GUAM RETIREMENT FUND

Management's Discussion and Analysis, continued

September 30, 2013 and 2012

(1) Financial Highlights, continued

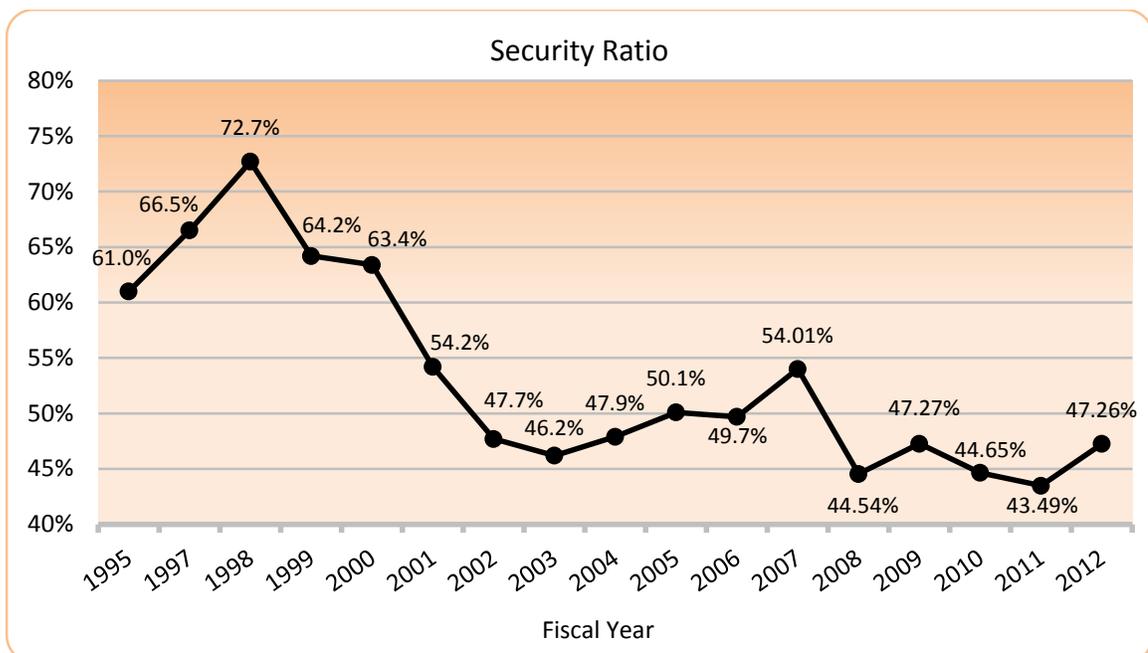
- **Critical Issue – Impact of Market Volatility on the DB Plan Unfunded Liability**

The unfunded liability decreased from \$1.64 billion (based on the 2011 actuarial valuation) to \$1.48 billion (based on the 2012 actuarial valuation). This resulted in a corresponding decrease in the actuarially determined contribution rate from 30.76% to 30.03%. The unfunded liability is the present value of future benefits payable that are not covered by the actuarial value of assets as of the valuation date.

When the 2013 actuarial valuation is finalized in April 2014, the actuarially determined contribution rate is estimated to be 29.63%. However, it should be noted that this is a rough estimate, which could change significantly. The actuarially determined contribution rate is expected to be lower than the 2012 actuarial rate of 30.03%, due to favorable investment returns in the fiscal year ending September 30, 2013. However, the 2013 actuarial valuation is not yet completed, and the actuarially determined contribution rate could be higher or lower than 30.03%, due to other contributing factors.

As noted in prior year reports, underfunding of the DB Plan continues to be an ongoing problem. The unfunded liability has grown from \$552 million at September 30, 1995 to \$1.48 billion at September 30, 2012. This represents a decrease in the security ratio, from 61.0% in 1995 to 47.3% in 2012, and an increase in the unfunded liability ratio from 39% in 1995 to 52.7% in 2012. The security ratio is the ratio of assets to liabilities.

As indicated below, the **security ratio** (fund assets as a percentage of accrued liability) for the past sixteen years has ranged from 43.49% to 72.7%, representing an average of 50.3% per year.



GOVERNMENT OF GUAM RETIREMENT FUND

Management's Discussion and Analysis, continued

September 30, 2013 and 2012

(1) Financial Highlights, continued

- **Critical Issue – Impact of Market Volatility on the DB Plan Unfunded Liability, Continued**

According to our actuary Milliman Inc., security ratios for public pension funds vary depending upon the assumed rate of future investment returns as well as the period over which investment gains and losses are recognized. In addition, security ratios for public pension plans in the U.S. tend to be between 60% to 90%, with many concentrated around 70%. GGRF has a lower security ratio than most U.S. funds.

Pursuant to 4 GCA Chapter 8, Section 8137, the unfunded liability is to be completely funded within 80 years from May 1, 1951. Based on the 2012 valuation, there are 18.58 years remaining in the funding period. As stated in prior years' Management's Discussion and Analysis (MD&A), "the unfunded liability is now so large that it simply cannot be ignored or put off for future generations to contend with. The longer the Government of Guam ("GovGuam") defers its obligation to provide full funding, the worse the problem becomes".

Management continues to recommend that the Guam Legislature fully fund the actuarially determined contribution rate each year. The uncertainties in the investment markets, and the years remaining in the funding period underscores the need for the Guam Legislature to fully recognize the magnitude of the problem and provide full funding each year.

While full funding has not occurred, management commends both the current and past Administrations and the Guam Legislature for its efforts towards attaining full funding.

According to Milliman Inc., employer contribution rates vary widely among public pension funds due to the level of benefits provided, the security ratio (funded percentage), the assumed rate of future investment returns, and the period of time over which unfunded liabilities are amortized. In addition, typical employer contribution rates range from 12.5% to 35% or more. GGRF's contribution rate is at the high end of the range, due to a lower security ratio (funded percentage) than most other funds.

GOVERNMENT OF GUAM RETIREMENT FUND

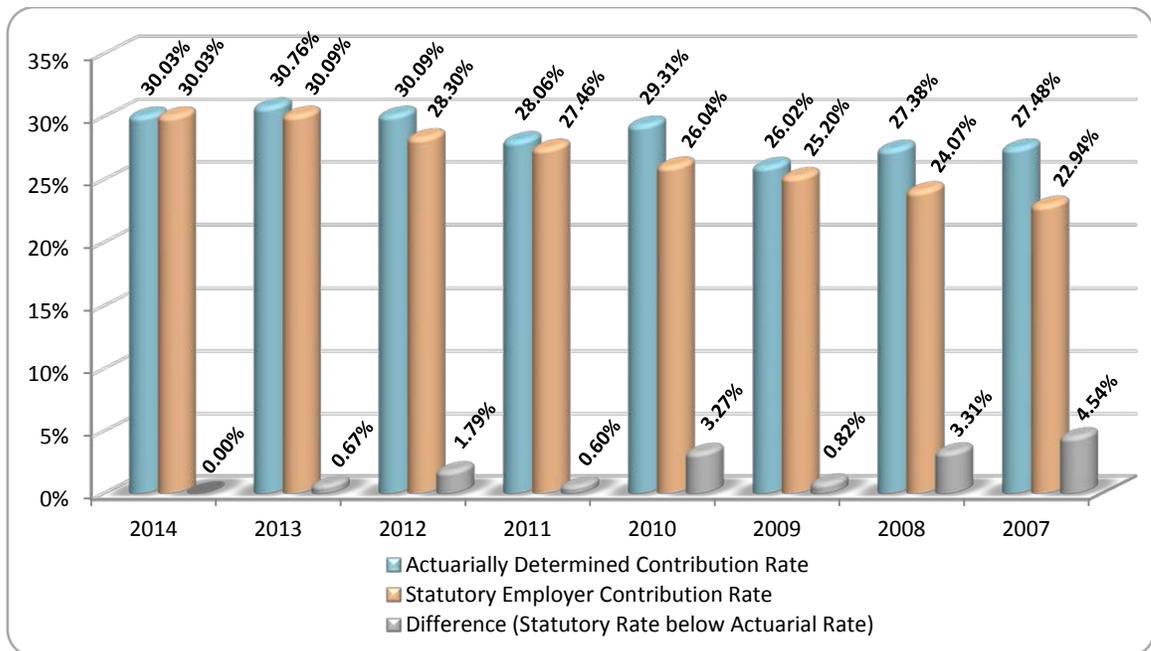
Management's Discussion and Analysis, continued

September 30, 2013 and 2012

(1) Financial Highlights, continued

- **Critical Issue – Impact of Market Volatility on the DB Plan Unfunded Liability, Continued**

A comparison of the actuarially determined contribution rates versus the statutory employer contribution rates for 2007 to 2014 are reflected below.



If future contributions equal the actuarially determined contribution rate, and plan investments earn 7% each year, the DB Plan is expected to become fully funded in 2031. As reflected above, the Guam Legislature's efforts toward full funding since 2007 have definitely narrowed the gap between the statutory and actuarially determined contribution rate. The increase in the gap from .82% in 2009 to 3.27% in 2010 is due largely to the negative return of 14.8% in 2008. For 2014, the statutory rate of 30.03% is equal to the latest actuarially determined contribution rate of 30.03% based on the 2012 actuarial valuation. Management encourages the Guam Legislature to continue to set the statutory rate at the actuarially determined contribution rate until full funding is achieved.

GOVERNMENT OF GUAM RETIREMENT FUND

Management's Discussion and Analysis, continued

September 30, 2013 and 2012

(1) Financial Highlights, continued

- **Critical Issue – Enhancing the Retirement Benefits of DC Plan Employees**

The Board in performing their due diligence reviewed the benefit levels of both the Defined Benefit Plan and the Defined Contribution Plan.

As noted in prior years' MD&A, the Board recognizes the need for DC Plan members ("participants") to adequately *save and plan* for generating a reliable stream of retirement income. However, with DC Plan participants balances averaging less than \$40,000, most participants will not have enough saved to: 1) support their basic needs, 2) allow them to maintain a comfortable standard of living, and 3) last their lifetime.

The Board is cognizant that many participants lack the basic knowledge of investment concepts and practices needed to generate an investment return that will ensure an adequate source of income for retirement. In addition, participant account balances are not protected from adverse market conditions.

If participants are left without adequate income when they retire, GovGuam may find itself subsidizing their costs of living through public assistance programs. As such, providing *retirement income security* may reduce the likelihood that DC retirees will need to rely on public assistance during retirement. It is only logical then to enact measures that provide participants a reasonable opportunity to build sufficient post-retirement benefit levels.

Unlike the DB Plan which provides a guaranteed retirement benefit for the life of the member, the DC Plan provides no guaranteed benefit. The retirement benefit of DC Plan members depends on the amount of money accumulated in their participant account at retirement.

In light of the above, the Board has implemented changes within its purview, to the DC Plan. The Board has also considered alternative plan designs to enhance the retirement benefits available to DC Plan members, fully recognizing that in light of GovGuam's current financial condition, changes to the DC Plan must not only be cost beneficial to DC Plan members but to GovGuam as a whole.

GOVERNMENT OF GUAM RETIREMENT FUND

Management's Discussion and Analysis, continued

September 30, 2013 and 2012

(1) Financial Highlights, continued

- **Critical Issue – Proposed Hybrid Plan Legislation**

DC Plan Alternatives

Several years ago, the Board established a working committee with the objective of developing plan design alternatives that would provide members a reasonable opportunity to build sufficient post-retirement benefit levels, while also balancing GovGuam's budgetary needs and obligations.

The committee's extensive analysis involved consideration of a comprehensive and detailed study of alternative retirement plans and arrangements, prepared as part of an analysis of funding requirements and retirement benefit levels of participants in the DC Plan and future GovGuam employees. The analysis was based upon the DB Plan Actuarial Valuation as of September 30, 2008, and updated through September 30, 2011. The alternatives included the following:

1. Transitioning to Social Security;
2. Combining the DC Plan with a Social Security Component; and
3. Offering a Hybrid Plan

Social Security

The committee first considered transitioning into Social Security and found the following:

- It is widely acknowledged that Social Security benefit payments are intended as a supplement to other retirement plans and personal retirement savings, as it provides a base level of retirement income, on average replacing about 40% of preretirement income. As such, the program alone would not provide current DC Plan members a reasonable opportunity to build sufficient post-retirement benefit levels.
- The uncertainty surrounding the future of Social Security raises questions as to the reliability of the program as a sole source of retirement income. Its trust fund has already started to pay out more in benefits than it receives in taxes. Many economists expect major changes to the system, including cuts in benefits, increases in the tax rate, or a combination of the two.
- In addition, to be eligible to receive Social Security benefits, participants will be required to contribute for forty (40) quarters, or the equivalent of 10 years. Current DC Plan participants who transition to Social Security will not receive service credit for GovGuam service already rendered.

In summary, considering the low-level of pre-retirement income replacement that Social Security provides on average, the uncertainty surrounding the future of the program, and the potentially adverse effect on participants who will not receive service credit for GovGuam service already rendered, transitioning into Social Security is not a favorable option.

GOVERNMENT OF GUAM RETIREMENT FUND

Management's Discussion and Analysis, continued

September 30, 2013 and 2012

(1) Financial Highlights, continued

- **Critical Issue – Proposed Hybrid Plan Legislation**

Combined DC and Social Security vs. Hybrid Plan

As summarized in the table below, the costs of *combining the existing DC Plan with a Social Security component* was compared to the costs for *a Hybrid Plan*:

	Social Security	Defined Contribution	Total Social Security + DC	Hybrid	Difference
Employer's Normal Cost	6.2%	5.0%	11.2%	4.8%	6.4%
Employee Cost	<u>6.2%</u>	<u>5.0%</u>	<u>11.2%</u>	<u>9.5% +1%</u>	<u>.7%</u>
Total Cost as % of Pay	12.4%	10.0%	22.4%	15.3%	7.1%

The employer contribution rate for the Hybrid Plan would be 6.4% lower than the combined DC Plan and Social Security component. The employee contribution rate for the Hybrid Plan would be .7% lower than the combined DC Plan and Social Security component. The employee contribution for the Hybrid Plan consists of 9.5% to the Hybrid Plan and a mandatory 1% to the 457 Deferred Compensation Plan

Based on the above, *the Hybrid Plan is projected to be cheaper by 7.1% of compensation. As such, it was deemed to be the most viable option*, as it combines a defined benefit "floor" of benefits determined by a formula based on years of service and salary, along with a salary reduction deferred compensation account program.

Hybrid Plan

The committee worked with GGRF's legal counsel and actuaries to determine the best hybrid plan design with the objective of providing employees with a guaranteed minimum benefit at retirement, while also enabling them to maximize their overall retirement savings during their employment years by allowing them to manage a component of their retirement savings.

