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The Regina Police Pension Plan



Annual Report &
Audited Financial Statements

December 31, 2013

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Message from the Chairperson



I am pleased to present the Annual Report for The Regina Police Pension Plan for the year ended December 31, 2013.

In this report you will find the following:

- a brief description of the benefits available to members of the Plan;
- membership information including the number of active and retired members, and changes in membership that occurred in 2013;
- the composition of the Administrative Board and its role as trustees and administrator of the Plan;
- how the Board conducts its business and fulfils its responsibilities to the members of the Plan;
- how the Plan's assets are invested and the returns for 2013;
- historical investment returns; and
- the annual financial statements for 2013, audited by KPMG LLP.

The Administrative Board last filed an actuarial valuation of The Regina Police Pension Plan as at December 31, 2009. At that time the Board elected to suspend solvency payments for three years as per section 36 of *The Pension Benefit Regulations, 1993*. As three years have passed since the last valuation was filed the Board was required to file a valuation as at December 31, 2012. Following are the valuation results on a going concern basis:

Going-Concern	(\$Millions)
Total Value of Assets (Smoothed)	\$241.4
Total Actuarial Liabilities	\$303.7
Unfunded Liability	(\$62.3)
Funded Ratio	79.5%

For the better part of three years the plan sponsor of The Regina Police Pension Plan (the Regina Board of Police Commissioners) has been engaged in discussions with the various member associations regarding the future status of the Plan. The groups met frequently and evaluated numerous options to ensure the ongoing viability of the Plan. On February 18, 2014, a new pension plan for the Regina Police Service was approved by the Regina Board of Police Commissioners. The Target Retirement Income Plan (TRIP) for the Regina Police Service will come into effect July 1, 2014, and pension benefits for service on or after that date will be accrued under this new plan. The existing Regina Police Pension Plan will be closed for new service effective June 30, 2014.

Over the course of the last number of years the Administrative Boards of the Regina Civic Employees' Superannuation & Benefit Plan, The Regina Police Pension Plan, the Regina Civic Employees' Long Term Disability Plan and the Casual Employees' Superannuation & Elected Officials' Money Purchase Pension Plan have expended considerable effort to improve the governance of the Plans. Among the initiatives to improve governance is to separate the administration of the Plans from the operations of the City of Regina. The Boards each passed a motion in the fourth quarter of 2013 to establish an administrative corporation, jointly owned by the Plans, to administer the Plans. It is expected that the corporation will assume the administrative duties of the Plans in 2014.

I would like to take this opportunity to thank the members of the Administrative Board for their contribution as well as the staff of the Pensions & Disability Administration Department for their support over the year.

A handwritten signature in blue ink, appearing to read "Bernie Eiswirth". The signature is written in a cursive, flowing style.

Bernie Eiswirth
Chairperson, The Regina Police Pension Plan

A number of changes were made to the asset portfolio of The Regina Police Pension Plan in 2013:

Global Equity

In 2012 the Administrative Board committed to focusing on several priorities, among them managed risk and investment returns. With this in mind the Board reviewed the current investment strategy and identified several opportunities to improve the expected risk adjusted returns of the Plan's investment.

Through this process it was determined that the global equity strategy in place no longer met the investment strategy of the Plan and the Board terminated their participation in those funds. In April 2013 the Plan began investing in the following funds:

Manager	Mandate	Fund
Franklin Templeton Institutional	Global Equity	Franklin Global Equity
Schroders Investment Management Ltd.	Global Equity	Global Equity Alpha
Hexavest Inc.	Global Equity	Hexavest World Fund

The Plan invests 8% of the total asset portfolio in each of the global equity funds indicated above for a total allocation to global equity of 24%.

Core Plus Bonds

On August 29, 2013 the Board adopted a new asset mix for the Police Plan which included the addition of the core plus bonds asset class. The Plan began investing in the TD *Emerald* Canadian Core Plus fund with TD Asset Management in September 2013. The entire 10% allocation was fulfilled by a corresponding decrease in the allocation to long bonds, leaving the overall allocation to equity versus fixed income unchanged.

Total members belonging to the Plan rose from 1,013 as of December 31, 2012 to 1,020 as of December 31, 2013. 2013 saw a decrease in new members enrolled in the Plan from 29 in 2012 to 20 in 2013 and a steady number of members terminating from the Plan with 10 in 2013 versus 11 in 2012. 2013 saw a slight increase in the number of new retirement pensions established, from 10 in 2012 to 14 in 2013. Pension quote activity was steady over the year with an overall number of pension quotes of 66 in 2013 versus 67 in 2012 and retirement quotes of 53 in 2013 versus 50 in 2012.

In 2013 the Board welcomed Ms. Louise Mohr who was appointed by the Board of Police Commissioners to sit as an observer.

In 2013 the Administrative Board developed a privacy policy to establish the framework for the collection, use, disclosure, retention and destruction of the personal information required for the administration of the Plan. The policy can be found on our website www.reginapensions.ca in the **Administration** area under *Plan Documents*.

Over the past year, the net assets available for benefits experienced an increase from a balance of \$248.2 million at the end of 2012, to a balance of \$269.5 million at the end of 2013. The Plan's pension obligations increased from a balance of \$288.2 million at the end of 2012 to \$300.0 million at the end of 2013, resulting in a deficit of \$30.5 million, a 24% decrease from 2012. Total invested assets of the Plan (including accrued income) were \$270.4 million. Contributions for the year were \$13.0 million, while total payments from the fund were \$18.6 million. Total payments included \$16.6 million in pension payments, \$576,000 in refunds and transfers for terminations plus \$1.4 million in administration and investment expenses. Net investment income for the year, including changes in fair value of investments, was 11.06% or \$27.1 million.

As a defined benefit pension plan, The Regina Police Pension Plan provides eligible members with a retirement income based on a formula that takes into account the member's earning history and length of service in the Plan. The Plan was established December 2, 1957, and was restated in its current form, as Schedule "A" of The Regina Police Pension Plan, effective January 1, 1992.

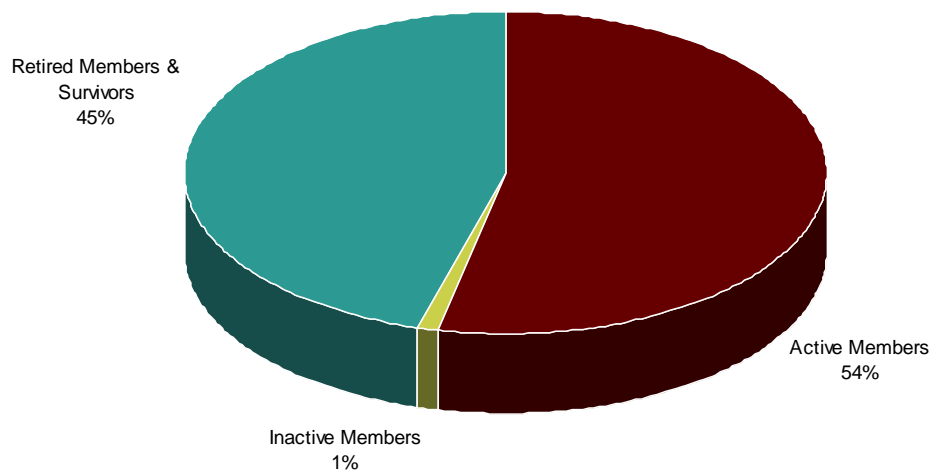
Some of the benefits of belonging to the Plan include:

- normal retirement at age 60 for Police members and age 65 for Civilian members;
- unreduced early retirement after 25 years of pensionable service or at age 55, regardless of service;
- a lifetime monthly pension based on the average of the highest three consecutive years of pensionable earnings multiplied by pension accrual factors of 1.26% up to the *Canada Pension Plan* Yearly Maximum Pensionable Earnings (YMPE) and 2.00% for earnings above the YMPE;
- a temporary bridge benefit of 0.74% of the average of the highest three consecutive years of pensionable earnings up to the YMPE payable to age 65 for members who meet unreduced early retirement requirements;
- annual cost of living adjustments at a rate of 1/2 of any increase in the *Consumer Price Index* (Canada) year over year to a maximum of 3.00% in any one year;
- vesting in the Plan after two years of continuous service;
- termination benefits and portability options;
- survivor benefits before and after retirement; and
- continued accumulation of service while on disability.

Plan members contribute 11.33% of pensionable earnings up to the YMPE and 12.83% on pensionable earnings above the YMPE. The employer contributes 11.83% on pensionable earnings up to the YMPE and 13.33% on pensionable earnings above the YMPE.

Plan membership includes 548 active members who are still working and contributing to the Plan, 13 inactive members who are no longer contributing to the Plan but are entitled to receive benefits upon retirement, and 459 retired members and survivors who are currently receiving a pension. During 2013, the Plan enrolled 20 new members, established 14 new retirement pensions, and 10 members terminated from the Plan.

Member Demographics



About the Plan

The operational activities of the Plan are performed by the Pensions & Disability Administration Department. The staff of the Pensions & Disability Administration Department provides assistance to members regarding their individual benefit entitlements. In 2013 the Department produced two newsletters, published in June and December.