The proposed hybrid plan combines a defined benefit component with a deferred compensation account. Under the proposed plan:

1. All new employees and their employers will be required to contribute a certain percent of the employee's wages to GGRF (similar to current retirement contributions).
2. Mandatory participation will be required for all new employees. Voluntary participation in certain circumstances for current DC Plan participants.

GOVERNMENT OF GUAM RETIREMENT FUND

Management's Discussion and Analysis, continued

September 30, 2013 and 2012

(1) Financial Highlights, continued

- **Critical Issue – Proposed Hybrid Plan Legislation**

Hybrid Plan Legislation: Bill No. 453-31

The proposed legislation to establish a Hybrid Plan was finalized and submitted to the Committee on Appropriations, Taxation, Public Debt, Banking, Insurance, Retirement & Land on April 20, 2012. A public hearing on the legislation, introduced as Bill No. 453-31, was held on August 14, 2012. The Bill however, was not acted on by the 31st Guam Legislature; and as such, must be reintroduced by the 32nd Guam Legislature.

Other Provisions of Bill No. 453-31:

DB Plan Annual Increments --- As previously noted, the Board also reviewed the benefit levels and policies of the DB Plan. The proposed legislation provides for an increase of the automatic "sliding scale" increments to basic retirement and disability annuities of DB Plan retirees, which have remained static at levels set almost thirty-years ago.

Extension of Amortization Period --- Based on the expected increase in the unfunded liability resulting from the implementation of the Hybrid Plan legislation, a one-time five year extension of the amortization period for the unfunded liability is required and included accordingly.

Update – 2013 Audit

The Committee on Appropriations, Taxation, Public Debt, Banking, Insurance, Retirement & Land (the "Committee") has requested updated (based on the 2012 valuation) and additional information on the proposed Hybrid Plan, prior to reintroducing the Hybrid Bill. GGRF is currently reviewing updated and additional information provided by our Actuary. Upon completion of the review the information requested will be transmitted to the Committee.

In light of the concerns relative to the sustainability of the DC Plan, GGRF encourages members of the 32nd Guam Legislature to reintroduce Bill No. 453-31.

GOVERNMENT OF GUAM RETIREMENT FUND

Management's Discussion and Analysis, continued

September 30, 2013 and 2012

(1) Financial Highlights, continued

- **Designation by DOA of the DB Plan as a “Cost-Sharing Multiple-Employer Plan”**

In a December 2009 memorandum, the Director of the Department of Administration (DOA) announced they have taken the position that the DB Plan is a “cost-sharing multiple-employer” plan, and as such, will reflect the unfunded pension liability as a footnote to their financial statements in accordance with paragraphs 19 and 20 of Governmental Accounting Standards Board (GASB) Statement No. 27. DOA indicated that the changes will be effective October 1, 2008, and reflected in all Government of Guam Fiscal Year 2009 financial statements.

The GGRF Board of Trustees (the “Board”), however, continues to maintain that the DB Plan has operated as a “single-employer plan” since its inception, and will be treated as such until the Board finds it necessary to change the status of the Plan.

The Board noted that the DB Plan is a “single-employer plan”, based on 1) provisions of 4GCA §8138 and 8139, 2) input from the Fund’s legal counsel and auditor, and 3) comments of the Governmental Accounting Standards Board (GASB). The Board also noted that since the general administration and operation of the Fund lies with the Board pursuant to 4 G.C.A. §8138(a), so does the authority to determine the status of the DB Plan. The Director of the Department of Administration is not a Trustee of the Fund, nor is he or she tasked with, or authorized to perform, the duties of the Board in accordance with 4GCA §8139.

As more fully discussed in the notes to the financial statements, GASB 68 will require employers to reflect the unfunded liability directly on their financial statements as a liability effective fiscal year ended September 30, 2015. In the Government of Guam government-wide financial statements this means an additional liability of approximately \$1.48 billion based on the 2012 actuarial valuation.

Concerns Relative to GGRF’s Non-Reporting of the Unfunded Liability:

All government entities in the past have recorded the unfunded liability on their respective financial statements. It was pointed out to the Office of Public Accountability that GGRF has never recorded an unfunded liability.

GGRF’s Response to Concerns Above:

GGRF Management clarifies that GGRF’s share of the unfunded liability is not reflected on the statement of net position for the simple reason that an entity should not report a liability to itself. If GGRF were to utilize separate financial statements for the pension plan and another for operational purposes, the consolidated financial statements would require elimination entries since the pension liability will be recorded as a payable under operations, and a receivable for the pension plan. Thus, if GGRF were to record the liability, it will be improperly reflected on the “statement of plan net position” as it will result in a reduction in the “net position held in trust for pension benefits”. Based on the 2012 actuarial valuation, GGRF’s share of the unfunded liability totaled approximately \$6.7 million.

GOVERNMENT OF GUAM RETIREMENT FUND

Management's Discussion and Analysis, continued

September 30, 2013 and 2012

(2) Description of the Financial Statements

This section of the MD&A is intended to serve as an introduction to the GGRF financial statements, which include the following:

1. The Statement of Plan Net Position,
2. The Statement of Changes in Plan Net Position, and
3. The Notes to the Financial Statements.

In accordance with the requirements of GASB Statement No. 25 "*Financial Reporting for Defined Benefit Pension Plans*" this report also includes the following schedules:

1. Schedule of Funding Progress, and
2. Schedule of Employer Contributions

This report also contains schedules of administrative and general expenses, personnel costs, personnel count, other receivables, and schedules of receivables by GovGuam Agency.

As discussed below, the financial statements disclose financial data for both the DB Plan and the DC Plan.

- **The Statement of Plan Net Position** reports the assets available to pay future benefits to retirees, and any liabilities that are owed as of the statement date. The resulting net position represents the value of assets held in trust for benefit payments.
- **The Statement of Changes in Plan Net position** shows the results of financial transactions that occurred during the fiscal year, where additions less deductions equal the net increase or net decrease in net position.
- **The Notes to the Financial Statements** provide additional information that is essential for a comprehensive understanding of the data provided in the financial statements. The notes describe the accounting and administrative policies under which GGRF operates, and also provides additional information for selected financial statement items. The notes also include a discussion of the actuarial assumptions relevant to the Schedule of Funding Progress and the Schedule of Employer Contributions.

GOVERNMENT OF GUAM RETIREMENT FUND

Management's Discussion and Analysis, continued

September 30, 2013 and 2012

(2) Description of the Financial Statements, continued

Additional information is included in the following required supplementary schedules:

- **The Schedule of Funding Progress** includes actuarial information about the status of the DB Plan from an ongoing, long-term perspective, and the progress made in accumulating sufficient assets to pay pension benefits when due. Valuation Assets in excess of Actuarial Accrued Liabilities indicate that sufficient assets exist to fund future benefit payments of current DB Plan Members and Retirees. Actuarial Accrued Liabilities in excess of Valuation Assets reflect an Unfunded Actuarial Accrued Liability (UAAL). The UAAL represents the value in current dollars that would need to be accumulated to fund the benefit payments of all active members and retirees as of the date indicated on the schedule. The amortization of the UAAL is calculated as a percentage of total payroll (both DB and DC Plan payroll), which is assumed to grow at 3.5% per year.
- **The Schedule of Employer Contributions** presents historical information showing the required annual employer contributions to be paid by employers for the employees participating in the DB Plan, and the actual performance of GovGuam in meeting this requirement.

(3) Defined Benefit Plan

The DB Plan provides for retirement, disability, and survivor benefits to members of the Plan prior to October 1, 1995. All new employees whose employment commences on or after October 1, 1995 are required to participate in the DC Plan.

DB Plan Net Position as of September 30, 2013, 2012 and 2011 are as follows:

	2013	2012	2011	Increase (Decrease)	
				From	
				2012 to 2013	
				\$	%
Cash and Equivalents	4,202,543	3,398,096	5,010,155	804,447	23.7%
Receivables	75,327,011	79,061,779	107,079,981	(3,734,768)	-4.7%
Investments	1,531,927,416	1,420,573,628	1,204,425,169	111,353,788	7.8%
Prepaid expenses	94,075	0	0	94,075	0.0%
Property and Equipment	802,844	908,472	967,746	(105,628)	-11.6%
Total Assets	1,612,353,889	1,503,941,975	1,317,483,051	108,411,914	7.2%
Total Liabilities	37,998,106	60,267,911	51,657,541	(22,269,805)	-37.0%
Net Position, End of Year	1,574,355,783	1,443,674,064	1,265,825,510	130,681,719	9.1%
Net Position, Beginning of Year	1,443,674,064	1,265,825,510	1,346,452,177		
Net Increase (Decrease) in Net Position	130,681,719	177,848,554	(80,626,667)		

GOVERNMENT OF GUAM RETIREMENT FUND

Management's Discussion and Analysis, continued

September 30, 2013 and 2012

(3) Defined Benefit Plan, continued

During 2013, DB Plan net position increased by \$130.7 million or 9.1% from the prior year. DB Plan investments increased by \$111.4 million ending the year at \$1.4 billion.

As of September 30, 2013, the supplemental/COLA benefits advanced receivable totaled approximately \$50.8 million. Over \$130 million in supplemental/COLA benefits were advanced to GovGuam by GGRF in the late 1990s. During 2013 and 2012, the outstanding balance of the supplemental/COLA benefits advanced was reduced by 1.2016% of the employer contributions of covered payroll. These receivables are being collected by GGRF over a twenty year period, without interest. Had these funds remained with GGRF's investment managers, they would have grown substantially.

During 2013, DB Plan liabilities decreased by \$22.3 million due to a \$20.1 million decrease in amounts due to brokers for unsettled trades as of September 30, 2013, and a \$1.5 million decrease in deferred revenue.

DB Plan Investments as of September 30, 2013, 2012 and 2011 are as follows:

	2013	2012	2011	Increase (Decrease) From 2012 to 2013	
				\$	%
Common Stocks	969,334,249	831,846,693	688,984,305	137,487,556	16.5%
U.S. Government Securities	189,991,596	202,542,843	167,582,279	(12,551,247)	-6.2%
Corporate Bonds and Notes	166,735,779	180,336,742	195,167,909	(13,600,963)	-7.5%
Money Market Funds	49,016,947	64,696,700	58,355,513	(15,679,753)	-24.2%
Mutual Funds	156,848,845	141,150,650	94,335,163	15,698,195	11.1%
Total	1,531,927,416	1,420,573,628	1,204,425,169	111,353,788	7.8%

The DB Plan investments provide for long-term growth, while also ensuring a reliable cash flow that meets current pension benefit payments. Equity investments are included for their long-term return and growth characteristics, while fixed income assets control investment risk.

In line with the Board's long-term goal of achieving, at a minimum, a 7.0% rate of return, investments are allocated amongst various asset classes. Each asset class reacts differently under the same market conditions. Often when one asset class has strong returns, another will have lower or even negative returns. This diversification of investments across a number of asset classes ensures a better return under a range of market conditions, while lowering the overall portfolio risk.

GOVERNMENT OF GUAM RETIREMENT FUND

Management's Discussion and Analysis, continued

September 30, 2013 and 2012

(3) Defined Benefit Plan, continued

GGRF's asset allocation strategy was adopted in 2009. To come into compliance with the asset allocation strategy, the Board fully funded the Domestic Small Cap Equity mandates in 2011, and the Real Estate Investment Trust (REITs) mandates in 2010. GGRF's target allocation versus the market allocation as of September 30, 2013, is as follows:

	Target Allocation	Market Allocation	Over/(Under)
Domestic Large Cap Equity	30%	35.3%	5.30%
Domestic Small Cap Equity	10%	11.4%	1.40%
International Developed Markets	9.25%	9.1%	-0.15%
International Small Cap	5%	5.2%	0.20%
International Emerging Markets	5.75%	5.2%	-0.55%
Fixed Income Aggregate	30%	24.2%	-5.80%
Real Estate (REITs)	10%	9.4%	-0.60%
Cash	0%	0.2%	0.20%
Total	100%	100%	0.00%

The table below shows portfolio returns and indices, which are reflective of the market environment for 2013 and 2012.

	2013	2012
Total Portfolio	14.4%	20.1%
Blended Index	12.55%	19.81%
Total Domestic Equity	24.82%	29.33%
Benchmark: S&P 500 Index	23.15%	30.54%
International Equity	18.45%	13.92%
Benchmark: MSCI EAFE	17.45%	14.40%
Total Fixed Income	-0.80%	7.87%
Benchmark: Barclays Capital Aggregate	-1.68%	5.16%
Total REITs	4.59%	30.79%
Dow Jones US Select Real Estate Security Index	5.47%	32.40%

GOVERNMENT OF GUAM RETIREMENT FUND

Management's Discussion and Analysis, continued

September 30, 2013 and 2012

(3) Defined Benefit Plan, continued

Total Portfolio Return

For 2013, the total performance of the GGRF Portfolio (14.36%) outperformed both the median of a peer group of other U.S. based public funds with a return of 12.73%, and the benchmark index with a return of 12.55%. Both the GGRF Portfolio and the benchmark index ranked at the 26th percentile of Wilshire's peer group universe.

For 2013, the returns for all mandates, except for the fixed income mandate, were below their benchmarks. The following reflects the 2013 investment performance for the total portfolio, and for each investment mandate.



GOVERNMENT OF GUAM RETIREMENT FUND

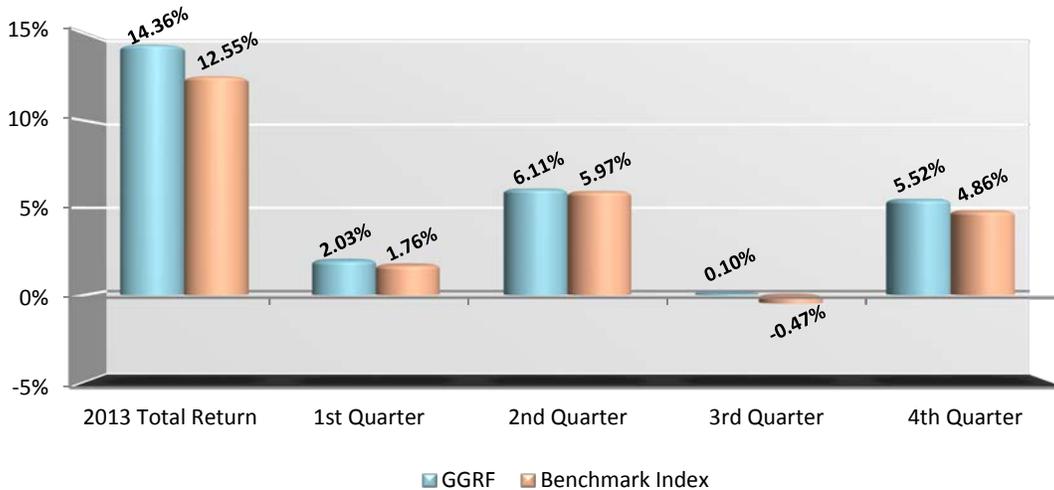
Management's Discussion and Analysis, continued

September 30, 2013 and 2012

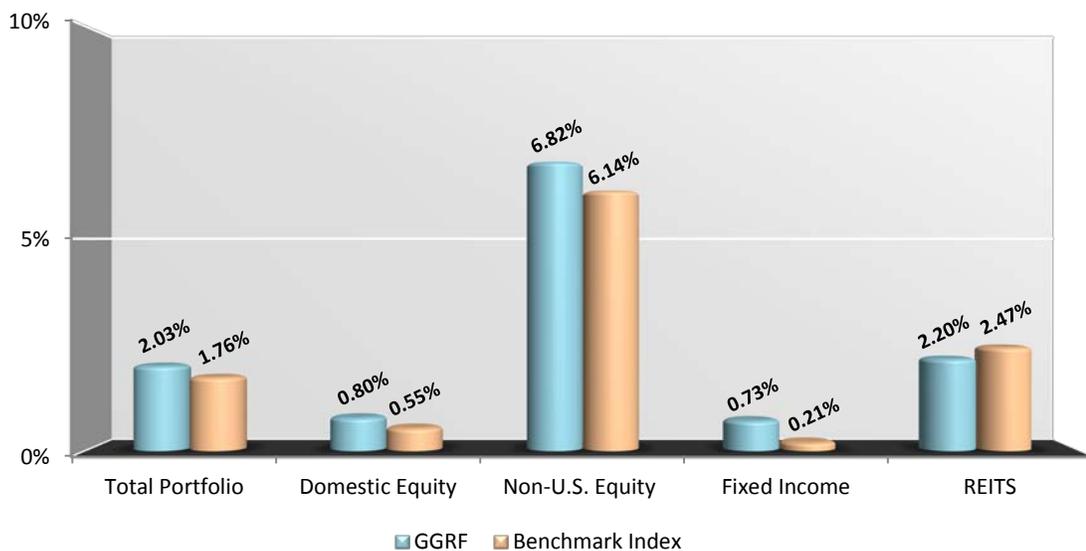
(3) Defined Benefit Plan, continued

2013 Portfolio Returns by Quarter

The following reflects the 2013 total and quarterly returns. The portfolio returns for all quarters were above the benchmark index.



- During the **first quarter** of 2013, the GGRF Portfolio outperformed its benchmark index, and ranked at the 31st percentile of Wilshire's peer group universe. The fixed income mandate underperformed its benchmark. All other mandates outperformed their respective benchmark indices.



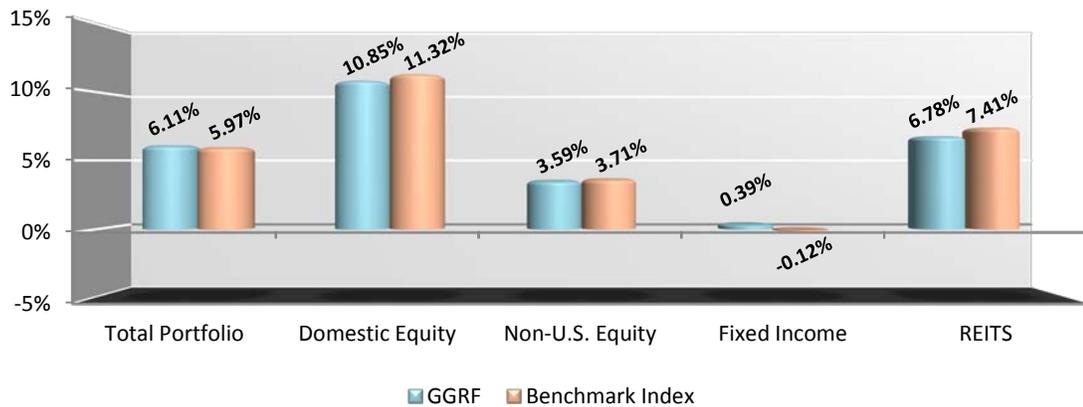
GOVERNMENT OF GUAM RETIREMENT FUND

Management's Discussion and Analysis, continued

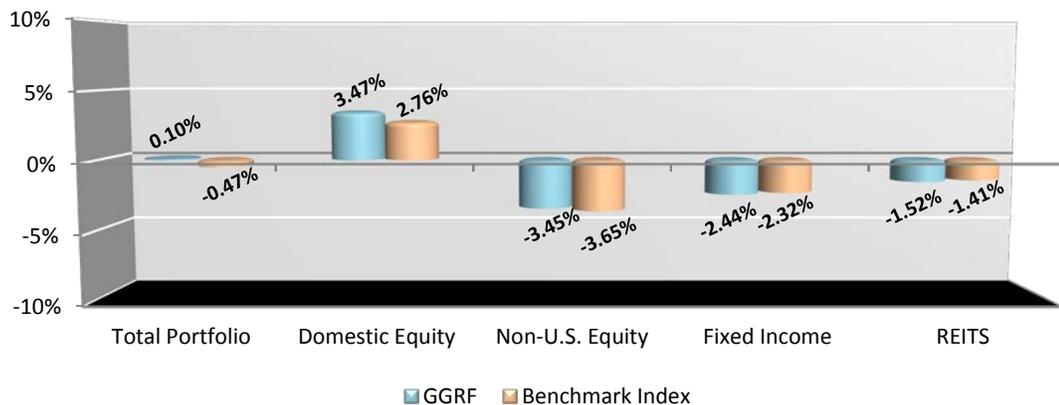
September 30, 2013 and 2012

(3) Defined Benefit Plan, continued

- During the **second quarter**, the GGRF portfolio outperformed its benchmark mark ranking at the 1st percentile of Wilshire's peer group universe for the quarter. All mandates underperformed their relevant benchmarks except fixed income, which only slightly outperformed its benchmark.



- During the **third quarter**, the GGRF portfolio outperformed its benchmark index, ranking at the 57th percentile of Wilshire's peer group universe for the quarter. All mandates trailed their respective benchmarks except domestic equity which outperformed its benchmark.



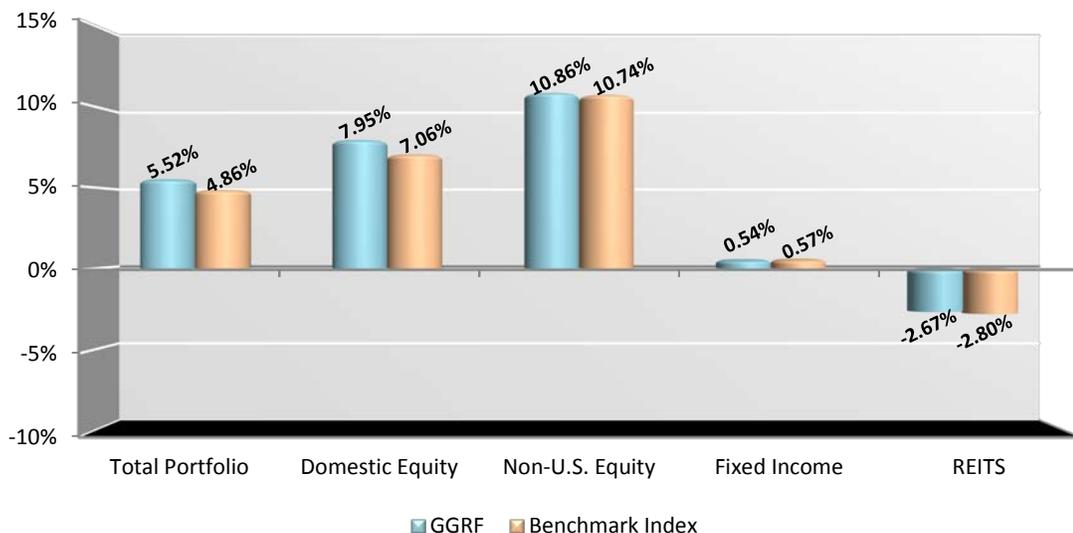
GOVERNMENT OF GUAM RETIREMENT FUND

Management's Discussion and Analysis, continued

September 30, 2013 and 2012

(3) Defined Benefit Plan, continued

- During the **fourth quarter**, the GGRF portfolio outperformed the benchmark index ranking at the 24th percentile of Wilshire's peer group universe for the quarter. The equity portfolios were the main contributors of outperformance.



Mitigating the Effects of Market Volatility through Diversification

The 14.36% return for 2013 and the 2012 negative 20.10% return highlight the long-term proven success of strategic asset allocation and diversification in mitigating market volatility. GGRF's portfolio remains fully diversified across the different asset classes. A number of investment managers are utilized within each asset class, allowing the portfolio to achieve broad exposure to the market while minimizing overall risk. This broad diversification serves as the best defense against the uncertainty of volatile investment markets.

To mitigate other risks, the Board, with the guidance of GGRF's investment consultant, Wilshire Consulting consistently evaluates the relative performance of each mandate and individual managers, and rebalances the portfolio accordingly. Wilshire Associates Incorporated replaced Mercer Investment Consulting, Inc. in June of 2011.

GOVERNMENT OF GUAM RETIREMENT FUND

Management's Discussion and Analysis, continued

September 30, 2013 and 2012

(3) Defined Benefit Plan, continued

Additions and Deductions to DB Plan Net Position for the years ended September 30, 2013, 2012 and 2011 are as follows:

	2013	2012	2011	Increase (Decrease) From 2012 to 2013	
				\$	%
Net Appreciation in Fair Value of Investments	162,486,174	207,622,587	(46,794,683)	(45,136,413)	-21.7%
Interest, Dividends & Other Investment Income	35,606,858	33,093,456	38,161,152	2,513,402	7.6%
Less Investment Expenses	5,316,971	4,867,456	4,958,871	449,515	9.2%
Net Investment Income	192,776,061	235,848,587	(13,592,402)	(43,072,526)	-18.3%
Employer Contributions	117,909,509	116,512,456	100,343,563	1,397,053	1.2%
Member Contributions	16,290,014	16,712,987	18,081,130	(422,973)	-2.5%
Total Contributions	134,199,523	133,225,443	118,424,693	974,080	0.7%
Total Additions	326,975,584	369,074,030	104,832,291	(42,098,446)	-11.4%
Benefit Payments	190,280,431	184,380,351	176,716,825	5,900,080	3.2%
Refunds	2,413,061	2,709,194	3,615,187	(296,133)	-10.9%
Interest on Refunds	914,543	1,294,416	1,968,048	(379,873)	-29.3%
Administrative Expenses	2,685,830	2,807,624	3,047,424	(121,794)	-4.3%
Transfers to DC Plan	0	33,891	111,474	(33,891)	-100%
Total Deductions	196,293,865	191,225,476	185,458,958	5,068,389	2.7%
Net Increase (Decrease) in Net Position	130,681,719	177,848,554	(80,626,667)		

Additions to DB Plan Net Position

During 2013, the fair value of investments decreased by \$45.1M. However, interest, dividends and other investment income increased by \$2.5 million.

During 2013, the employer contribution rate increased to 30.09% from the 28.30% employer contribution rate in 2012, resulting in a \$1.4 million increase in employer contributions.

GOVERNMENT OF GUAM RETIREMENT FUND

Management's Discussion and Analysis, continued

September 30, 2013 and 2012

(3) Defined Benefit Plan, continued

Deductions to DB Plan Net Position

GGRF was created to provide retirement, survivor and disability benefits to qualified members and their beneficiaries. The cost of such programs includes recurring benefit payments, elective refunds of contributions to employees who terminate employment, and the cost of administering the Plan. For 2013, deductions totaled \$196.3 million, an increase of 2.7% over 2012.

Benefit payments to current retirees and their beneficiaries over the last three years averaged 96% of total deductions. For 2013, benefit payments increased by \$5.9 million or 3.2%, consisting of a \$5.3 million increase in age and service annuities, a \$1 million increase in survivor annuities, and a \$.3 million decrease in disability annuities. Benefit payments for DB Plan retirees are not affected by the market downturn as they are based on a formula reflecting years of service and average annual salary. DB Plan investments, combined with future earnings and additional member and employer contributions, will be used to pay retirement benefits.

During 2013, member refunds decreased by \$296,000. Refunds of member accounts are at the discretion of the member, and vary from year to year. Administrative expenses totaled \$2.7 million, a decrease of 4.3% over 2012.

DB Plan membership as of September 30, 2013, 2012 and 2011 is as follows:

	2013	2012	2011	Increase (Decrease) from 2012 to 2013
Retirees and Beneficiaries Receiving Benefits	7,195	7,155	7,117	40
Terminated Members entitled to, but not yet Receiving Benefits	5,401	5,507	5,833	(106)
Active Plan Members	2,872	3,090	3,361	(218)
Total Membership	15,468	15,752	16,311	(284)

Liquidations

During 2013, \$56.1 million in investments were liquidated in order to meet benefit payment obligations, compared to \$51.7 million in 2012. The \$56.1M and \$51.7M included \$35M and \$31M of interest and dividend income, respectively. The increase in 2013 is due largely to the increase in benefit payments as previously discussed.

GOVERNMENT OF GUAM RETIREMENT FUND

Management's Discussion and Analysis, continued

September 30, 2013 and 2012

(4) Defined Contribution Plan

The DC Plan was created by Public Law 23-42:3. All new employees whose employment commences on or after October 1, 1995 are required to participate in the DC Plan.

DC Plan Net Position as of September 30, 2013, 2012 and 2011 are as follows:

	2013	2012	2011	Increase (Decrease)	
				From	
				2012 to 2013	
				\$	%
Cash and Equivalents	3,234,223	1,504,138	4,249,647	1,730,085	115.0%
Receivables	1,207,242	1,147,884	939,801	59,358	5.2%
Investments	340,405,495	295,289,064	234,301,492	45,116,431	15.3%
Prepaid expenses	0	0	0	0	0.0%
Property and Equipment	77,247	105,197	139,148	(27,950)	-26.6%
Total Assets	344,924,207	298,046,283	239,630,088	46,877,924	15.7%
Total Liabilities	725,104	892,273	929,326	(167,169)	-18.7%
Net Position, End of Year	344,199,103	297,154,010	238,700,762	47,045,093	15.8%
Net Position, Beginning of Year	297,154,010	238,700,762	225,415,378		
Net Increase (Decrease) in Net Position	47,045,093	58,453,248	13,285,384		

During 2013, DC Plan net position increased by approximately \$47 million or 15.8%, due primarily to the decreased carrying value of investments.

DC Plan investments include core mutual funds, target date funds and a TIPS fund. The core mutual funds allow members to create their own portfolios based on the type of investments that best fit their time horizon, risk tolerance and investment goals. During 2013 GGRF replaced the Nuveen Winslow Large Cap Growth Fund with the T Rowe Price Institutional Large-Cap Growth Fund.

Employee contributions to the DC Plan are based on an automatic deduction of 5% of the member's regular base pay. Statutory contributions are determined using the same rates as the DB Plan. Of the amount contributed by the employer, only 5% of the member's regular base pay is deposited into the member's individual account. The remaining amount is contributed towards the unfunded liability of the DB Plan. Members who have completed five years of service are fully vested in employer contributions plus any earnings thereon.