In 2013 the department ran 66 pension quotes for Police Plan members including 53 retirement quotes, 9 termination quotes, and 4 other pension calculations. As part of the Board's objective for efficient and effective governance the Board formally adopted and measured the following service standards with regard to member service.

Member Service	Service Standard	Service Standard Met
Member Calculations:		
Retirement & Termination Estimates	10 Business Days	84%
Other Pension Calculations	15 Business Days	25%
Member Payments:		
Member Payments	1 Month	100%
Member Correspondence:		
Termination Option Letters	10 Business Days	100%
Death Option Letters (Active)	10 Business Days	n/a
Death Option Letters (Pensioner)	7 Business Days	100%

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To access additional information regarding the Plan, please visit our website located at www.reginapensions.ca

The Plan is governed by a Board of Trustees made up of six voting members, comprised of three employer representatives and three employee representatives. The employer representatives are appointed by the Board of Police Commissioners. The employee representatives are made up of two representatives appointed by the Regina Police Association, and one other appointed by the Senior Officers' Association.

The Board is required to meet at least quarterly and an affirmative vote of at least four members is required to pass any motion relating to the administration of the Plan.

The Administrative Board members during 2013 were:

Bernie Eiswirth, Chairperson

Mr. Eiswirth was appointed by the Regina Police Association in 1995 and has acted in the role of Chairperson or Vice-Chairperson for the past 13 years. Mr. Eiswirth retired from the Regina Police Service in January of 2001 and has held the position of Executive Officer of the Saskatchewan Federation of Police Officers for the past 13 years.

Councillor Wade Murray, Vice-Chairperson

Councillor Murray was appointed by the Board of Police Commissioners in 2006. He has owned several small businesses in Regina and has brought his family into the operation of his latest venture, Ultimate Insulation, to assist clients in the assessment of attic venting and insulation needs. Councillor Murray is active in many organizations including Canadian Blood Services, where he is a platelet donor. Councillor Murray serves on a number of boards and committees and is currently sitting for his fourth term on Regina City Council, representing the residents of Ward 6.

Mayor Michael Fougere

Mayor Fougere was appointed by the Board of Police Commissioners in 2013. He was elected as Mayor of Regina on October 24, 2012 after serving for five terms on City Council, representing the residents of Ward 4 in Southeast Regina. Mayor Fougere holds a Bachelor of Arts with Honours from St. Francis Xavier University, and a Masters of Science degree from the London School of Economics. He has lived and worked in several provinces, Asia and Europe and his career has focused on economic development. Mayor Fougere has previously served on the Board of Directors for Wascana Centre Authority, Saskatchewan Urban Municipalities Association, Tourism Regina and the Regina Downtown Business Improvement District.

Staff Sergeant Evan Bray

Staff Sergeant Bray was appointed by the Regina Police Association in 2010. He has been a member of the Regina Police Service for 19 years. Staff Sergeant Bray has been involved with the Regina Police Association for 17 years. He is currently the President of both the Regina Police Association and the Saskatchewan Federation of Police Officers. Staff Sergeant Bray also sits as the Saskatchewan Director on the Canadian Police Association.

Bob Watt

Mr. Watt was appointed by the Board of Police Commissioners in 2013. Prior to his retirement in 2010, Mr. Watt was City Leader for Deloitte in Regina. In his role as City Leader he was the senior representative of Deloitte on a day to day basis responsible for ensuring a team of 70 professionals in its public accounting practice embraced Deloitte ethical values and client service principles in the marketplace. In his practice he was responsible for a number of major private and public entities. Mr. Watt is also a Fellow of the Institute of Chartered Accountants of Saskatchewan.

Inspector Darren Wilcox

Inspector Wilcox was appointed in 2004 and currently sits on behalf of the Regina Police Senior Officers' Association. Inspector Wilcox is an Inspector with the Regina Police Service in charge of the Central District, Community Services.

Staff Sergeant Darrin McKechnie (Observer)

Staff Sergeant McKechnie was appointed in 2008 and has served in both an acting and observer role throughout the years. Staff Sergeant McKechnie also holds the position of Treasurer on the Regina Police Association Executive.

Pension Plan Governance

Louise Mohr (Observer)

Ms. Mohr was appointed by the Board of Police Commissioners in 2013 to sit as an observer. She is currently the Executive Director with the Regina Police Service.

Inspector Dean Rae (Observer)

Inspector Rae was appointed by the Regina Police Senior Officers' Association in 2012 to sit as an observer. He is currently an Inspector with the Regina Police Service and the Executive Officer to the Chief.

The Board met 6 times during 2012. Following is the Board Meeting attendance for each Member:

Trustee	Meetings Attended
Bernie Eiswirth	4
Councillor Wade Murray	5
Mayor Michael Fougere	3
Staff Sergeant Evan Bray	5
Bob Watt	5

Trustee	Meetings Attended
Inspector Darren Wilcox	6
Staff Sergeant Darrin McKechnie	4
Louise Mohr	4
Inspector Dean Rae	4

A pension plan represents the combined retirement assets of its membership. The value of the benefit earned is often the largest financial asset belonging to any given member and forms the basis of their livelihood in retirement. As a result, plan beneficiaries and the law demand that those charged with administering a pension plan conduct their affairs to the highest standards.

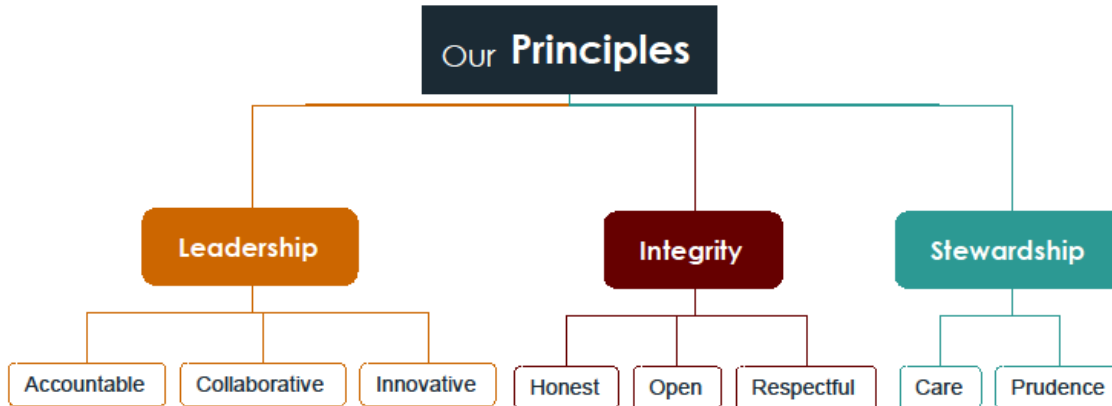
In law, the standard by which those charged with administering a pension plan are measured is that of the fiduciary. By its very nature the fiduciary duty is owed solely to the beneficiaries and paramount to earning their confidence and trust. Confidence and trust are earned over time and lost in an instant. They are earned through adherence to legislation and sound business decisions. More importantly, confidence and trust are earned each day through how an organization conducts its business.



Left to Right: Inspector Darren Wilcox, Staff Sergeant Evan Bray, Bernie Eiswirth, Bob Watt, Staff Sergeant Darrin McKechnie

Not Pictured: Mayor Michael Fougere, Councillor Wade Murray, Inspector Dean Rae, Ms. Louise Mohr

To build confidence and trust, the Board has identified three primary principles that underlie what they do. From the core formed by the duty to the beneficiaries the Board conducts their business based on three primary principles; Leadership, Integrity and Stewardship.



Leadership

We are passionate about people and driven to inspire and motivate ourselves and others. As Leaders we are:

- **Accountable** – Leaders hold themselves and others accountable for actions, results, successes and failures.
- **Collaborative** – Leaders recognize the value of working together, towards common goals, and understand that the whole is greater than the sum of its parts.
- **Innovative** – Leaders encourage creativity and understand that innovation requires being different.

Integrity

We understand that trust is earned through actions and consistently act with candour and in good faith. We are:

- **Honest** – We are truthful, accurate and straight forward in all of our dealings.
- **Open** – We conduct ourselves in an open and transparent fashion.
- **Respectful** – We treat everyone with respect and dignity.

Stewardship

We are the custodians of one of the largest assets our members have. As stewards we are:

- **Careful** – We fully employ the knowledge and skills that we individually and collectively possess to diligently balance risk and opportunity.
- **Prudent** – We are judicious and cautious (in practical affairs).

Administrative Board Responsibilities

1. Compliance With Legislation

The Board ensures the Plan is administered in compliance with all appropriate legislation and benefits are paid appropriately to members. The Plan must comply with legislation under *The Pension Benefits Act, 1992* (Saskatchewan), *The Pension Benefits Regulations, 1993* (Saskatchewan), and the *Income Tax Act*.

2. Pensions & Disability Administration Department

The Pensions & Disability Administration Department reports to the Board on all aspects of plan administration. The Board reviews the performance of the department on an ongoing basis and ensures that reports provided to the Board are appropriate and adequate to meet their fiduciary duties.