GOVERNMENT OF GUAM RETIREMENT FUND

Management's Discussion and Analysis, continued

September 30, 2013 and 2012

(4) Defined Contribution Plan, continued

Additions and Deductions to DC Plan Net Position for the years ended September 30, 2013, 2012 and 2011 are as follows:

	2013	2012	2011	Increase (Decrease) From 2012 to 2013	
				\$	%
Net Appreciation in Fair Value of Investments	21,082,893	33,922,594	(5,970,107)	(12,839,701)	-37.8%
Interest, Dividends & Other Investment Income	12,758,557	9,576,083	4,911,745	3,182,474	33.2%
Less Investment Expenses	106,080	102,000	74,000	4,080	4.0%
Net Investment Income	33,735,370	43,396,677	(1,132,362)	(9,661,307)	-22.3%
Employer Contributions	14,918,185	14,539,406	14,375,673	378,779	2.6%
Member Contributions	14,841,024	14,394,176	14,243,599	446,848	3.1%
Total Contributions	29,759,209	28,933,582	28,619,272	825,627	2.9%
Total Additions	63,494,579	72,330,259	27,486,910	(8,835,680)	-12.2%
Refunds	14,871,667	12,203,108	12,716,717	2,668,559	21.9%
Administrative Expenses	1,577,819	1,707,794	1,596,283	(129,975)	-7.6%
Transfer from DB Plan	0	(33,891)	(111,474)	33,891	-100.0%
Total Deductions	16,449,486	13,877,011	14,201,526	2,572,475	18.5%
Net Increase (Decrease) in Net Position	47,045,093	58,453,248	13,285,384		

Additions to DC Plan Net Position

During 2013, the fair value of investments increased by \$12.8 million, while interest dividends and other investment income increased by \$3.2 million.

Deductions to DC Plan Net Position - During 2013, refunds totaled \$14.9 million, an increase of 21.9% from 2012. Refunds of member contributions are at the discretion of the member and vary from year to year.

DC Plan membership as of September 30, 2013, 2012 and 2011 is as follows:

	2013	2012	2011	Increase (Decrease) from 2012 to 2013
Active (Contributing) Members	7,885	7,766	7,690	119
Inactive (Non-Contributing) Members with Account Balances	3,679	3,491	3,174	188
Total Membership	11,564	11,257	10,864	393

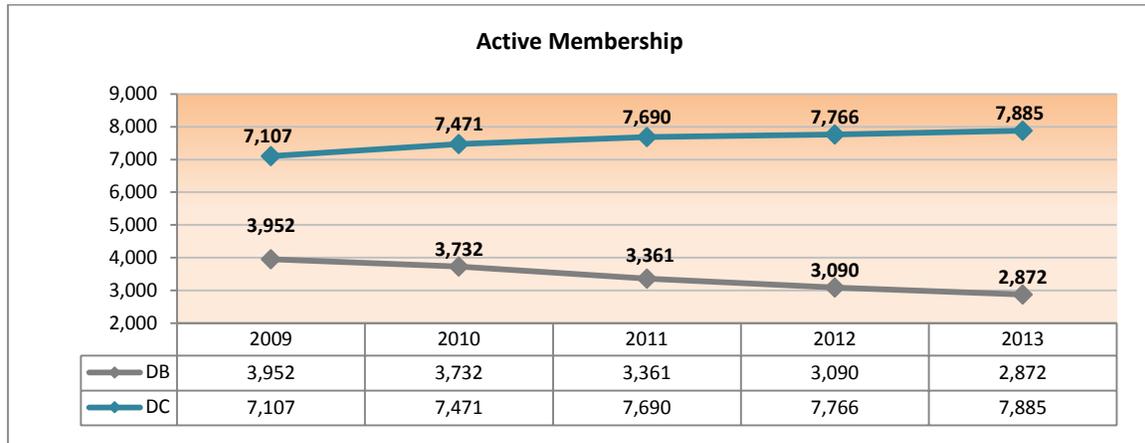
GOVERNMENT OF GUAM RETIREMENT FUND

Management's Discussion and Analysis, continued

September 30, 2013 and 2012

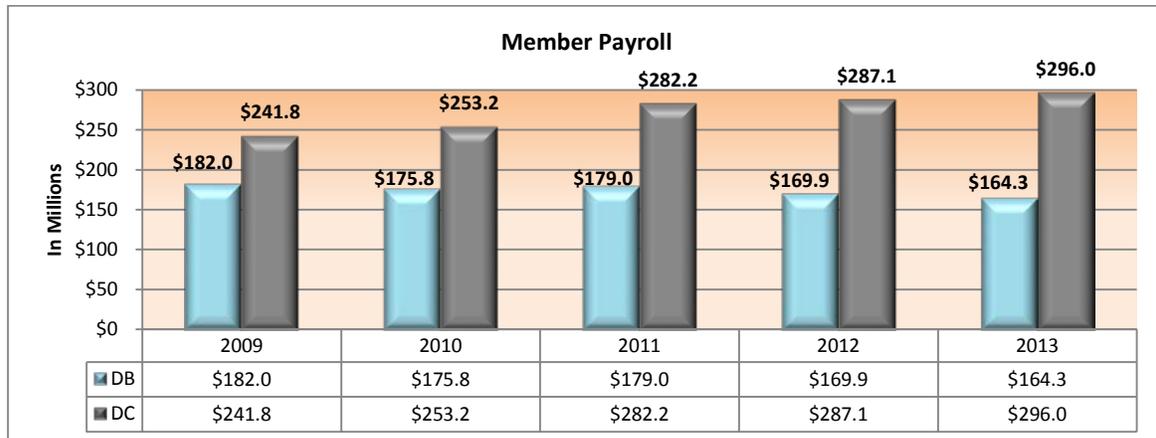
(5) Future Outlook

Membership



Active membership in the DB plan decreased from 3,952 in 2009 to 2,872 in 2013. DC plan active membership increased from 7,107 in 2009 to an estimated 7,885 in 2013.

Looking ahead, DB membership will continually decline because new employees have been excluded from the plan since 1995. All new employees of the Government of Guam (except those who are ineligible for membership) are mandated to participate in the DC plan. As such, DC plan membership will continue to increase.



As DB plan membership decreases, payroll for DB members likewise will decrease. Conversely, payroll for DC members will increase as membership increases. The payroll for DB members decreased from \$182 million in 2009, to an estimated \$164.3 million in 2013. The payroll for DC members has increased from \$241.8 million in 2009, to an estimated \$296 million in 2013.

Total payroll, including both DB and DC members, has increased from \$423.8 million in 2009, to an estimated \$460.3 million in 2013.

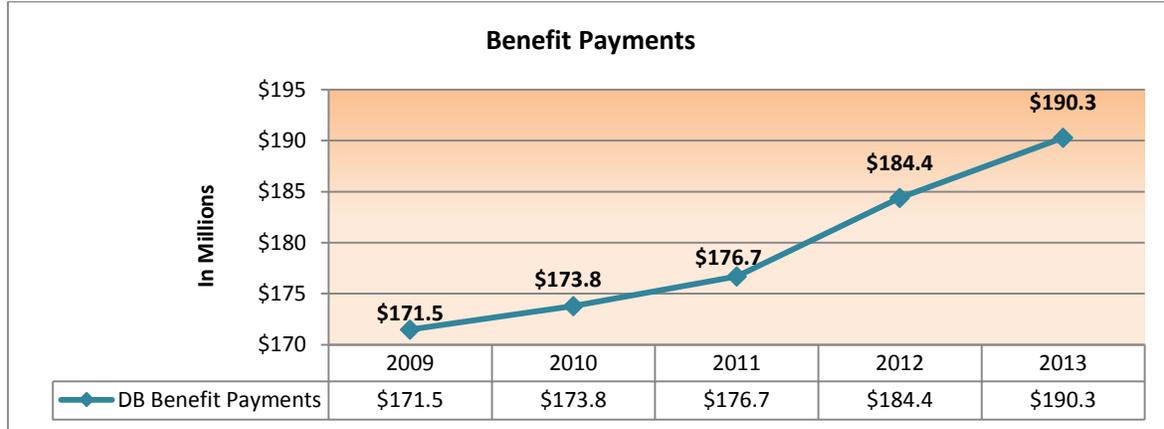
GOVERNMENT OF GUAM RETIREMENT FUND

Management's Discussion and Analysis, continued

September 30, 2013 and 2012

(5) Future Outlook

DB Benefit Payments



The number of retired DB members has increased from 7,085 in 2009, to an estimated 7,195 in 2013. Annual benefit payments have also increased from \$171.5 million in 2009, to an estimated \$190.3 million in 2013. **Looking ahead**, benefit payments for DB retirees are expected to increase as active members continue to retire. Annual benefit payments are expected to peak at around \$255 million in the year 2027, and then slowly decline.

Defined Benefit Plan

The GGRF Board will revisit on an annual basis, the asset allocation policy, related statutes, and the overall structure for managing GGRF assets, to ensure assets are managed in accordance with the following objectives:

1. Ensuring payment of all benefit and expense obligations when due.
2. Maximizing expected return within reasonable and prudent risk levels.
3. Maximizing the probability of achieving the actuarial rate of return assumption.
4. Controlling costs of administering GGRF and managing the investments.

Relative to the above objectives, the Board will perform quarterly investment performance reviews and rebalance GGRF's investment portfolio accordingly.

The Defined Contribution Plan

As previously discussed, the GGRF Board's proposed legislation to establish the Hybrid Plan, which combines a defined benefit component with a deferred compensation account, was introduced, but not acted on, by the 31st Guam Legislature; and as such, must be reintroduced in the 32nd Guam Legislature.

GOVERNMENT OF GUAM RETIREMENT FUND

Statement of Plan Net Position

September 30, 2013 and 2012

<u>ASSETS</u>	<u>Defined Benefit</u>	<u>Defined Contribution</u>	<u>Total 2013</u>	<u>Total 2012</u>
Investments, at fair value:				
Common and preferred stocks	\$ 969,334,249	-	969,334,249	831,846,693
U.S. Government securities	189,991,596	-	189,991,596	202,542,843
Corporate bonds and notes	166,735,779	-	166,735,779	180,336,742
Money market funds	49,016,947	-	49,016,947	64,696,700
Mutual funds	156,848,845	334,993,333	491,842,178	429,878,360
DC plan forfeitures	-	5,412,162	5,412,162	6,561,354
Total investments	<u>1,531,927,416</u>	<u>340,405,495</u>	<u>1,872,332,911</u>	<u>1,715,862,692</u>
Receivables:				
Contributions, Interest & Penalties:				
Supplemental/COLA benefits receivable	50,818,265	-	50,818,265	56,350,125
Employer contributions, net	2,089,394	533,127	2,622,521	2,221,501
Employer contributions, unfunded liability	3,616,088	-	3,616,088	2,615,577
Member contributions	678,724	531,869	1,210,593	1,093,491
Interest and penalties on contributions	274,402	-	274,402	231,896
Supplemental/Insurance benefits advanced	3,511,711	-	3,511,711	3,511,711
	<u>60,988,584</u>	<u>1,064,996</u>	<u>62,053,580</u>	<u>66,024,301</u>
Member Notes:				
Early Retirement Incentive Program (ERIP)	993,746	-	993,746	2,290,473
Service Credits	798,635	-	798,635	1,083,922
	<u>1,792,381</u>	<u>-</u>	<u>1,792,381</u>	<u>3,374,395</u>
Other:				
Accrued interest and dividends on investments	4,075,645	-	4,075,645	4,780,898
Other receivables	658,183	142,246	800,429	953,967
Due from brokers for unsettled trades	7,627,324	-	7,627,324	4,815,852
Due from DC plan	184,894	-	184,894	260,250
	<u>12,546,046</u>	<u>142,246</u>	<u>12,688,292</u>	<u>10,810,967</u>
Total receivables	<u>75,327,011</u>	<u>1,207,242</u>	<u>76,534,253</u>	<u>80,209,663</u>
Cash and cash equivalents	4,202,543	3,234,223	7,436,766	4,902,234
Prepaid expenses	94,075	-	94,075	-
Property and equipment	802,844	77,247	880,091	1,013,669
Total assets	<u>1,612,353,889</u>	<u>344,924,207</u>	<u>1,957,278,096</u>	<u>1,801,988,258</u>
<u>LIABILITIES</u>				
Deferred revenue for service credits	2,597,509	-	2,597,509	4,097,948
Accounts payable and accrued expenses	2,173,721	-	2,173,721	2,064,479
Due to brokers for unsettled trades	33,226,876	540,210	33,767,086	54,737,507
Due to DB plan	-	184,894	184,894	260,250
Total liabilities	<u>37,998,106</u>	<u>725,104</u>	<u>38,723,210</u>	<u>61,160,184</u>
Net position restricted for pension benefits (See required supplemental schedule of funding progress)	<u>\$1,574,355,783</u>	<u>344,199,103</u>	<u>1,918,554,886</u>	<u>1,740,828,074</u>

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

GOVERNMENT OF GUAM RETIREMENT FUND

Statement of Changes in Plan Net Position

Years ended September 30, 2013 and 2012

	<u>Defined Benefit</u>	<u>Defined Contribution</u>	<u>Total 2013</u>	<u>Total 2012</u>
Investment income				
Net appreciation in fair value of investments	\$ 162,486,174	21,082,893	183,569,067	241,545,181
Interest	17,175,304	11,622,007	28,797,311	25,876,559
Dividends	17,019,088	-	17,019,088	15,288,485
Other investment income	1,412,466	1,136,550	2,549,016	1,504,495
	<u>198,093,032</u>	<u>33,841,450</u>	<u>231,934,482</u>	<u>284,214,720</u>
Less investment expenses	5,316,971	106,080	5,423,051	4,969,456
Net investment income	<u>192,776,061</u>	<u>33,735,370</u>	<u>226,511,431</u>	<u>279,245,264</u>
Contributions				
Employer	117,909,509	14,918,185	132,827,694	131,051,862
Member	16,290,014	14,841,024	31,131,038	31,107,163
Total contributions	<u>134,199,523</u>	<u>29,759,209</u>	<u>163,958,732</u>	<u>162,159,025</u>
TOTAL ADDITIONS	326,975,584	63,494,579	390,470,163	441,404,289
Benefit payments				
Age and service annuities	158,484,501	-	158,484,501	153,185,692
Survivor annuities	24,997,522	-	24,997,522	24,047,722
Disability annuities	6,798,408	-	6,798,408	7,146,937
Total benefit payments	<u>190,280,431</u>	<u>-</u>	<u>190,280,431</u>	<u>184,380,351</u>
Refunds to separated employees and withdrawals	2,413,061	14,871,667	17,284,728	14,912,302
Administrative and general expenses	2,685,830	1,577,819	4,263,649	4,515,418
Interest on refunded contributions	914,543	-	914,543	1,294,416
TOTAL DEDUCTIONS	<u>196,293,865</u>	<u>16,449,486</u>	<u>212,743,351</u>	<u>205,102,487</u>
Net increase in plan net position	130,681,719	47,045,093	177,726,812	236,301,802
Net position restricted for pension benefits, beginning of year	1,443,674,064	297,154,010	1,740,828,074	1,504,526,272
Net position restricted for pension benefits, end of year	<u>\$1,574,355,783</u>	<u>344,199,103</u>	<u>1,918,554,886</u>	<u>1,740,828,074</u>

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

GOVERNMENT OF GUAM RETIREMENT FUND

Notes to Financial Statements

September 30, 2013 and 2012

(1) Description of the Fund

The following brief description of the Government of Guam Retirement Fund (GGRF) is provided for general information purposes only. Members should refer to Title 4, Chapter 8, Articles 1 and 2 of the Guam Code Annotated (GCA) for more complete information.

Purpose

The Government of Guam Retirement Fund was established and became operative on May 1, 1951 to provide retirement annuities and other benefits to employees of the Government of Guam. The Board of Trustees (the "Board") is responsible for the general administration and proper operation of the Fund. With the passage of Public Law 27-43, effective November 14, 2003 the Board of Trustees comprises seven members, four of whom are elected and three of whom are appointed by the Governor with the advice and consent of the Legislature. Two of the elected members must be GGRF retirees domiciled in Guam. These two members are elected by GGRF retirees. The other two elected members must be GGRF members with at least five years of employment by the Government of Guam. These two members are elected by GGRF active members. The GGRF is accounted for as a blended component unit, fiduciary fund type, pension trust fund of the Government of Guam.

(2) Description of the Defined Benefit Plan

Membership

The Defined Benefit Plan (DB) is a single-employer defined benefit pension plan and membership is mandatory for all employees in the service of the Government of Guam on the operative date. The DB plan provides for retirement, disability, and survivor benefits to members of the Plan prior to October 1, 1995. All new employees whose employment commences on or after October 1, 1995 are required to participate in the Defined Contribution Plan.

The following employees have the option of accepting or rejecting membership and become members only upon submission of a written request to the Board for membership:

GOVERNMENT OF GUAM RETIREMENT FUND

Notes to Financial Statements, continued

September 30, 2013 and 2012

(2) Description of the Defined Benefit Plan, continued

1. Employees hired for a definite agreed term or who at the time of employment are not domiciled on Guam.
2. Employees of a public corporation of the Government of Guam or of the University of Guam.
3. Any employee whose employment is purely temporary, seasonal, intermittent or part time.

Ineligible Persons

The following employees are not eligible for membership:

1. Persons whose services are compensated on a fee basis.
2. Independent contractors.
3. Persons whose employment is for a specific project.
4. Persons who are employed in the Senior Citizens Community Employment Program.

At September 30, 2012, the latest actuarial valuation date, membership is as follows:

Retirees and beneficiaries receiving benefits	7,155
Terminated members entitled to, but not yet receiving benefits	5,507
Active plan members	<u>3,090</u>
	<u>15,752</u>

Contributions

Contributions are set by law. Member contributions are required at 9.5% of base pay.

Based on the actuarial valuation as of September 30, 2012, which was issued in April 2013, the actuarially determined contribution rate for the fiscal year ended September 30, 2012 was 30.03% of covered payroll. Based on the actuarial valuation as of September 30, 2011, which was issued in March 2012, the actuarially determined contribution rate for the fiscal year ended September 30, 2011 was 30.09% of covered payroll.

The established statutory rate at September 30, 2013 and 2012 was 30.09% and 28.30%, respectively, of covered payroll.

GOVERNMENT OF GUAM RETIREMENT FUND

Notes to Financial Statements, continued

September 30, 2013 and 2012

(2) Description of the Defined Benefit Plan, continued

Retirement, Disability and Survivor Benefits

Under the defined benefit plan, retirement benefits are based on age and/or years of credited service and an average of the three highest annual salaries received by a member during years of credited service, or \$6,000, whichever is greater.

Members who joined the DB plan prior to October 1, 1981 may retire with 10 years of service at age 60 (age 55 for uniformed personnel); or 20 to 24 years of service regardless of age with a reduced benefit if the member is under age 60; or completion of 25 years of service at any age.

Members who joined the DB plan on or after October 1, 1981 and prior to August 22, 1984 may retire with 15 years of service at age 60 (age 55 for uniformed personnel); or 25 to 29 years of service regardless of age with a reduced benefit if the member is under age 60; or completion of 30 years of service at any age.

Members who joined the DB plan after August 22, 1984 may retire with 15 years of service at age 65 (age 60 for uniformed personnel); or 25 to 29 years of service regardless of age with a reduced benefit if the member is under age 65; or completion of 30 years of service at any age.

Service Benefit Formula

The basic retirement benefit is computed as the sum of the following:

1. An amount equal to two percent (2%) of the average annual salary for each of the first ten years of credited service and two and one-half percent (2.5%) of average annual salary for each year or part thereof of credited service over ten years.
2. An amount equal to twenty dollars (\$20) multiplied by each year of credited service, the total of which is reduced by an amount equal to a hundredth of one percent (.01%) of said total for each one dollar (\$1) that a member's average annual salary exceeds six thousand dollars (\$6,000).

The basic annuity is limited to a maximum of eighty-five percent (85%) of the average annual salary, and cannot be less than one thousand two hundred dollars (\$1,200) per year.

GOVERNMENT OF GUAM RETIREMENT FUND

Notes to Financial Statements, continued

September 30, 2013 and 2012

(2) Description of the Defined Benefit Plan, continued

Disability

Members under the age of 65 with six or more years of credited service who are not entitled to receive disability payments from the United States Government are eligible to receive sixty six and two-thirds percent (66-2/3%) of the average of their three highest annual salaries received during years of credited service.

Survivor

In the event of death of a member who completed at least 3 years of total service, the following benefits are payable:

1. Spouse – annual benefit is equal to sixty percent (60%) of the disability or service retirement benefit earned by the member.
2. Minor children – Basic benefit is \$2,880 per year for a minor child up to 18 years of age (age 24 if a full-time student).

Separation from the DB Plan

Upon complete separation from service before attaining at least 25 years of total service, a member is entitled to receive a refund of total contributions including interest. Public Law 27-68 raised the time frame under which a refund was available from 20 years to 25 years, effective February 6, 2004.

A member who withdraws after completing at least 5 years of service has the option of leaving contributions in the GGRF and receiving a service retirement benefit upon attainment of the age of 60 years.

(3) Description of the Defined Contribution Retirement System

Purpose

The Defined Contribution Retirement System (DCRS) was created by Public Law 23-42:3 to provide an individual account retirement system for any person who is employed in the Government of Guam. The GGRF Board of Trustees is responsible for the general administration and operation of the fund. The DCRS, by its nature, is fully funded on a current basis from employer and member contributions.

GOVERNMENT OF GUAM RETIREMENT FUND

Notes to Financial Statements, continued

September 30, 2013 and 2012

(3) Description of the Defined Contribution Retirement System, continued

Membership

The DCRS is a single-employer pension plan and shall be the single retirement program for all new employees whose employment commences on or after October 1, 1995.

Existing members of the DB plan with less than 20 years of service credit may, upon written election, voluntarily elect membership in the DCRS. This option was available for sixty five (65) months after enactment of the legislation, and is available between March 1 and May 31 of every year, beginning in the year 2002. After making the election to transfer, the employee may not change the election or again become a member of the DB plan.

Contributions

Member and employer contributions are set by law at five percent (5%) of base pay.

Separation from the DCRS

Any member who leaves government service after attaining 5 years of total service is entitled to receive their total contribution plus 100% of the employer contribution and any earnings thereon.

Any member who leaves government service with less than 5 years of total service is entitled to receive their total contribution plus any earnings thereon.

(4) Summary of Significant Accounting Policies

Method of Accounting

The financial statements presented herein have been prepared on the accrual basis of accounting under which expenses are recorded when the liability is incurred and revenues are recorded in the accounting period in which they are earned.

GOVERNMENT OF GUAM RETIREMENT FUND

Notes to Financial Statements, continued

September 30, 2013 and 2012

(4) Summary of Significant Accounting Policies, continued

Employee contributions are recognized in the period in which contributions are due. Employer contributions are recognized when due and the employer has made a formal commitment to provide the contributions. Contributions from employees and employers for service through September 30, 2013 and 2012 are accrued.

These contributions are considered fully collectible; accordingly, no allowance for uncollectible receivables is reflected in the financial statements. Benefits and refunds are recognized when due and payable in accordance with provisions set forth in the Guam Code Annotated.

Estimates

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosures of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

Encumbrances

Encumbrances represent commitments related to contracts not yet performed and are used to control expenditures for the year and to enhance cash management. Encumbrances do not represent expenditures for the period; they represent a commitment to expend resources.

GGRF is a public employees' retirement system and presents its financial statements in accordance with GASB Statement No. 25. Accordingly, GGRF does not record encumbrances.

Cash

At September 30, 2013 and 2012, the GGRF has cash balances in banks of approximately \$9.7 million and \$5.7 million, respectively, of which \$250,000 is insured by the Federal Deposit Insurance Corporation. The remaining balances are collateralized by securities held by a trustee in the name of the financial institution.

GOVERNMENT OF GUAM RETIREMENT FUND

Notes to Financial Statements, continued

September 30, 2013 and 2012

(4) Summary of Significant Accounting Policies, continued

Investments

Investments include U.S. Federal Government and agency obligations, foreign government obligations, real estate, commercial mortgages, corporate debt, mutual funds, and equity instruments. Investments are reported at fair value. Securities transactions and any resulting gains or losses are accounted for on a trade date basis.

Investments other than real estate, commercial mortgages and other loans, and municipal revenue bonds are reported at market values determined by the custodial agents. The agent's determination of market values includes, among other things, using pricing services or prices quoted by independent brokers at current exchange rates.

Commercial mortgages and other loans and municipal revenue bonds have been valued on an amortized cost basis, which approximates market or fair value. No allowance for loan loss has been provided as all loans and bonds are considered by management to be fully collectible. Short-term investments are reported at cost, which approximates market value.

For investments where no readily ascertainable market value exists, management, in consultation with their investment advisors, has determined the fair values for the individual investments based on anticipated maturity dates and current interest rates commensurate with the investment's degree of risk.

Northern Trust Company held the investments as custodian in the Fund's name through September 30, 2013. In addition, the Fund has selected investment managers who are given authority to purchase and sell securities in accordance with the following guidelines:

- A. Investment managers may invest in U.S. and non-U.S. common stocks, American Depositary Receipts (ADRs), convertible bonds, preferred stocks, fixed-income securities, mutual funds and short-term securities.
 - 1. U.S. equities:
 - a. Equity holdings are restricted to readily marketable securities of corporations that are actively traded on the major U.S. exchanges and over the counter.

GOVERNMENT OF GUAM RETIREMENT FUND

Notes to Financial Statements, continued

September 30, 2013 and 2012

(4) Summary of Significant Accounting Policies, continued

- b. Common and preferred stock:
 - i. The issuing institution has reported a profit in at least four of the five fiscal years preceding the date of investment, or alternatively, in at least seven of the ten fiscal years preceding the date of investment.
 - ii. The issuing institution has paid a cash dividend on its common or capital stock in at least four of the five years preceding the date of investment, or alternatively, in at least seven of the ten fiscal years preceding the date of investment.
 - iii. Total cash dividends have not exceeded total earnings in five years preceding the date of investment.
 - iv. On the date of investment, the issuer is not in default in payment of principal or interest on any of its publicly held bonds or other evidence of indebtedness, and any contingent interest, cumulative and non-cumulative preferred dividends and dividends on prior common or capital stock have been paid in full.
 - v. Preferred stock must also adhere to the following:

The net earnings of the institution available for fixed charges over a period of five fiscal years preceding the date of investment have averaged per year, and during either of the last two years have been, after depreciation and income taxes, no less than:

 - 1. Two times its average annual fixed charges, maximum contingent interest and preferred dividend requirements over the same period, in the case of any public utility company; or,
 - 2. Three times its average annual fixed charges, maximum contingent interest and preferred dividend requirements over the same period, in the case of any other company.
- 2. U.S. Fixed Income:
 - a. All fixed income securities held in the portfolio must have a Moody's, Standard & Poor's and/or a Fitch's credit quality rating of no less than "BBB". U.S. Treasury and U.S. Government agencies are qualified for inclusion in the portfolio.

GOVERNMENT OF GUAM RETIREMENT FUND

Notes to Financial Statements, continued

September 30, 2013 and 2012

(4) Summary of Significant Accounting Policies, continued

- b. No more than twenty percent (20%) of the market value of the portfolio may be rated less than single “A” quality, unless the manager has specific written authorization. Eighty percent (80%) of the fixed income portfolio must be in bonds of credit quality of no less than “A”.
- c. Total portfolio quality (capitalization weighted) must maintain an “A” minimum rating.
- d. In case such bonds or other evidence of indebtedness are not so rated by two nationally recognized and published rating services, the net earnings available for fixed charges over a period of five fiscal years preceding the date of investment have averaged per year and during either of the last two years have been, after depreciation and taxes, not less than:
 - i. Two times its average annual fixed charges over the same period, in the case of any public utility company;
 - ii. One and one-half times its average annual fixed charges over the same period, in the case of any financial company; or,
 - iii. Three times its average annual fixed charges over the same period, in the case of any other company.
- e. With the written petition and subsequent written approval of the Trustees, opportunistic investment bonds issued by national governments other than the United States or foreign corporations may comprise up to six percent (6%) of each fixed-income manager’s portfolio. In no case shall these investments exceed three and one-half percent (3.5%) of the total GGRF investments. All non-U.S. securities will be, in the judgment of the investment managers, of credit quality equal to or superior to the standards described above.

3. Non-U.S. Equities

- a. Common or capital stock of any institution or entity created or existing under the laws of any foreign country are permissible investments, provided that:
 - i. The issuing institution has reported a profit in at least four of the five fiscal years preceding the date of investment, or alternatively, in at least seven of the ten fiscal years preceding the date of investment.