3. Annual Financial Statements

The Board ensures that the annual financial statements for the Plan are prepared, an annual audit is conducted of the Plan, and the results filed with the regulatory authorities. The current auditors for the Plan are KPMG LLP and the statements audited by them are included in this report. In addition, Annual Returns must be filed with the Superintendent of Pensions and Canada Revenue Agency.

4. Pension Plan Funding and Valuations

The Board must ensure the Plan is able to meet the pension obligations as they occur and ensure the long-term solvency of the Plan. A valuation of the Plan is required at least every three years and must be filed with the Superintendent of Pensions and Canada Revenue Agency. The purpose of the valuation is to provide an actuarial estimate of the present value of the Plan's liabilities and assets plus determine whether the assets are adequate to meet the obligations or a contribution increase is required. The Plan is considered solvent when the present value of the assets exceeds the actuarial estimate of the Plan liabilities. The Plan's current actuary is AonHewitt.

5. Custody of Plan Assets

The Board must ensure all monies due to the Fund are kept separate and apart from other funds of the employers. This is accomplished by hiring a fund custodian to ensure the money is kept separate from the employer's funds and is only used for pension purposes. In addition to holding the Plan's securities, the custodian is required to verify that any transfer requested by those involved with the Plan complies with the Plan's rules and governing legislation. The current custodian is Northern Trust, Institutional and Investor Services.

6. Fund Management

The Board is responsible for making investments in accordance with the investment requirements contained in *The Pension Benefits Act, 1992* (Saskatchewan) and other relevant legislation. The activities the Board performs to fulfill this responsibility include regular reviewing of investment activities, ensuring compliance with the Statement of Investment Policies & Procedures and monitoring investment results.

7. Risk Management

The Board defines risk and outlines appropriate risk management practices. The Board must work with the Administration to identify the principal risks to the Plan and set an overall risk budget. The Board provides direction with regards to risk objectives and approach to risk management through its policies, and provides guiding principles for risk tolerance.

8. Performance Measurement

The Board ensures the various investment managers are managing the fund assets in an appropriate manner and in compliance with the Statement of Investment Policies & Procedures.

Administrative Board **Responsibilities**

9. Policy Documents

To support the objectives of the Plan the Board has developed and implemented the following policies:

- Administration Policy
- Code of Conduct
- Communication Plan
- Funding Policy
- Privacy Policy
- Procedural Rules
- Purchasing Policy
- Risk Management Framework
- Statement of Investment Policies & Procedures
- Travel Policy
- Trustee Education Policy

Why do we exist?

We exist to provide secure and affordable retirement benefits.

What do we want to accomplish?

- Efficient & Effective Governance
- Managed Risk & Returns
- Financial Sustainability
- Engaged Sponsors and Members

Efficient & Effective Governance

Governance is the process used for decision-making and the process by which decisions are implemented, or not. Governance is about achieving desired results, in the right way, and it is the cornerstone of every organization. Governance is multi faceted with elements that are legislated, elements that are agreed to, elements that are historic and elements that are self determined. Some are outside the control of an organization and can only be changed through influence. Those within the control of an organization can be moulded by and evolve with an organization.

We understand that governance is the cornerstone of every organization and recognize that in order to fulfill our duty we must continually seek ways to improve how decisions are made and implemented. Where we have the authority to change and improve, we will. Where we do not we will collaborate with and influence those who have the authority to change and evolve. All with an eye to building governance practices that permit efficient and effective decision making.

Initiative	Actions	Outcomes	Targets & Measures
Formal Planning	<ol style="list-style-type: none"> 1) Establish & implement planning cycle 2) Define, measure and manage to relevant metrics 	<ol style="list-style-type: none"> 1) Planning meeting & discussions 2) Establish relevant metrics 	<ol style="list-style-type: none"> 1) Planning meeting held in 2012 <ul style="list-style-type: none"> • Another will be held in 2014 2) Metrics established in 2012 <ul style="list-style-type: none"> • risk appetite • investment returns • service level standards
Organization	<ol style="list-style-type: none"> 1) Independent, focused on managing pension and disability plans 2) Appropriate structure 3) Development & deployment of human resources 	<ol style="list-style-type: none"> 1) Establish an independent entity 2) Review organization structure <ul style="list-style-type: none"> • determine needs • re-allocate staff • adapt to fit 3) Staffing gaps identified and filled <ul style="list-style-type: none"> • succession plan • development 	<ol style="list-style-type: none"> 1) Business Plan adopted Q4 2013 <ul style="list-style-type: none"> • target implementation date 07/2014 2) See above 3) Staffing changes completed Q2 2012 <ul style="list-style-type: none"> • all areas are staffed • gaps in some positions remain

Efficient & Effective Governance (continued)

Initiative	Actions	Outcomes	Targets & Measures
Policy & Procedure	1) Allocation of duties	1) Develop & implement a full suite of policies and procedures which include clear delegation	1) Major gaps & opportunities identified by 2013 <ul style="list-style-type: none"> • Pension Administration Policy
	2) Continuous evolution	2) Review cycle established <ul style="list-style-type: none"> • institutionalized 	2) 50% reviewed annually/100% triennially <ul style="list-style-type: none"> • 5 of 10 reviewed • Privacy Policy developed & adopted • Procedural Rules updated

Managed Risk & Return

Risk is the possibility that outcomes will deviate from expectations. It can have both positive and negative impacts and cannot be eliminated. Risk is a requirement for value creation and progress. Where there is no risk there is no reward. At the same time, the greater the potential reward, the less probable receiving that reward becomes. There are a multitude of risks in this world. Some are highly probable and have a great impact. Others are highly improbable with only minor impact. All are relative and must be evaluated in that context.

We seek to find an appropriate balance between the desired reward and the acceptable level of risk. Risks are taken knowingly, with an understanding of the associated implications, both positive and negative. We understand the level of return we require from each decision and the level of risk we are willing to take to achieve that reward and use that knowledge to manage risk and return in a responsible and prudent manner.

Initiative	Actions	Outcomes	Targets & Measures
Risk Aware	1) Review and identify policy & procedure gaps and opportunities	1) Full suite of policy and procedures	1) Major gaps & opportunities identified by 2013 <ul style="list-style-type: none"> • developed & implemented by 2015 • internal control review completed & delivered to Boards • recommendations adopted
	2) Continuous evolution of policy and procedure	2) Review cycle established <ul style="list-style-type: none"> • institutionalized 	2) 50% reviewed annually/100% triennially <ul style="list-style-type: none"> • 5 of 10 reviewed • Privacy Policy developed & adopted • Procedural rules updated

Managed Risk & Return (continued)

Initiative	Actions	Outcomes	Targets & Measures
Risk Aware (continued)	3) Risk reduction and re-risking strategies	3) Funded level triggers risk tolerance relative to funding	3) Risk reduction component determined & implemented 2012 <ul style="list-style-type: none"> re-risking strategy developed & implemented 2014
Asset Liability Management	1) Liability monitoring	1) Liability proxy <ul style="list-style-type: none"> liability models annual actuarial valuations 	1) Implemented 2012 <ul style="list-style-type: none"> models built & implemented 2013 management & regulatory valuation structure implemented 2013 valuations completed on all plans
	2) Develop & implement a matching asset glide path	2) Fixed income portfolios reflect plan liabilities	2) Development of a liability benchmark <ul style="list-style-type: none"> liability benchmark added to Statement of Investment Policies & Procedures in Q3 2013 initial investment in core plus bonds in Q3 2013 overlay strategy available 2014 funding trigger based
	3) Investment portfolio evolution	3) Portfolios evaluated relative to liabilities	3) Changes implemented by 2014 <ul style="list-style-type: none"> Global equity portfolio completed private equity commitment completed
	4) Investment manager evaluation	4) Guidelines & standards	4) Standards determined & formalized 2013 – under review
Consultant Reviews	1) Periodic formal reviews and/or RFP	1) Report delivered to the Boards including any recommended changes	1) Plan auditor reviewed <ul style="list-style-type: none"> RFP completed in 2012 KPMG appointed for 2012 through 2016
Education & Training	1) Board & Staff training & education	1) Education focused on: <ul style="list-style-type: none"> alternative investments asset/liability management governance pensions 	1) Annual education day held in 2013 <ul style="list-style-type: none"> governance legal private equity

Managed Risk & Return (continued)

Initiative	Actions	Outcomes	Targets & Measures
Employee Compensation	1) Compensation survey	1) Compensation in line with industry & job function <ul style="list-style-type: none"> • base line for moving forward 	1) 60 th percentile target compensation <ul style="list-style-type: none"> • completed Q2 2012 • not implemented – pending independent administration corporation
	2) Development of compensation plan	2) Structure to move forward with independent entity	2) Independent administration corporation <ul style="list-style-type: none"> • implemented late 2014/early 2015
	3) Independent entity	3) Separation from City of Regina <ul style="list-style-type: none"> • establish an independent entity 	3) Key business areas operate outside of City of Regina <ul style="list-style-type: none"> • business plan adopted Q4 2013 • target implementation 07/2014

Financial Sustainability

The single biggest challenge facing defined benefit pension plans today is the sustainability of the model in the current market environment. Sustained low interest rates and volatile investment returns over the last decade plus have resulted in funded levels that are uncomfortably low. These factors combined with benefit designs that were never intended to be flexible have forced all stakeholders to rethink the approaches that have been used.