GOVERNMENT OF GUAM RETIREMENT FUND

Notes to Financial Statements, continued

September 30, 2013 and 2012

(4) Summary of Significant Accounting Policies, continued

- ii. The issuing institution has paid a cash dividend on its common or capital stock in at least four of the five years preceding the date of investment, or alternatively, in at least seven of the ten fiscal years preceding the date of investment.
 - iii. Total cash dividends have not exceeded total earnings in five years preceding the date of investment.
 - iv. On the date of investment, the issuer is not in default in payment of principal or interest on any of its publicly held bonds or other evidences of indebtedness, and any contingent interest, cumulative and non-cumulative preferred dividends and dividends on prior common or capital stock have been paid in full.
- b. Consistent with the desire to maintain broad diversification, allocations to any country, industry or other economic sector should not be excessive.
4. Cash and Cash Equivalents
- a. Cash equivalent reserves must consist of cash instruments having a quality rating of A-2, P-2 or higher. Eurodollar Certificates of Deposit, time deposits, and repurchase agreements are also acceptable investment vehicles. All other securities will be, in the judgment of the investment managers, of credit quality equal to or superior to the standards described above.
 - b. No single issue shall have a maturity of greater than two years.
 - c. The cash portfolio shall have a maturity of less than one year.
 - d. Any idle cash not invested by the investment managers shall be invested daily through an automatic sweep managed by the custodian.
- B. No investment management organization shall have more than twenty-five percent (25%) of the GGRF's assets under its direction.
- C. No individual security of any issuer, other than that of the United States government or Government of Guam, shall constitute more than five percent (5%), at cost, of the total GGRF or of any investment manager's portfolio.
- D. Holdings of any issuer must constitute no more than five percent (5%) of the outstanding securities of such issuer.
- E. Investments in a registered mutual fund managed by the investment manager are subject to prior approval of the Board of Trustees.

GOVERNMENT OF GUAM RETIREMENT FUND

Notes to Financial Statements, continued

September 30, 2013 and 2012

(4) Summary of Significant Accounting Policies, continued

- F. The following securities and transactions are not authorized: letter stock and other unregistered securities; non-negotiable securities; commodities or other commodity contracts; and, short sales origin transactions. Options and futures are restricted, except by petition to the Trustees for approval.

Due to/from Brokers

Amounts due to/from brokers for unsettled trades consists of securities purchased or sold, which have not yet settled.

Income Taxes

The Fund is a public employees' retirement system and an autonomous agency of the Government of Guam. Accordingly, the Fund is not subject to income taxes.

Actuarial Present Value of Accumulated Plan Benefits

Accumulated plan benefits are those future periodic payments, including lump-sum distributions that are attributable under the Fund's provisions to the service members have rendered through the most recent actuarial valuation date (September 30, 2012).

Accumulated plan benefits include benefits expected to be paid to (i) retired, disabled, and terminated employees and their beneficiaries, (ii) beneficiaries of employees who have died, and to (iii) present employees and their beneficiaries. Benefits payable under all circumstances - retirement, death, disability, and termination of employment - are included, to the extent they are deemed attributable to employee service rendered through September 30, 2012.

The actuarial present value of accumulated plan benefits is determined by an independent actuarial firm and is the amount that results from applying actuarial assumptions to adjust the accumulated plan benefits to reflect the time value of money (through discounts for interest) and the probability of payment (by means of decrements such as for death, disability, withdrawals, or retirement) between the most recent actuarial valuation date (September 30, 2012), and the expected date of payment.

GOVERNMENT OF GUAM RETIREMENT FUND

Notes to Financial Statements, continued

September 30, 2013 and 2012

(4) Summary of Significant Accounting Policies, continued

The significant actuarial assumptions used to calculate the actuarial present value of accumulated plan benefits are presented below, and are based on the assumption that the Fund will continue in operation. If the Fund were to terminate, different actuarial assumptions and other factors might be applicable in determining the actuarial present value of accumulated plan benefits.

Actuarial Cost Method:	Entry age normal
Valuation of Assets:	3-year phase in of gains/losses relative to interest rate assumption.
Investment Income:	7% per year.
Salary Increase:	Graduated based on service with the Government ranging from 4.5% for service in excess of 20 years to 7.5% for service from zero to five years
Total Payroll Growth:	3.5%
Expenses:	\$6,663,000 per year, net of bad debts and recoveries
Mortality:	RP 2000 Healthy table set forward 4 years for males and set forward 1 year for females
Disability:	1974-78 SOA LTD Non-Jumbo, with rates reduced by 50%
Retirement Age:	40% probability of retirement at earliest age of eligibility for unreduced retirement benefits; 15% per year thereafter until age 65, 20% per year thereafter until age 70, 100% at age 70
Return of Contributions:	100% withdrawing before retirement with less than 20 years of service assumed to elect a return of contributions. All those who have previously withdrawn assumed to elect a return of contributions. Contributions earn 4.5% interest.
Amortization Method:	Constant percentage of total payroll, which is assumed to grow at 3.0% per year.
Amortization Period:	In accordance with 4GCA8137, complete funding is to be achieved by April 30, 2031. At September 30, 2012 the remaining period is 18.58 years.

GOVERNMENT OF GUAM RETIREMENT FUND

Notes to Financial Statements, continued

September 30, 2013 and 2012

(4) Summary of Significant Accounting Policies, continued

New Accounting Standards

In November 2010 the Governmental Accounting Standards Board (GASB) issued statement number 61, *The Financial Reporting Entity: Omnibus – an amendment of GASB Statements No. 14 and No. 34*. This Statement modifies certain requirements for inclusion of component units in the financial reporting entity. This Statement also amends the criteria for reporting component units as if they were part of the primary government in certain circumstances and clarifies the reporting of equity interests in legally separate organizations. This Statement is effective for financial statements for periods beginning after June 15, 2012. Management does not believe that the implementation of this Statement will have a material impact on the Fund's financial statements.

In December 2010 the GASB issued statement number 62, *Codification of Accounting and Financial Reporting Guidance contained in Pre-November 30, 1989 FASB and AICPA Pronouncements*. This Statement was issued to incorporate into the GASB authoritative literature certain accounting and financial reporting guidance that is included in the following pronouncements issued on or before November 30, 1989, which do not conflict with or contradict GASB pronouncements: (a) Statements and Interpretations issued by the Financial Accounting Standards Board (FASB), (b) Opinions of the Accounting Principles Board, (c) Accounting Research Bulletins of the American Institute of Certified Public Accountants Committee on Accounting Procedure. This Statement is effective for financial statements for periods beginning after December 15, 2011. Management does not believe that the implementation of this Statement will have a material impact on the Fund's financial statements.

In June 2011, the GASB issued statement number 63, *Financial Reporting of Deferred Outflows of Resources, Deferred Inflows of Resources, and Net Position*. This pronouncement requires the presentation of certain elements of the Statement of Net Position as deferred inflows and outflows of resources in accordance with Concepts Statement No. 4, *Elements of Financial Statements* for transactions that result in the consumption or acquisition of net assets in one period that are applicable to future periods. This statement is effective for financial statements for periods beginning after December 15, 2011, and earlier application is encouraged. Management is evaluating this pronouncement and, at a minimum, anticipates the retitling of the Statement of Plan Net Assets as the Statement of Plan Net Position.

GOVERNMENT OF GUAM RETIREMENT FUND

Notes to Financial Statements, continued

September 30, 2013 and 2012

(4) Summary of Significant Accounting Policies, continued

In June 2011 the GASB issued statement number 64, *Derivative Instruments: Application of Hedge Accounting Termination Provisions – an amendment of GASB Statement No. 53*. This Statement clarifies whether an effective hedging relationship continues after the replacement of a swap counterparty or a swap counterparty's credit support provider. This Statement sets forth criteria that establish when the effective hedging relationship continues and hedge accounting should continue to be applied. This Statement is effective for financial statements for periods beginning after June 15, 2011. Management does not believe that the implementation of this Statement will have a material impact on the Fund's financial statements.

In March 2012, the GASB issued statement number 65, *Items Previously Reported as Assets and Liabilities*. This Statement establishes accounting and financial reporting standards that reclassify, as deferred outflows of resources or deferred inflows of resources, certain items that were previously reported as assets and liabilities and recognizes, as outflows of resources or inflows of resources, certain items that were previously reported as assets and liabilities. This statement also provides other financial reporting guidance related to the impact of the financial statement elements, deferred outflows of resources and deferred inflows of resources, such as changes in determination of the major fund calculations and limiting the use of the term deferred in financial statement presentations. The Statement is effective for financial statements for periods beginning after December 15, 2012. Management is currently evaluating the impact, if any, this guidance will have on the Fund's financial statements.

In March 2012, GASB issued statement number 66, *Technical Corrections – 2012, an amendment of GASB statement number 10 and number 62*. This Statement amends statement number 10, *Accounting and Financial Reporting for Risk Financing and Related Insurance Issues*, by removing the provision that limits fund-based reporting of an entity's risk financing activities to the general fund and the internal service fund type. This Statement also amends statement 62 by modifying the specific guidance on accounting for (1) operating lease payments that vary from a straight-line basis, (2) the difference between the initial investment and the principal amount of a purchased loan or group of loans, and (3) servicing fees related to mortgage loans that are sold when the stated service fee rate differs significantly from a current servicing fee rate. The Statement is effective for financial statements for periods beginning after December 15, 2012. Earlier application is encouraged. Management does not believe that the implementation of this Statement will have a material impact on the Fund's financial statements.

GOVERNMENT OF GUAM RETIREMENT FUND

Notes to Financial Statements, continued

September 30, 2013 and 2012

(4) Summary of Significant Accounting Policies, continued

In June 2012, the GASB issued statement number 67, *Financial Reporting for Pension Plans – an Amendment of GASB Statement No. 25*. This Statement requires changes to the content of pension plans' financial statements and footnotes, as well as required supplementary information. The content of the financial statements will be revised to incorporate the changes required in Statements 63 and 65. The footnotes will provide more information about investments. The required supplementary information will provide more detail about the changes in net pension liability and investment rates of return. In addition, the Statement prescribes certain methods of computing net pension liability. The Statement is effective for periods beginning after June 15, 2013. Management is currently evaluating the impact, if any, this guidance will have on the Fund's financial statements.

In June 2012, the GASB issued statement number 68, *Accounting and Financial Reporting for Pensions*. Statement 68 replaces the requirements of Statement No. 27, *Accounting for Pensions by State and Local Government Employers* and Statement No. 50, *Pension Disclosures*, as they relate to governments that provide pensions through pension plans administered as trusts or similar arrangements that meet certain criteria. Statement 68 requires governments providing defined benefit pensions to recognize their long-term obligation for pension benefits as a liability for the first time, and to more comprehensively and comparably measure the annual cost of pension benefits. The Statement also enhances accountability and transparency through revised and new note disclosures and required supplementary information. The provisions of this Statement are effective for financial statements for periods beginning after June 15, 2014. Management is currently evaluating the impact, if any, this guidance will have on the Fund's financial statements.

In January 2013, GASB issued statement number 69, *Government Combinations and Disposals of Government Operations*. The Statement establishes accounting and financial reporting standards related to government combinations and disposals of government operations. Government combinations include mergers, acquisitions and transfers of operations. The Statement requires assets acquired and liabilities assumed to be measured at carrying values in a merger or in a transfer of operations, and at their acquisition values in an acquisition. The Statement requires disclosures to be made about government combinations and disposals of government operations so that financial statement users can evaluate the nature and financial effects of those transactions. The Statement is effective for financial statements for periods beginning after December 15, 2013.

GOVERNMENT OF GUAM RETIREMENT FUND

Notes to Financial Statements, continued

September 30, 2013 and 2012

(4) Summary of Significant Accounting Policies, continued

In April 2013, GASB issued statement number 70, *Accounting and Financial Reporting for Nonexchange Financial Guarantees*. This Statement requires governments that extend nonexchange financial guarantees to recognize a liability when it is more likely than not that the government will have to make a payment on that guarantee. In addition, the Statement requires a government that issued an obligation that is guaranteed in a nonexchange financial guarantee to report the obligation until legally released as an obligor. The provisions of this Statement are effective for financial statements for fiscal years beginning after June 15, 2013. Management believes that this statement does not apply to the Fund's financial statements.

In November 2013, GASB issued statement number 71, *Pension Transition for Contributions Made Subsequent to the Measurement Date--an amendment of GASB Statement Number 68*. The objective of this Statement is to address an issue regarding application of the transition provisions of Statement Number 68, *Accounting and Financial Reporting for Pensions*. The issue relates to amounts associated with contributions, if any, made by a state or local government employer or non-employer contributing entity to a defined benefit pension plan after the measurement date of the government's beginning net pension liability. This Statement will eliminate the source of a potential significant understatement of restated beginning net position and expense in the first year of implementation of Statement 68 in the financial statements of employers and non-employer contributing entities.

Depreciation

Depreciation is calculated using the straight-line method over the estimated useful lives of the assets, as follows:

Furniture and fixtures	3 years
Automobiles	5 years
Buildings	30 years
Improvements	5-10 years
Equipment	1-5 years

Administrative expenses include depreciation and amortization expense of \$139,577 and \$143,097, in 2013 and 2012, respectively.

GOVERNMENT OF GUAM RETIREMENT FUND

Notes to Financial Statements, continued

September 30, 2013 and 2012

(5) Deposit and Investment Risk Disclosure

The Governmental Accounting Standards Board issued Statement No. 40, *Deposit and Investment Risk Disclosures—an amendment of GASB Statement No. 3* in March 2003, with an effective date for fiscal years beginning after June 15, 2004. Cash and investments as of September 30, 2013 are classified in the accompanying statement of plan net assets as follows:

	<u>DB Plan</u>	<u>DC Plan</u>
Cash and cash equivalents	\$ 4,202,543	3,234,223
Common stocks	969,334,249	-
U.S. government securities	189,991,596	-
Corporate bonds and notes	166,735,779	-
Money market funds	49,016,947	-
Mutual funds	<u>156,848,845</u>	<u>340,405,495</u>
Total cash and investments	\$ <u>1,536,129,959</u>	<u>343,639,718</u>

Cash and investments as of September 30, 2012 are classified in the accompanying statement of plan net assets as follows:

	<u>DB Plan</u>	<u>DC Plan</u>
Cash and cash equivalents	\$ 3,398,096	1,504,138
Common stocks	831,846,693	-
U.S. government securities	202,542,843	-
Corporate bonds and notes	180,336,742	-
Money market funds	64,696,700	-
Mutual funds	<u>141,150,650</u>	<u>295,289,064</u>
Total cash and investments	\$ <u>1,423,971,724</u>	<u>296,793,202</u>

GOVERNMENT OF GUAM RETIREMENT FUND

Notes to Financial Statements, continued

September 30, 2013 and 2012

(5) Deposit and Investment Risk Disclosure, continued

Investments Authorized by the Guam Code Annotated and the Fund's Investment Policy

Investments that are authorized by the Guam Code Annotated and by the Fund's investment policy are described in Note 4 above. There are no maximum maturities set for investments, with the exception of cash and cash equivalents as specified in Note 4 above. The only limitation on the maximum percentage of the portfolio that may be invested in any one type is with international government or corporate bonds as specified in Note 4 above. The maximum percentage of each issue that may be made is five percent, as specified in Note 4 above.

Disclosures Relating to Interest Rate Risk

Interest rate risk is the risk that changes in market interest rates will adversely affect the fair value of an investment. Generally, the longer the maturity of an investment the greater the sensitivity of its fair value to changes in market interest rates. One of the ways that the Fund manages its exposure to interest rate risk is by purchasing a combination of shorter term and longer term investments and by timing cash flows from maturities so that a portion of the portfolio is maturing or coming close to maturity evenly over time as necessary to provide the cash flow and liquidity needed for operations.