Pension plans can no longer be considered an asset business. They require a more balanced approach that considers and understands the liabilities of the plan, anticipates the evolution of those liabilities and invests in a manner that will meet those obligations.

Initiative	Actions	Outcomes	Targets & Measures
Funding Driven Decision Making	1) Develop policies outlining decision making by funded status.	1) Investment policies outlining actions to be taken based on funded level	1) Fixed income changes driven by funded status <ul style="list-style-type: none"> • fixed income overlay to be adopted • expected implementation 2014 • risk budget developed and implemented 2013 • actuarial margins outlined 2013
Plan Design	1) Pursue changes to defined benefit plans	1) Concerns and/or opportunities as it relates to plan design	1) Signed agreements for changes to defined benefit plans in 2014 <ul style="list-style-type: none"> • ongoing discussions with plan sponsors implemented 2014

Engaged Sponsors & Members

The sponsors of the various plans managed by the Pensions & Disability Administration Department depend on the plans to provide a valuable benefit to their employees. Those same employees, who comprise the membership of the plans, rely on the benefit to provide piece of mind today and a comfortable retirement when that day comes. It is therefore vital that an ongoing dialogue with both groups takes place.

In the case of the various plan sponsors, discussions must take place on a regular basis to ensure that all understand the wants and needs of each other as well as to provide insight into the plans being administered. Plan members will better understand their benefit, and hold it in high regard, if they receive factual information that provides insight into their benefit in a timely and accurate manner.

We seek to initiate open, honest and frank communication with both groups in a manner that is appropriate for them. We understand that both sponsors and members have a need and desire to not only be informed but also provide their feedback.

Initiative	Actions	Outcomes	Targets & Measures
Consistent Candid & Focused Communication	1) Develop supportive policies & processes	1) Revised Communication Plan <ul style="list-style-type: none"> • regular discussions regarding approach(s) 	1) Implemented 2012 <ul style="list-style-type: none"> • annual discussion included in planning
Technology	1) Implement technologies that can be used to assist in engaging employees	2) Independent Web site <ul style="list-style-type: none"> • benefit calculators • employer data transfer • self service options • secure portals 	2) Web site complete by 2012 <ul style="list-style-type: none"> • complete • complete • Q2 2014 • 2014

The Administrative Board of The Regina Police Pension Plan recognizes the importance of education to the successful fulfillment of the fiduciary duty to the members of the Plan. To that end, the Board has developed the Trustee Education Policy based on the following principles:

- (a) Board members are required to make policy decisions to facilitate the administration of the Plan;
- (b) Board members have an obligation to participate in Board meetings in a meaningful way; and
- (c) a unique body of knowledge is required to carry out the roles and responsibilities of the Board.

The Trustee Education Policy requires that, in addition to basic education obtained within the first three years of becoming a Trustee:

- (a) new Trustees must attend a minimum of 20 hours of educational opportunities on an annual basis; and
- (b) senior Trustees must attend a minimum of 30 hours of educational opportunities on an annual basis.

The following Administrative Board members attended conferences and seminars for educational opportunities that were paid by the Fund:

Trustee	Conference/Seminar	Date	Location	Hours
Bernie Eiswirth	CFA Forecast Dinner	Jan 24	Regina, SK	3
	25 th Annual Police, Fire & Municipal Employees Pension Benefits Seminar	Feb 17-19	Las Vegas, NV	20
	CPBI Saskatchewan Regional Conference	Apr 16-17	Saskatoon, SK	20
	2013 ACPM National Conference	Sep 10-12	Ottawa, ON	30
	Total Expenses	\$6,261	Total Hours	73
Councillor Wade Murray	Tale of Two Cities: Rapid Urban Growth	Feb 21	Regina, SK	10
	FCM Annual Conference	May 30-Jun 4	Vancouver, BC	40
	Trustee Education Workshop	Oct 28	Lumsden, SK	10
	Regional Planning Summit for Growth	Nov 4-5	Regina, SK	10
	Total Expenses	\$0*	Total Hours	70
Bob Watt	CFA Forecast Dinner	Jan 24	Regina, SK	3
	Franklin Templeton Investment Forum	Jun 4-6	New York, NY	20
	Trustee Education Workshop	Oct 28	Lumsden, SK	10
	Total Expenses	\$1,343	Total Hours	33
Inspector Darren Wilcox	CFA Forecast Dinner	Jan 24	Regina, SK	3
	Northleaf Annual General Meeting	Apr 17-19	Toronto, ON	30
	Franklin Templeton Investment Forum	Jun 4-6	New York, NY	20
	Trustee Education Workshop	Oct 28	Lumsden, SK	10
Total Expenses	\$3,160	Total Hours	33	
Staff Sergeant Darrin McKechnie	Franklin Templeton Investment Forum	Jun 4-6	New York, NY	20
	Total Expenses	\$2,208	Total Hours	20
Louise Mohr	TDAM Sharing of Knowledge	Apr 10	Regina, SK	2
	Trustee Education Workshop	Oct 28	Lumsden, SK	10
	Total Expenses	\$0*	Total Hours	12
Inspector Dean Rae	TDAM Sharing of Knowledge	Apr 10	Regina, SK	2
	Trustee Education Workshop	Oct 28	Lumsden, SK	10
	Total Expenses	\$0*	Total Hours	12

Education & Training

The expenses above show total costs per member. In the event a Trustee sits on more than one Administrative Board, education and training expenses are shared with the other Plans.

** Some Trustees are able to attend training and education events as a result of professional standards, employment requirements or personal interests at no cost to the Plan.*

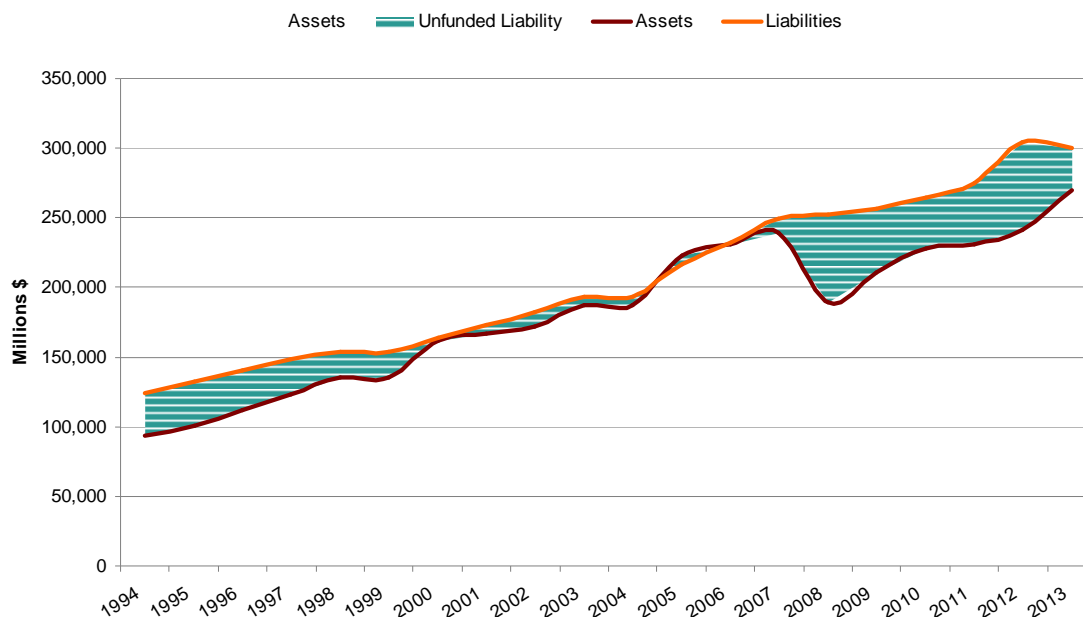
Year End Financial Position

As at December 31, 2013 the Plan had net assets available for benefits of \$269.5 million. Net assets consist of investments at market value of \$270.1 million plus other assets of \$358,000, accrued income receivable of \$239,000, and accounts receivable of \$2,000, less accounts payable of \$1.2 million.

Pension obligations were \$300.0 million at December 31, 2013.

The Plan deficit, as of December 31, 2013, was \$30.5 million.

20-Year Assets & Liabilities



There are four main factors that contribute to the size of the asset base of the Plan. These factors are the investment income earned over the year, the contributions made to the Plan by the employer and employees, the Plan's administration and investment expenses, and the benefit payments made to pensioners. Investment income, contribution revenues, and benefit payments & expenses over the last ten years are shown below:

For The Year Ending	Investment Income / (Loss) (\$ Millions)	Revenue From Contributions (\$ Millions)	Benefit Payments & Expenses (\$ Millions)
2013	27.1	13.0	(18.6)
2012	22.6	12.0	(17.7)
2011	8.3	11.6	(17.7)
2010	23.0	10.5	(16.4)
2009	31.2	9.9	(15.6)
2008	(45.3)	9.5	(14.7)
2007	5.7	8.6	(14.0)
2006	28.0	8.4	(13.1)
2005	30.0	8.0	(12.3)
2004	21.5	7.7	(11.7)

Investment of the Fund

The Police Pension Administrative Board oversees the investments of The Regina Police Pension Plan in accordance with the Statement of Investment Policies & Procedures. The Statement of Investment Policies & Procedures addresses such issues as investment objectives, risk tolerance, asset allocation, permissible asset classes, investment diversification, liquidity requirements, expected rates of return and other issues relevant to the investment process, thereby establishing a framework within which all the investment managers must operate. The primary objectives of the investment policy are to:

- meet the pension obligations as they occur and to ensure the long-term solvency of the Plan;
- achieve a real rate of return in excess of 4.40% over a rolling four-year period; and
- earn the stated performance objective for each asset class over a rolling four-year period.

The investment policy is reviewed annually and updated when necessary to ensure that it continues to meet legal standards and the investment requirements of the membership.

The Regina Police Pension Plan measures investment performance against two primary criteria:

1. A custom benchmark consisting of the indices that best represent each asset class:

Asset Class	Total Fund Benchmark
Canadian Equities	S&P/TSX 300 Index
U.S. Equities	S&P 500 Index (CAD)
Global Equities	MSCI World GD
Private Equities	MSCI World Index (CAD) + 3%
Canadian Long Bonds	DEX Long Bond Index
Core Plus Bonds*	DEX Universe Bond Index
Real Return Bonds	DEX Real Return Bond Index
Real Estate	IPD Canadian Property Index

**Core portfolio of investment-grade bonds that may include a small portion of instruments with greater risk and greater potential return, such as high-yield and global bonds.*

The benchmarks for equity and fixed income were selected because all are publicly-traded and readily investible indices. With respect to real estate, an industry-recognized benchmark is used. Private equity is measured against the MSCI World Index +3% to reflect the global nature of the private equity program and the expected long term return over public markets.

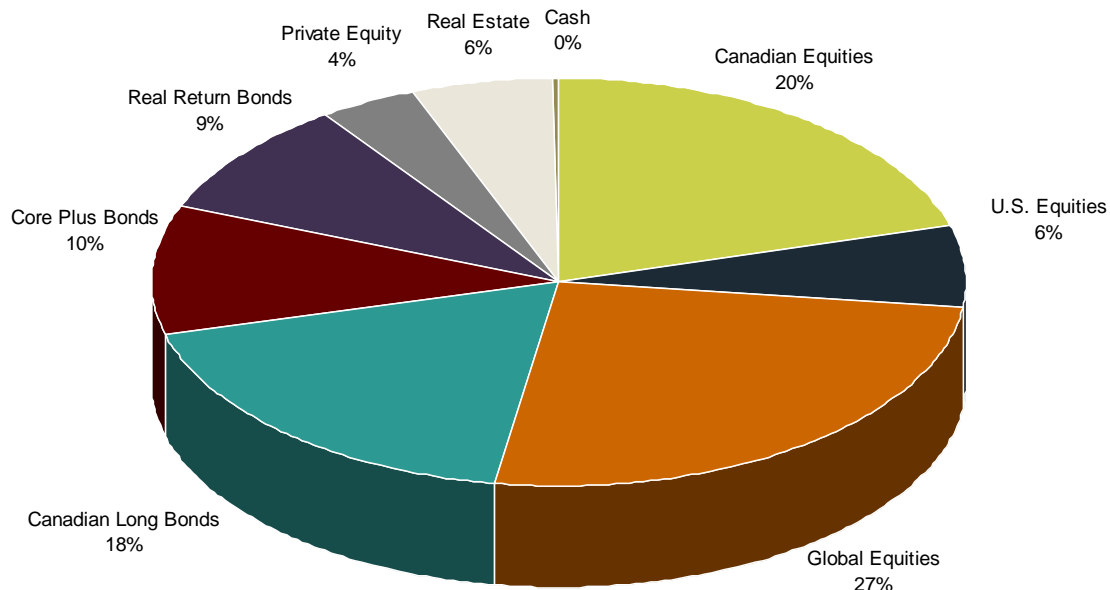
2. Inflation adjusted return of greater than 4.40% (greater than the Consumer Price Index (CPI) by 4.40%).

The Plan does not manage currency within the portfolios, preferring to take a longer term approach that currencies will fluctuate in the short term, but will achieve some equilibrium over time.

Total invested assets of The Regina Police Pension Plan (including accrued income) at December 31, 2013 were \$270.4 million.

The Plan's assets are invested across several asset classes and with multiple investment managers to reduce the overall risk to the Plan. By spreading the investments out among different types of assets, different geographical areas and different investment styles, the overall risk to the Plan is reduced and the returns of the Plan become less volatile.

Asset Class Allocation



The table below provides the current asset allocation policy of The Regina Police Pension Plan. The actual allocation at December 31, 2013 was 52.51% in Equities, 37.86% in Fixed Income, and 9.35% in Alternative Assets. The remaining 0.28% was held in Cash.

Asset Class	Total Fund	Actual % Allocation	Min %	Target % Allocation*	Max %
Equities:					
Canadian Equities	S&P/TSX 300 Index	20.46	15	20	30
U.S. Equities	S&P 500 Index (CAD)	6.45	3	6	9
Global Equities	MSCI World GD	25.60	19	24	29
Total Equities:		52.51		50	
Fixed Income:					
Canadian Long Bonds	DEX Long Bond Index	18.35	15	20	25
Core Plus Bonds	DEX Universe Bond Index	10.38	0	10	15
Real Return Bonds	DEX Real Return Bond Index	9.13	5	10	15
Total Fixed Income:		37.86		40	
Alternative Assets:					
Private Equity	MSCI World Index (CAD) + 3%	3.69	0	5	10
Real Estate	IPD Canadian Property Index	5.66	3	5	7
Total Alternative Assets:		9.35		10	
Cash:		0.28	n/a	n/a	n/a
Total Fund:		100.0		100	

As the performance of individual managers and markets move the assets in the fund away from the normal strategic positions, the assets are rebalanced to bring the fund back within the parameters of the current strategic asset allocation policy set by the Administrative Board. Such rebalancing is achieved through directed cash flow or by actively transferring funds among managers when specified trigger points are reached.

Investment of the Fund

The actual management and asset allocation structure of The Regina Police Pension Plan as at December 31, 2013 is shown below:

Asset Class	Manager	Start Date	Amount* (\$ Thousands)	% Of Holdings
Equity Pool:				
Canadian Equities	Greystone Managed Investments	1998	28,080	10.39
	Scheer Rowlett & Associates	2008	27,241	10.07
U.S. Equities	TD Asset Management	1998	17,445	6.45
Global Equities	Franklin Templeton Institutional	2013	22,620	8.36
	Hexavest Inc.	2013	23,989	8.88
	Schroders Investment Management Ltd.	2013	22,607	8.36
	Total Equity Pool:		141,982	52.51
Fixed Income Pool:				
Canadian Long Bonds	TD Asset Management	1998	49,637	18.35
Core Plus Bonds	TD Asset Management	2013	28,064	10.38
Real Return Bonds	Internal	n/a	24,690	9.13
	Total Fixed Income Pool:		102,391	37.86
Alternatives:				
Private Equities	NorthLeaf Capital Partners	2010	4,084	1.51
	Hamilton Lane	2011	5,883	2.18
Real Estate	Greystone Managed Investments	1998	15,309	5.66
	Total Alternatives:		25,276	9.35
Cash:	n/a	n/a	768	0.28
Total Fund:			270,417	100.00

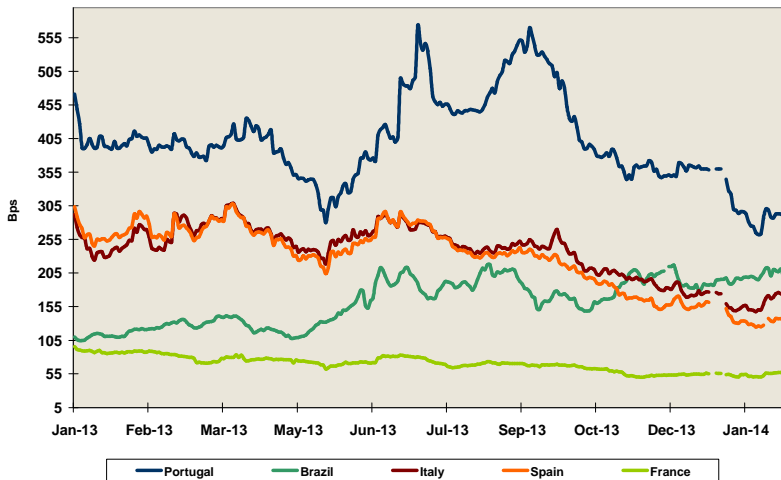
**Amount includes small cash balances held by each manager within their investment portfolio as well as accrued income.*

Most economists and market strategists predicted a “muddle along” for 2013, expecting flat equity markets for 2013. Protagonists pointed out the exhaustion of equity markets after sixty months of long bull cycle, rich valuations, high corporate margins, lack of business investments and plateauing sales. The year saw the risk of Europe relapsing into recession, the property bubble burst and shadow banking in China, inflation in emerging markets, the U.S. fiscal cliff and the state of the U.S. labour market. In 2013 the global economy grew at its fastest pace in nearly three years, signalling steady if unspectacular expansion of roughly 3% annualized, according to estimates by the International Monetary Fund (IMF). Aided by global manufacturing activity, global growth accelerated markedly in the latter half of the year after nearly stalling in early 2013. Services sector growth also picked up alongside an upturn in global trade flows, with global export business quickening to its strongest pace since 2011.