Information about the sensitivity of the fair values of the Fund's investments (including investments held by bond trustee) to market interest rate fluctuations is provided by the following table that shows the distribution of the Fund's DB plan investments at September 30, 2013 by maturity:

<u>Investment Type</u>	<u>Remaining Maturity in Years</u>				<u>Total</u>
	<u>Less than 1</u>	<u>1 to 5</u>	<u>6 to 10</u>	<u>Greater than 10</u>	
U.S. Treasury securities	\$ 19,289,077	5,717,550	23,693,548	21,864,560	70,564,735
Federal Agency securities	-	7,216,459	23,783,290	88,427,112	119,426,861
Corporate bonds and notes	-	<u>42,153,562</u>	<u>61,369,529</u>	<u>63,212,688</u>	<u>166,735,779</u>
Totals	\$ <u>19,289,077</u>	<u>55,087,571</u>	<u>108,846,367</u>	<u>173,504,360</u>	<u>356,727,375</u>

GOVERNMENT OF GUAM RETIREMENT FUND

Notes to Financial Statements, continued

September 30, 2013 and 2012

(5) Deposit and Investment Risk Disclosure, continued

Investments with Fair Values Highly Sensitive to Interest Rate Fluctuations

The Fund's investments are typically made in corporate equities, U.S. Treasury obligations, and commercial paper. These types of investments are not more sensitive to interest rate fluctuations than as already indicated above. Investments that are highly sensitive to interest rate fluctuations include Federal agency securities with coupon multipliers that are reset frequently, mortgage-backed securities, and Federal agency securities with interest rates that vary inversely to a benchmark set quarterly.

The Fund has invested in mortgage backed securities, which are more sensitive to fluctuations in interest rates than already indicated in the information provided above. Such securities are subject to early payment in a period of declining interest rates. The resultant reduction in expected total cash flows affects the fair value of these securities and makes the fair values of these securities highly sensitive to changes in interest rates.

At September 30, 2013, the Fund held mortgage-backed securities valued at approximately \$103 million.

Disclosures Relating to Credit Risk

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

Presented below is the minimum rating required by (where applicable) the Guam Code Annotated and the Fund's investment policy, and the actual rating as of September 30, 2013 for each investment type.

<u>Investment Type</u>	<u>Minimum Legal Rating</u>	<u>Amount</u>	<u>Rating as of Year End</u>
U.S. Treasury securities	N/A	\$ 70,564,735	Exempt from disclosure
Federal agency securities	N/A	119,426,861	Exempt from disclosure
Money market funds	A-2	49,016,947	AAAm
Corporate medium term notes and U.S. Municipal Obligations	BBB	23,433,169	Aaa
		15,151,551	Aa1-Aa3
		60,792,914	A1-A3
		50,099,763	Baa1-Baa3
		<u>17,258,382</u>	Not rated/cash
		\$ <u>405,744,322</u>	

GOVERNMENT OF GUAM RETIREMENT FUND

Notes to Financial Statements, continued

September 30, 2013 and 2012

(5) Deposit and Investment Risk Disclosure, continued

Concentration of Credit Risk

The Fund's investment policy contains limits on the amount that can be invested in any one issuer. At September 30, 2013, the Fund did not hold any investments in any one issuer (other than U.S. Treasury securities, mutual funds, and external investment pools) that represents 5% or more of total Fund investments.

Foreign Currency Risk

Foreign currency risk is the risk that changes in foreign exchange rates will adversely affect the fair values of an investment or deposit. At September 30, 2013, the Fund held approximately \$7 million in corporate bonds issued by companies organized in various foreign countries.

The countries of incorporation and the dollar amount of the bonds issued were as follows at September 30, 2013:

Canada	\$ 3 million
Australia	2
Netherlands	<u>2</u>
Total	\$ <u>7</u> million

At September 30, 2013, the Fund held investments (generally U.S. dollar denominated ADRs) in corporate stocks issued by companies organized in various foreign countries. These ADRs are indirectly affected by fluctuations in currency exchange rates.

The market value of these investments at September 30, 2013 was approximately \$104 million. The functional currencies of the companies that issued the stocks (and the market value in millions of U.S. dollars) were as follows at September 30, 2013:

Euros	\$ 39 million
British Pound	18
Japanese Yen	16
Swiss Franc	10
Others – 7 countries	<u>21</u>
Total	\$ <u>104</u> million

GOVERNMENT OF GUAM RETIREMENT FUND

Notes to Financial Statements, continued

September 30, 2013 and 2012

(5) Deposit and Investment Risk Disclosure, continued

Custodial Credit Risk

Custodial credit risk for deposits is the risk that, in the event of the failure of a depository financial institution, a government will not be able to recover its deposits or will not be able to recover collateral securities that are in the possession of an outside party. The custodial credit risk for investments is the risk that, in the event of the failure of the counterparty (e.g., broker-dealer) to a transaction, a government will not be able to recover the value of its investment or collateral securities that are in the possession of another party.

The Guam Code Annotated and the Fund's investment policy contain legal requirements that limit the exposure to custodial credit risk for deposits and investments, as follows:

The Guam Code Annotated requires that a financial institution secure deposits made by Government of Guam agencies by pledging securities in: "(a) Treasury notes or bonds of the United States, or those for which the faith and credit of the United States are pledged for the payment of principal and interest, (b) any evidence of indebtedness of the government of Guam, (c) Investment certificates of the Federal Home Loan Bank, or (d) such other securities as may be ... approved by the Director of Administration and the Governor of Guam.". The fair market value of the pledged securities must be at least ten percent (10%) in excess of the amount of monies deposited with the bank.

Further, to address custodial risk, the Guam Code Annotated requires the custodian to have been in the business of rendering trust custody services for ten or more years, to be organized under the laws of the United States or a state or territory thereof, to have capital and surplus in excess of ten million dollars (\$10,000,000), and to be a member of the Federal Reserve System whose deposits are insured by the Federal Deposit Insurance Corporation. Regardless of the above, any locally chartered bank may act as custodian for the Fund.

(6) Related Party Transactions

At September 30, 2013 and 2012, GGRF was owed employer and member contributions, and interest and penalties receivable by various Government of Guam agencies. At September 30, 2013 and 2012, employer contributions receivable including the unfunded liability totaled \$6,238,609 and \$4,837,078, respectively; member contributions receivable totaled \$1,210,593 and \$1,093,491, respectively; and interest and penalties receivable totaled \$274,402 and \$231,896, respectively.

GOVERNMENT OF GUAM RETIREMENT FUND

Notes to Financial Statements, continued

September 30, 2013 and 2012

(6) Related Party Transactions, continued

At September 30, 2011, employer contributions receivable including the unfunded liability totaled \$21,445,116, member contributions receivable totaled \$4,656,699, and interest and penalties receivable totaled \$2,622,664.

A significant portion of the employer and member contributions receivable as of September 30, 2011 represent DB Plan amounts due from the Guam Department of Education (GDOE) and Guam Memorial Hospital Authority (GMHA) for various pay periods during the fiscal years ended September 30, 1988 through 2004.

Public Law 28-38, passed in June 2005, as amended by Public Law 29-19 in September 2007, required the General Fund to remit monthly “interest-only” payments to the GGRF, totaling \$192,955 and \$190,501 for GDOE and GMHA respectively, for the aforementioned receivables from GDOE and GMHA. The monthly payments were mandated to continue until the outstanding balances for these agencies are fully paid from a general obligation bond or other means.

The provisions of Public Law 28-38 were further amended by:

- P.L. 30-196, passed in September 2010, noted that the interest-only payments for GDOE and GMHA shall be equal to the outstanding liability multiplied by one twelfth of the most recent historical five (5) year average annual rate of return of the Defined Benefit (DB) Plan investment portfolio, inclusive of performance which yielded negative returns.
- P.L. 31-74, passed in June 2011, further amended Public Law 28-38 to increase the monthly remittance of interest-only payments to GGRF to include interest payments on:
 1. The contributions owed to GGRF as a result of the temporary reduction in the statutory employer contribution rate from 27.46% to 21.44%, for agencies receiving appropriations from *I Liheslaturan Guåhan* and for Federally-funded programs, between June 4, 2011 and September 30, 2011. In accordance with Public Law 31-74, the GGRF Board and the Governor of Guam entered into the “Health Insurance Bailout Agreement of FY2011”, reducing the contribution rate accordingly.
 2. The delinquent DB Plan employer contributions owed to GGRF by GMHA for various pay periods in fiscal year 2011.

During 2011, GMHA was also delinquent in the remittance of DC Plan employer and member contributions to GGRF for various pay periods.

GOVERNMENT OF GUAM RETIREMENT FUND

Notes to Financial Statements, continued

September 30, 2013 and 2012

(6) Related Party Transactions, continued

- In accordance with the Bailout Agreement, GMHA was required to remit to GGRF all of the savings arising from the reduction in the statutory employer contribution rate, for the payment of the delinquent contributions. GMHA was also required to remit additional GMHA funds as needed to ensure that the entire amount is remitted to GGRF by September 30, 2011.
- As of September 30, 2011, GMHA had a remaining balance on the delinquent contributions totaling approximately \$296,000. These delinquent contributions were fully paid by GMHA as of October 13, 2011.

During 2012, interest continued to accrue on the DB Plan receivables based on the provisions set forth in 4GCA 8137(c), which states that the Fund will impose interest at a rate equivalent to the average rate of return on its investments from the previous fiscal year and a 1% penalty for delinquent payments.

In addition, based on the DB Plan Investment Portfolio's rates of return for the preceding five years, GGRF's average rate of return was 5.84%. As such, the calculated "interest-only" payments due from GDOE and GMHA were significantly reduced. During the fiscal years ended September 30, 2012 and 2011, GGRF received interest-only payments pursuant to P.L. 28-38 totaling approximately \$765,000 and \$746,000 respectively.

In accordance with P.L. 31-74, "*I Maga'låhen Guåhan*" included the re-financing of the outstanding receivables (including interest and penalties) owed to GGRF in a 2012 General Obligation Bond issue. As such,

- On June 7, 2012, the Fund received \$24.8M from the General Fund representing full payment of prior years' receivables from GDOE and GMHA, and for receivables arising from the passage of Public Law 31-74 in June 2011.
- Of the \$24.8M, \$8.8M was allocated to GDOE and \$12.3M to GMHA. The remaining \$3.7M was allocated to other Gov Guam Agency receivables arising from P.L. 31-74.

At September 30, 2013 and 2012, contributions receivable (including the unfunded liability, the receivables arising from P.L.31-74, interest and penalties) totaled approximately \$3.4M and \$1.5M, respectively for GDOE, and \$469,000 and \$1.0M, respectively, for GMHA.

GOVERNMENT OF GUAM RETIREMENT FUND

Notes to Financial Statements, continued

September 30, 2013 and 2012

(7) Property, Equipment and Land

Property, equipment and land at September 30, 2013 and 2012 were as follows:

	<u>2013</u>	<u>2012</u>
Building	\$ 1,149,587	1,149,587
Improvements	713,770	707,771
Land	439,428	439,428
Equipment	451,217	451,217
Automobiles	23,523	23,523
Furniture and fixtures	15,887	15,887
Other	<u>7,000</u>	<u>7,000</u>
	2,800,412	2,794,413
Less: Accumulated depreciation	<u>(1,920,321)</u>	<u>(1,780,744)</u>
	<u>\$ 880,091</u>	<u>1,013,669</u>

(8) Supplemental Annuities and COLA Payments

Public Law 25-72, passed in September 1999, required the payment of supplemental annuities and cost of living allowances (COLA) to retirees. P.L. 25-72 also specified that these payments were an obligation of the employer and not of the GGRF. The cost of these benefits is to be paid through increased contributions over a period of twenty years.

The GGRF paid certain of these benefits on behalf of the General Fund and autonomous agencies, and collected certain amounts from the General Fund and from autonomous agencies. The excess of the amount paid out over the amount collected was recorded as "Supplemental/COLA benefits receivable" by the GGRF.

During fiscal year 1999, the Government of Guam appropriated \$12 million to pay for a portion of the \$31.4 million that the GGRF paid for supplemental annuities and COLA payments.

However, Public Law 25-122, passed in May 2000, reallocated the \$12 million appropriation collected by GGRF to regular employer contributions. Since the \$12 million reduced the receivable balance in fiscal year 1999, this reallocation resulted in a \$12 million increase in the receivable balance in fiscal year 2000. The offset was recorded as a reduction of employer contributions receivable from the Government of Guam for fiscal year 2000.

GOVERNMENT OF GUAM RETIREMENT FUND

Notes to Financial Statements, continued

September 30, 2013 and 2012

(8) Supplemental Annuities and COLA Payments, continued

Beginning in fiscal year 2000, the receivable for supplemental annuities and COLA payments is being reduced by a portion of the employer contributions received. The percentage used for fiscal years 2013 and 2012 was 1.2016% of covered payroll.

At September 30, 2013 and 2012, the GGRF had Supplemental/COLA benefits receivable of \$50,818,265 and \$56,350,125, respectively. Since the GGRF is simply acting as a paying agent for these benefits, the payment of the benefits and their subsequent collection should not increase or decrease plan net assets.

A history of the transactions follows (amounts rounded to the nearest hundred thousand):

Fiscal Year	Payment of Benefits by GGRF	Collections	Other	Balance
1999	\$ 31,400,000	\$ (4,500,000)	\$ (12,000,000)	\$ 14,900,000
2000	32,300,000	(4,300,000)	12,000,000	54,900,000
2001	34,000,000	(4,700,000)		84,200,000
2002	27,500,000	(3,600,000)		108,100,000
2003		(4,400,000)		103,700,000
2004		(7,200,000)		96,500,000
2005		(4,300,000)		92,200,000
2006		(4,600,000)		87,600,000
2007		(4,600,000)		83,000,000
2008		(5,000,000)		78,000,000
2009		(5,100,000)		72,900,000
2010		(5,300,000)		67,600,000
2011		(5,800,000)		61,800,000
2012		(5,500,000)		56,300,000
2013		(5,500,000)		50,800,000
	\$ 125,200,000	\$ (74,400,000)	\$ -	

(9) Early Retirement Incentive Program (ERIP)

Public Law 24-327, as amended by Public Laws 25-2, 25-3, 25-72, 25-74, 25-90, 25-98 and 25-99 became effective December 30, 1998. This law allowed GGRF members with at least 20 years of creditable service to retire and to purchase up to 5 years of creditable service.

Those electing to participate in the ERIP must pay the members' share of the required contribution, plus interest, based on their salary at the time they made the election.

GOVERNMENT OF GUAM RETIREMENT FUND

Notes to Financial Statements, continued

September 30, 2013 and 2012

(9) Early Retirement Incentive Program (ERIP), continued

Payments can be made in full or can be financed through deductions from annuities over a period not to exceed 15 years.