Most U.S. economic indicators were positive in 2013 and the U.S. economy beat the consensus estimate. Growth was driven by investment in inventory and corporate profits. Government consumption, which substituted for private consumption during the height of the financial crisis, started decreasing as private consumption finally started picking up. Although unemployment declined to 7%, the participation rate has remained low historically. Although U.S. economic activity improved some slag remains in the economy as indicated by the low inflation rate. Encouraged by improvements in housing and labour markets, the U.S. Federal Reserve Bank announced a reduction of U.S. \$10 billion in its monthly purchase of U.S. \$85 billion in December 2013. Despite the reduction the Fed re-iterated they are committed to a low base interest rate for an extended period.

Canada lagged the U.S. in real GDP growth which is estimated to be around 1.7% in 2013, and projected to be 2.6% in 2014 and 2.7% in 2015. Relative weakness in 2013 has been attributed to slag in the labour market, lower commodity prices and a slow pick up in the manufacturing sector. The Canadian dollar weakened against most major currencies except the Yen in 2013. The Canadian dollar started at \$1.0153 and fell during the year to \$0.9413. Drops in industrial metals, soft commodities prices, lower gas prices, relatively weak labour numbers, and lower retail sales all weighed on the Canadian dollar.

CDS (Country Risk) of Peripheral Europe Declined in 2013
Source: Bloomberg Data



The Euro zone economy emerged from recession in 2013 as growth remained positive for two consecutive quarters. Within the Euro zone, Germany posted a 0.3% growth rate and Spain posted 0.1%, whereas French GDP remained negative at -0.1%. Euro zone unemployment declined from a cyclical high of 12.2% to 12.1% (-0.8% year over year), which is still very high. The risk of investing in Europe declined as evidenced by a decline in credit default swaps spreads. Japan was able to claw out of its decade of stagnation and deflation, following monetary easing policies in the footsteps of the U.S. Federal Reserve Bank and the European Central Bank

Emerging market economies, especially the ones who depend on abundant policy driven liquidity to plug their current account deficits, suffered “tapering announcement” triggered capital outflow. That caused substantial declines in currencies of current account deficit countries like India, Brazil, Turkey and South Africa, resulting in higher inflation and forcing the respective central banks to raise interest rates. Inflation and poor governance resulted in social unrest in Turkey, Thailand and Brazil. The fears about China’s housing market collapse and the non-performing loans on bank’s balance sheets receded in 2013. China’s full-year GDP growth was 7.7%, steady from 2012 and just slightly above market expectations for a

7.6% expansion, which would have been the slowest since 1999. The Chinese government announced a five-year economic plan, named “Third Plenum”, with an objective to increase the domestic consumption in China and make the growth more sustainable.

The World Bank, in its December 23, 2013 report raised its world growth forecasts as the fiscal easing in developed economies supports their recovery, boosting exports prospects. According to those projections, the world economy will expand by 3.2% in 2014. The 2014 forecast for the G7 countries was raised to 2.2% from 2%. The bank reduced its 2014 forecast for emerging markets to 5.3% from its earlier projection of 5.6% in June 2013 and reduced China to 7.7% from 8%.

Global Equity Markets

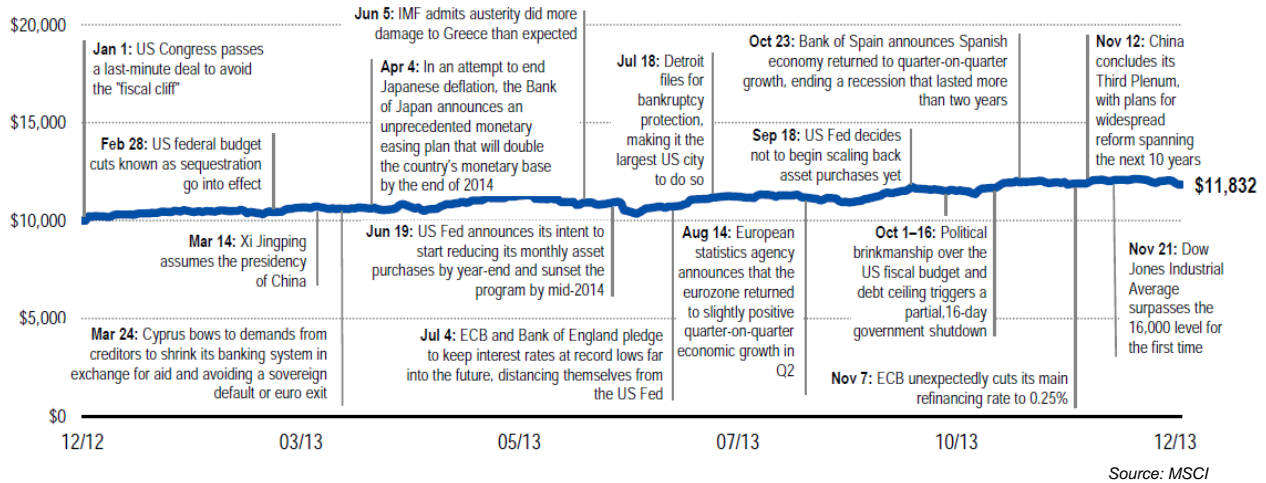
Despite some market scares, global equity markets performed strongly. The MSCI World Index was up 24.4% for the year, paced by gains in the developed markets like Germany, Japan, and the U.S. The S&P/TSX Composite Index gained 13% over the year which saw 9 of the Index’s 10 sectors rise, led by Industrials, Health Care and Financials. The only decline over the year was in the Materials sector which was dragged down by declining gold and precious metals prices. Financials were strong, despite weakness from REITS, asset managers and life insurers, and the rise in the interest rate. The Canadian banks were strong performers given a resilient housing market, which contributed to stability in lending and record bank profitability. Companies with exposure to the U.S. economic recovery outperformed, as a rebound in U.S. housing has led to a resurgence in lumber stocks and a weaker Canadian dollar bolstered earnings in the export manufacturing sectors. With Canada facing strong headwinds such as falling commodity prices, record personal debt and a deteriorating housing market, the TSX trailing price to earnings, forward price to earnings, and price to book are currently in line with the long-term average.

The S&P 500 Index rose 41.27% (32.29% in U.S. dollars) over the year and reached yet another all-time high, in spite of the U.S. \$10 billion per month reduction in the Federal Reserve asset purchase program. Gains were broadly based as all ten of the Index’s sectors gained, led by Industrials, Information Technology, and Consumer Discretionary. Manufacturers benefitted from low energy and labour costs as the U.S. became the world’s second largest oil producer in 2013. The U.S. consumer spending is improving modestly, which was confirmed by rising consumer confidence, durable goods orders and housing starts. While corporate margins are at record levels and earnings are beating analyst forecasts, it was mainly attributable to higher-than-usual stock buybacks and lowered outlooks. It is also one of the most expensive markets in the world based on most metrics; the S&P 500’s price to earnings ratio is at 16.5x trailing earnings, even as companies keep revising their guidance lower.

The Japanese Nikkei Index had one of its best years in history (57%) as all sectors of the index posted impressive returns on the back of Abe-nomics, Japanese quantitative easing, and the weakening Yen. The European markets posted 27% for 2013 (31% in Canadian dollars), outperforming the EAFE Index mainly because of the “risk-on trade”. The advances in 2013 were mainly due to price to earnings multiple expansion rather than earnings growth, which actually declined in Europe.

Emerging markets remained out of favour in 2013, and were trading at a ten-year low, with a 30% discount compared to developed markets on a price to book basis. China’s equity market gained 4% in 2013. The shift from export driven economy to an increasing share of domestic consumption may accelerate in 2014 resulting in tighter monetary and credit conditions and slower growth in China (mid 7% range). The Indian stock market dropped 4% in 2013 despite a 10% gain in the fourth quarter. The Indian currency slid based on the fear of tapering in mid-2013 driving away foreign investors. Some renewed confidence was brought in to the economy by the Central Reserve Bank of India’s efforts to fight inflation and support growth. Latin America in general, and Brazil in particular, lagged the rest of the global markets in 2013. Despite lower valuations (on lowered earnings estimates), markets failed to build momentum in the fourth quarter because of concerns about economic stagnation and the rise in inflation in a low growth environment, while the Brazilian Central Bank raised their benchmark rate for the sixth time (to 10%) to fight inflation.

Growth of a US\$10,000 Investment in the MSCI All Country World Index December 31, 2012–December 14, 2013



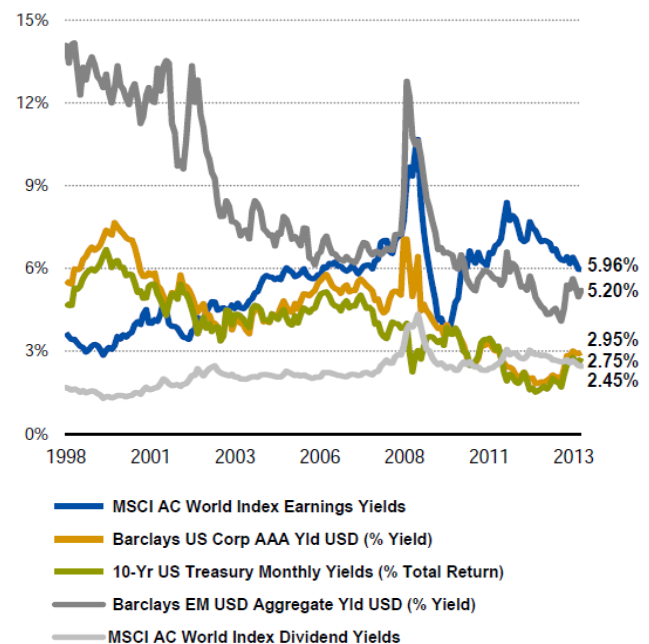
By company size, global small-capitalization stocks generally outperformed their larger peers as “risk-on” trades prevailed, according to MSCI gauges. In terms of investment style, MSCI global indexes also showed that large-cap growth stocks as a whole outpaced their value oriented peers, while the inverse was true in the small and mid-cap tiers. Meanwhile, the commodities complex remained flat in terms of direction but ultimately bowed to fundamental supply/demand factors that caused raw materials prices to disconnect from equities.

Yield and Spreads Divergence in Global Fixed Income

While stocks had a strong year, the bond market had its worst annual performance since 1994. The DEX Universe Bond Index suffered an overall decline of 1.19% for 2013 while the DEX Long Bond Index returned -6.2% for the year. At the end of the year the yield on the DEX Universe Bond Index was 2.75% compared to 4.05% for the DEX Long Bond Index.

The overall annual loss was driven by higher duration (long term) government bonds (-6.2% for 2013), which has the highest sensitivity to interest rates. Canadian corporate spreads contracted in 2013 to the tightest level since 2007 because of improvements in the U.S. economy, higher cash balances on corporate balance sheets, stronger earnings and yield hunting investors. Credit spread measures the additional yield the investor will receive for holding higher risk relative to treasury securities of similar maturity. Canadian investment grade corporate bond performance was neutral as the negative effect of increasing interest rates was nullified by contraction of credit spreads. The U.S. representative Barcap Index was down 0.14% during the quarter, declining 2% for 2013 (up 5% in Canadian dollars).

MSCI AC World Index Earnings Yields and Dividend Yields, 10-Year US Treasury Yields, Barclays EM Yield USD Index and U.S. Corp. AAA Yield USD Index
15-Year Period Ended November 30, 2013



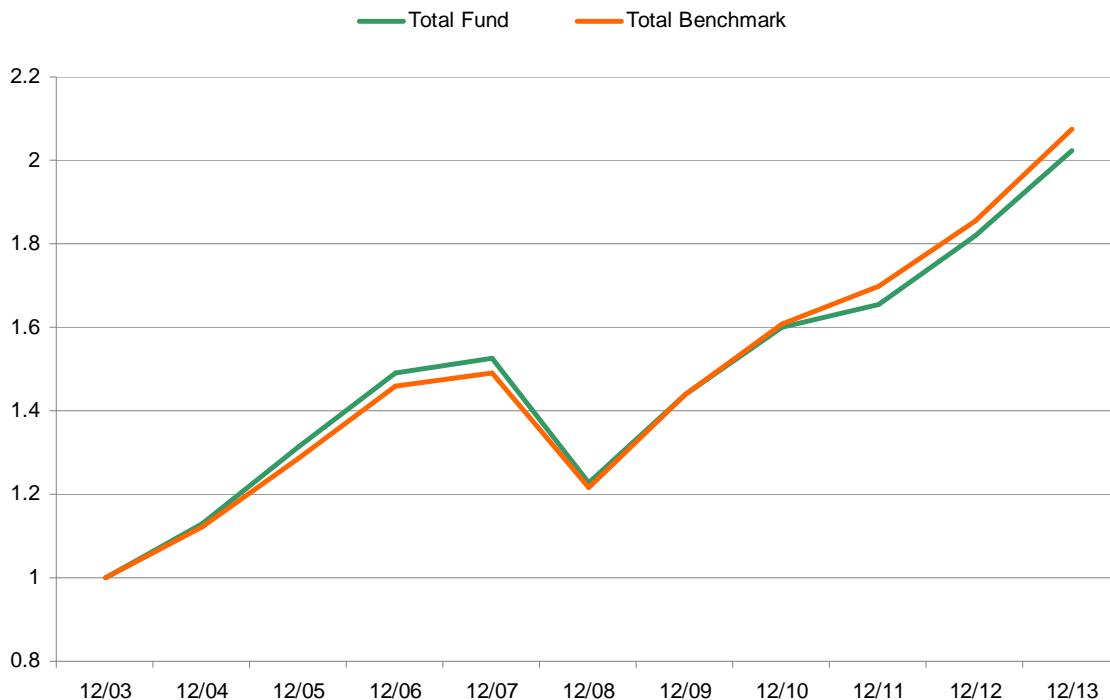
Investment Results

On a total fund basis The Regina Police Pension Plan trailed the investment return of the custom benchmark by -0.69% with a return of 11.06%. On an inflation adjusted basis, the annual investment return of the Plan was 9.86%, outperforming the 4.40% adjusted return required by the Statement of Investment Policies & Procedures by 5.46%.

Over a rolling four-year period the annualized investment return stands at 8.86%, trailing the benchmark by -0.74%. The annual investment return on an inflation adjusted basis is 7.19%, outperforming the required 4.40% adjusted return by 2.79%. The fund has outperformed the 4.40% inflation adjusted return in each of the one through five-year periods. It is important to remember that pension assets are invested for the long haul, to meet obligations that are 30 years or more into the future. Over the last twenty years, the Plan has achieved an annualized return net of inflation of 6.12%, meeting the stated objectives of the portfolio. Changes to the asset mix were implemented in 2013 as the Board attempts to minimize volatility while generating the required returns.

Investment Returns	Annualized Rate Of Return (%)				
	1 yr	2 yr	3 yr	4 yr	5 yr
Total Fund	11.06	10.47	8.12	8.86	10.47
Total Fund Benchmark	11.75	10.49	8.89	9.60	11.29
Excess Return (%)	-0.69	-0.02	-0.77	-0.74	-0.82
Annualized CPI	1.20	1.00	1.43	1.67	1.60
Inflation Adjusted Return	9.86	9.47	6.69	7.19	8.87
Excess Return (> CPI+ 4.40%)	5.46	5.07	2.29	2.79	4.47

10-Year Unit Value Growth

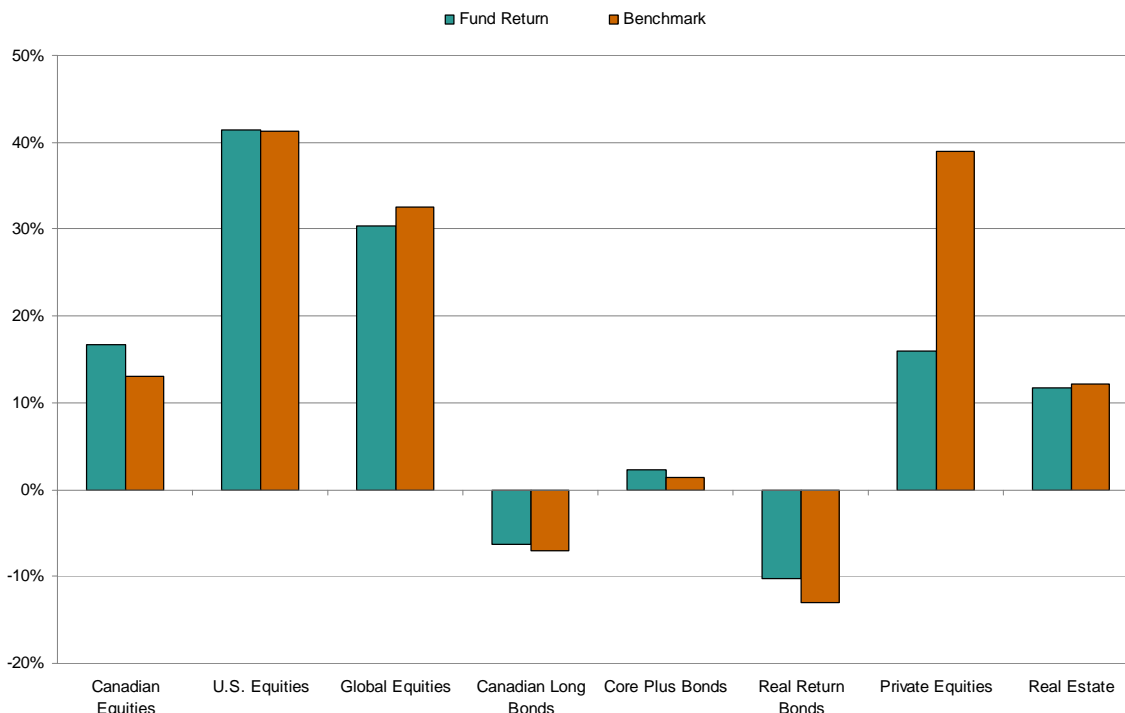


Investment Results

The following table shows the gross rate of return achieved by the various asset classes over the one through five year periods ended December 31, 2013. The applicable benchmark performance for each asset class is also noted.