The time allowed for making the election and retiring was from December 30, 1998 to January 7, 2000. During this period, approximately eight hundred (800) members elected to participate in this program and signed promissory notes totaling nearly \$15 million. At September 30, 2013 and 2012, the amount owed under these notes was \$993,746 and \$2,290,473 respectively. There is a corresponding deferred revenue account to offset these notes receivable, since contribution income is recognized on a cash basis as amounts are collected from the retirees.

The government's share of these required contributions were fully paid as of September 30, 2011.

The receivable for the government's share of required contributions was being reduced by a portion of the employer contributions received. The statutory percentage for fiscal years 2013 and 2012 was 1.31% of covered payroll.

(10) Supplemental/COLA Benefit Owed by Government of Guam Agencies

All Government of Guam agencies are obligated to pay retirees for supplemental and COLA benefits. GGRF paid certain supplemental and COLA benefits for other Government of Guam agencies. GGRF will be reimbursed for these benefit payments; accordingly, these benefit payments are reflected as "Supplemental/insurance benefits advanced" in the accompanying statement of net assets.

At September 30, 2013 and 2012, the GGRF had \$3,511,711 in Supplemental/insurance benefits receivable from three Government of Guam agencies.

GOVERNMENT OF GUAM RETIREMENT FUND

Notes to Financial Statements, continued

September 30, 2013 and 2012

(11) Funded Status

As of the most recent actuarial valuation (September 30, 2012), the DB plan had the following funded status:

Actuarial value of assets	\$ 1,328,753,000
Actuarial accrued liability (AAL)	<u>2,811,400,000</u>
Unfunded actuarial accrued liability (UAAL)	\$ <u>1,482,647,000</u>
Funded ratio	47.26%
Annual covered payroll	\$ 470,695,000
UAAL as a percentage of covered payroll	315.0%

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

The projection of benefits for financial reporting purposes (AAL) does not explicitly incorporate the potential effects of legal or contractual funding limitations, if applicable.

(12) Risk Management

The Government of Guam Retirement Fund is subject to various risks in the normal course of operations. The Fund protects itself against such risks by purchasing liability insurance from a private company in Guam.

Further, the Fund purchases Directors and Officers Liability insurance from a private company in Guam to protect the Board of Trustees against liability for official actions they take in their capacities as Board members.

(13) Subsequent Events

The market value of the Fund's invested assets in the DB plan increased from \$1.532 billion at September 30, 2013 to approximately \$1.586 billion at December 31, 2013. This is an increase of \$54 million or about 3.5%. DC plan assets increased from \$340.0 million at September 30, 2013 to \$365.0 million at December 31, 2013. This is an increase of \$25 million or about 7.4%.

GOVERNMENT OF GUAM RETIREMENT FUND

Schedule of Funding Progress

September 30, 2013

Actuarial Valuation as of September 30	Actuarial Value of Assets	Actuarial Accrued Liability (AAL) Entry Age	Unfunded AAL (UAAL)	Funded Ratio	Covered Payroll	UAAL as a percentage of covered payroll
1991	\$ 532,031,000	\$ 1,151,610,000	\$ 619,579,000	46.2%	\$ 321,580,393	192.7%
1992	617,737,000	1,290,724,000	672,987,000	47.9%	345,240,093	194.9%
1993	703,443,000	1,429,839,000	726,396,000	49.2%	368,899,793	196.9%
1994	784,229,000	1,423,514,000	639,285,000	55.1%	362,944,815	176.1%
1995	865,014,000	1,417,190,000	552,176,000	61.0%	356,989,837	154.7%
1996	1,039,360,000	1,621,029,000	581,669,000	64.1%	373,494,919	155.7%
1997	1,213,706,000	1,824,868,000	611,162,000	66.5%	390,000,000	156.7%
1998	1,287,157,000	1,770,852,000	483,695,000	72.7%	407,550,000	118.7%
1999	1,346,205,000	2,096,617,000	750,412,000	64.2%	363,710,950	206.3%
2000	1,348,761,000	2,126,150,000	777,389,000	63.4%	374,551,304	207.6%
2001	1,265,001,000	2,333,862,000	1,068,861,000	54.2%	403,061,000	265.2%
2002	1,135,666,000	2,378,399,000	1,242,733,000	47.7%	395,967,000	313.8%
2003	1,206,911,000	2,614,840,000	1,407,929,000	46.2%	398,112,000	353.7%
2004	1,245,305,000	2,599,747,000	1,354,442,000	47.9%	365,592,000	370.5%
2005	1,293,564,000	2,583,366,000	1,289,802,000	50.1%	368,712,000	349.8%
2006	1,320,914,000	2,656,047,000	1,335,133,000	49.7%	389,786,000	342.5%
2007	1,448,655,000	2,682,118,000	1,233,463,000	54.0%	390,246,000	316.1%
2008	1,210,960,000	2,718,664,000	1,507,704,000	44.5%	425,781,000	354.1%
2009	1,294,604,000	2,738,765,000	1,444,161,000	47.3%	438,606,000	329.3%
2010	1,245,850,000	2,790,532,000	1,544,682,000	44.7%	444,061,000	347.9%
2011	1,264,080,000	2,906,899,000	1,642,819,000	43.5%	477,353,000	344.2%
2012	1,328,753,000	2,811,400,000	1,482,647,000	47.3%	470,695,000	315.0%

See accompanying independent auditors' report.

GOVERNMENT OF GUAM RETIREMENT FUND

Schedule of Employer Contributions

September 30, 2013

<u>Year ended September 30</u>	<u>Annual Required Contribution</u>	<u>Actual Employer Contribution</u>	<u>Percentage Contributed</u>
1991	\$ 83,988,000	\$ 51,612,000	61.5%
1992	88,187,000	54,111,000	61.4%
1993	94,552,000	59,117,000	62.5%
1994	99,280,000	80,965,000	81.6%
1995	67,650,000	66,904,000	98.9%
1996	71,187,000	68,969,000	96.9%
1997	67,521,000	81,546,000	120.8%
1998	61,929,000	81,877,000	132.2%
1999	63,985,000	96,134,000	150.2%
2000	52,463,000	85,831,000	163.6%
2001	75,494,000	73,386,000	97.2%
2002	75,906,000	78,087,000	102.9%
2003	98,630,000	63,486,000	64.4%
2004	115,978,000	63,388,000	54.7%
2005	123,958,000	70,658,000	57.0%
2006	117,041,000	85,771,000	73.3%
2007	113,207,000	76,973,000	68.0%
2008	116,063,000	86,806,000	74.8%
2009	107,009,000	92,921,000	86.8%
2010	129,196,000	101,232,000	78.4%
2011	122,105,000	111,527,000	91.3%
2012	129,838,000	113,876,000	87.7%

See accompanying independent auditors' report.

GOVERNMENT OF GUAM RETIREMENT FUND

Supplementary Schedule of Administrative and General Expenses

Years ended September 30, 2013 and 2012

	Defined Benefit <u>Plan</u>	Defined Contribution <u>Plan</u>	Total <u>2013</u>	Total <u>2012</u>
Salaries and wages	\$ 1,078,942	425,195	1,504,137	1,529,126
Third party administrator fees	-	689,940	689,940	650,967
Employer's retirement contribution	326,585	126,092	452,677	424,356
Computer program services/maintenance	218,700	24,300	243,000	243,000
Insurance	127,215	88,582	215,797	210,844
Legal fees	170,324	36,305	206,629	376,122
Bad debt related to notes receivable	139,717	-	139,717	141,192
Depreciation	105,627	33,950	139,577	143,097
Retiree supplemental/COLA	124,120	-	124,120	127,901
Utilities	55,761	56,104	111,865	102,497
Actuary fees	96,738	8,212	104,950	138,407
Repairs and maintenance	33,974	20,589	54,563	64,905
Travel and transportation	19,420	12,947	32,367	41,772
Postage	18,993	11,381	30,374	82,616
Audit fees	22,500	7,500	30,000	26,000
Proxy voting services	25,000	-	25,000	25,000
Training	15,274	6,286	21,560	17,947
Equipment rental	14,418	7,101	21,519	23,673
Printing and publications	17,233	3,741	20,974	43,955
Medicare contribution	14,674	5,723	20,397	20,699
Board of trustees expenses	10,385	6,163	16,548	18,385
Computers supplies and software	14,987	-	14,987	1,889
Office supplies	10,402	2,285	12,687	13,453
Communications	11,793	666	12,459	17,531
Miscellaneous	3,747	4,757	8,504	10,834
Medical exams	6,114	-	6,114	12,625
Medical consultant	3,187	-	3,187	6,625
	<u>\$ 2,685,830</u>	<u>1,577,819</u>	<u>4,263,649</u>	<u>4,515,418</u>

See accompanying independent auditors' report.

GOVERNMENT OF GUAM RETIREMENT FUND

Supplementary Schedule of Personnel Costs

Years ended September 30, 2013 and 2012

	<u>2013</u>	<u>2012</u>
Salaries and wages	\$ 1,504,137	\$ 1,529,126
Employer's retirement contribution	452,677	424,356
Medicare contribution	<u>20,397</u>	<u>20,699</u>
	<u>\$ 1,977,211</u>	<u>\$ 1,974,181</u>
Average number of employees	38	40
Average cost per employee	\$ 52,032	\$ 49,355

See accompanying independent auditors' report.

GOVERNMENT OF GUAM RETIREMENT FUND

Supplementary Schedule of Personnel Count - Public Law 28-150: Section 45

Years ended September 30, 2013 and 2012

	Full Time Employees		Total Salaries & Wages Expended
	During FY 2013	As of September 30, 2013	
Director's Office	3	3	\$ 149,019
Administrative Services	5	4	147,067
Accounting / Investments	18	17	761,092
Members and Benefits Services	13	11	446,959
	<u>39</u>	<u>35</u>	<u>\$ 1,504,137</u>

	Full Time Employees		Total Salaries & Wages Expended
	During FY 2012	As of September 30, 2012	
Director's Office	3	3	\$ 145,097
Administrative Services	6	6	157,257
Accounting / Investments	19	18	785,752
Members and Benefits Services	13	13	441,020
	<u>41</u>	<u>40</u>	<u>\$ 1,529,126</u>

See accompanying independent auditors' report.

GOVERNMENT OF GUAM RETIREMENT FUND

Supplementary Schedule of Other Receivables - Defined Benefit Plan

September 30, 2013 and 2012

	<u>2013</u>	<u>2012</u>
Benefit overpayments	\$ 494,138	\$ 620,561
Member rate differential	<u>164,045</u>	<u>191,851</u>
	<u>\$ 658,183</u>	<u>\$ 812,412</u>

See accompanying independent auditors' report.

GOVERNMENT OF GUAM RETIREMENT FUND

Supplementary Schedule of Receivables by Agency - Defined Benefit Plan

September 30, 2013

Agency	Supplemental/ COLA	Employer Contributions	Employer Contributions (Unfunded Liability)	Member Contributions	Interest & Penalties	Retiree Supplemental Benefits & Insurance	TOTAL
Department of Administration (General Fund)	\$ 50,818,265	697,313	1,020,683	230,046	254,354	1,972,414	54,993,075
Guam Memorial Hospital Authority	-	105,629	326,018	37,432	-	1,507,004	1,976,083
Guam Department of Education	-	1,083,350	1,968,134	345,207	19,983	-	3,416,674
Supreme Court of Guam	-	66,224	101,802	21,498	65	-	189,589
Port Authority of Guam	-	63,245	93,541	19,069	-	-	175,855
Guam Community College	-	52,922	79,591	17,301	-	-	149,814
Guam Housing & Urban Renewal Authority	-	20,711	26,242	8,171	-	-	55,124
Guam Power Authority	-	-	21	-	-	32,293	32,314
Guam Airport Authority	-	-	56	-	-	-	56
Total	<u>\$ 50,818,265</u>	<u>\$ 2,089,394</u>	<u>\$ 3,616,088</u>	<u>\$ 678,724</u>	<u>\$ 274,402</u>	<u>\$ 3,511,711</u>	<u>\$ 60,988,584</u>

See accompanying independent auditors' report.

GOVERNMENT OF GUAM RETIREMENT FUND

Supplementary Schedule of Receivables by Agency - Defined Benefit Plan

September 30, 2012

Agency	Supplemental/ COLA	Employer Contributions	Employer Contributions (Unfunded Liability)	Member Contributions	Interest & Penalties	Retiree Supplemental Benefits & Insurance	TOTAL
Department of Administration (General Fund)	\$ 56,350,125	676,598	830,520	235,448	212,610	1,972,414	60,277,715
Guam Memorial Hospital Authority	-	250,110	589,198	87,980	19,218	1,507,004	2,453,510
Guam Department of Education	-	531,483	862,121	178,907	-	-	1,572,511
Supreme Court of Guam	-	69,085	88,454	23,301	68	-	180,908
Port Authority of Guam	-	59,680	85,037	20,757	-	-	165,474
Guam Airport Authority	-	60,748	59,127	20,403	-	-	140,278
Guam Community College	-	51,435	67,253	18,025	-	-	136,713
Guam Housing & Urban Renewal Authority	-	15,490	25,648	5,351	-	-	46,489
Guam Power Authority	-	-	21	-	-	32,293	32,314
Guam Housing Corp	-	2,891	8,057	971	-	-	11,919
Guam Visitors Bureau	-	-	141	-	-	-	141
Total	\$ 56,350,125	\$ 1,717,520	\$ 2,615,577	\$ 591,143	\$ 231,896	\$ 3,511,711	\$ 65,017,972

See accompanying independent auditors' report.

**INDEPENDENT AUDITOR'S 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***

To the Board of Trustees
Government of Guam Retirement Fund:

We have audited, in accordance with the 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 the Government of Guam Retirement Fund as of and for the years ended September 30, 2013 and 2012, and the related notes to the financial statements, which collectively comprise the Government of Guam Retirement Fund's basic financial statements, and have issued our report thereon dated February 21, 2014.

Internal Control Over Financial Reporting

In planning and performing our audit of the financial statements, we considered the Government of Guam Retirement 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 Government of Guam Retirement Fund's internal control. Accordingly, we do not express an opinion on the effectiveness of the Government of Guam Retirement Fund's internal control.

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 a material misstatement of the entity's financial statements will not be prevented, or detected and corrected on a timely basis. 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.

Our consideration of internal control was for the limited purpose described in the first paragraph of this section and was not designed to identify all deficiencies in internal control that might be material weaknesses or, significant deficiencies. Given these limitations, during our audit we did not identify any deficiencies in internal control that we consider to be material weaknesses. However, material weaknesses may exist that have not been identified.

Compliance and Other Matters

As part of obtaining reasonable assurance about whether the Government of Guam Retirement 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*.

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. However, this report is a matter of public record and its distribution is not limited.



Tamuning, Guam
February 21, 2014