Asset Class	Annualized Rate Of Return (%)				
	1 yr	2 yr	3 yr	4 yr	5 yr
Equities:					
Canadian Equities	16.65	13.16	3.38	6.60	11.42
Benchmark: S&P/TSX 300 Index	12.99	10.05	3.40	6.79	11.92
U.S. Equities	41.44	26.65	18.80	16.29	14.71
Benchmark: S&P 500 Index	41.27	26.59	18.80	16.29	15.03
Global Equities	30.42	25.46	12.27	10.13	11.88
Benchmark: MSCI World GD	32.58	23.63	11.40	9.12	9.79
Total Equities:	26.43	20.39	10.02	10.34	12.96
Fixed Income:					
Canadian Long Bonds	-6.37	-0.84	4.85	6.74	6.39
Benchmark: DEX Long Bond Index	-7.01	-1.65	4.74	6.52	5.45
Core Plus Bonds	2.25	-	-	-	-
Benchmark: DEX Universe Bond Index	1.39	-	-	-	-
Real Return Bonds	-10.29	-3.92	2.64	4.54	6.18
Benchmark: DEX Real Return Bond Index	-13.07	-5.45	1.90	4.12	6.12
Total Fixed Income:	-7.56	-1.75	4.29	6.08	6.47
Alternative Assets:					
Private Equities	15.93	7.15	5.43	-	-
Benchmark: MSCI World (CAD) + 3%	38.96	27.55	17.80	-	-
Real Estate	11.68	11.98	12.54	11.57	8.41
Benchmark: IPD Canadian Property Index	12.12	13.53	13.57	11.50	8.44
Total Alternative Assets:	13.10	11.28	11.51	10.77	7.79
Cash:					
Cash	1.01	1.01	1.01	0.89	0.74
Benchmark: 91 Day Canadian T-Bill (CAD)	1.01	1.01	1.01	0.89	0.84
Total Cash:					
Total Fund:	11.06	10.47	8.12	8.86	10.47

2013 Asset Class Returns



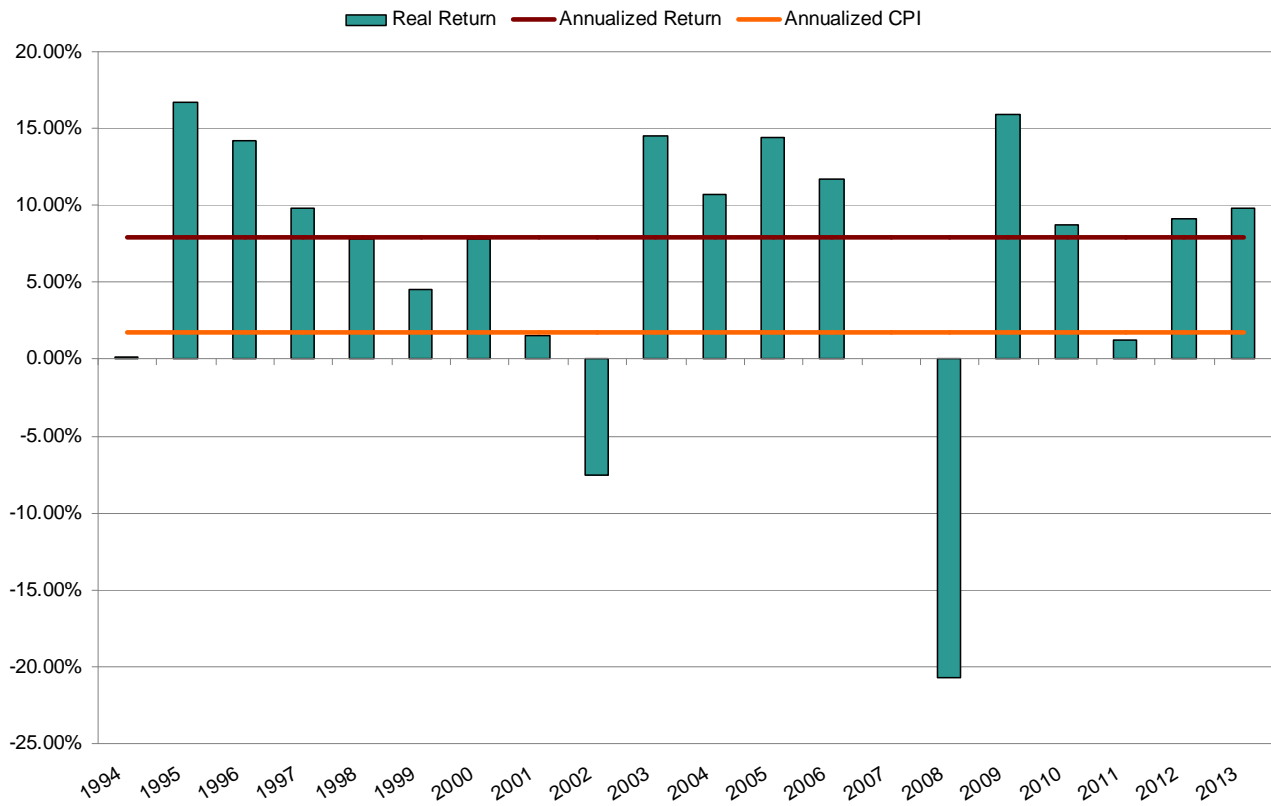
Historical Total Returns

While investment performance is measured and reviewed quarterly, it is important to maintain a longer-term perspective due to the nature of the liabilities of the Plan. This applies when reviewing the 2013 performance in relation to a longer investment horizon and considering the effects of inflation over time. The annual investment returns of The Regina Police Pension Plan for the last twenty years are as follows:

Annual Rate Of Return (%)							
Year	Nominal Return	CPI	Real Return	Year	Nominal Return	CPI	Real Return
2013	11.06	1.20	9.86	2003	16.60	2.10	14.50
2012	9.89	0.80	9.09	2002	-3.70	3.80	-7.50
2011	3.55	2.30	1.25	2001	2.20	0.70	1.50
2010	11.12	2.40	8.72	2000	11.00	3.20	7.80
2009	17.17	1.30	15.87	1999	7.10	2.60	4.50
2008	-19.50	1.20	-20.70	1998	8.80	1.00	7.80
2007	2.40	2.40	0.00	1997	10.50	0.70	9.80
2006	13.40	1.70	11.70	1996	16.40	2.20	14.20
2005	16.50	2.10	14.40	1995	18.40	1.70	16.70
2004	12.80	2.10	10.70	1994	0.30	0.20	0.10

- (1) Nominal Return is the actual rate of return earned in the year.
- (2) The CPI (Consumer Price Index) is published monthly by Statistics Canada. The rate of change provides a measure of inflation.
- (3) Real Return is the return earned after accounting for the effect of inflation.
- (4) Annualized Return is the return earned after the effect of inflation is removed, over a specific time period.

20-Year Annualized Returns



Pension Plan Expenses

Description	2013 (\$ Thousands)
Actuarial Services:	
Aon Hewitt Consulting	\$269
Audit Services:	
KPMG LLP	9
Custodial & Performance Management Fees:	
Northern Trust Corporation	137
Investment Manager Fees:	
Greystone Managed Investments	191
Franklin Templeton Institutional	155
Hexavest Inc.	94
Scheer Rowlett and Associates	64
Schroders Investment Management Ltd.	50
Pictet Asset Management	30
TD Asset Management	24
	608
Legal Services:	
McDougall Gauley	8
Davies Ward	4
	12
Other Administrative Expenses:	
Pensions & Disability - Salaries & Benefits	206
Government of Canada Self Assessed GST	47
CPAS	37
Aon Hewitt Consulting	15
SaskCentral	13
City of Regina	10
Conferences, Seminars and Travel	25
Printing and Photocopying	3
Courier and Postage	3
Government of Saskatchewan	3
KPMG LLP	3
eASE Analytics Systems	3
SaskTel	6
Mercer	1
Office Supplies & Services	7
	382
Total for the Plan:	\$1,417
Capitalized Expenditures	
Morneau Shepell (Pension Administration Computer Software)	\$358



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Internet www.kpmg.ca

INDEPENDENT AUDITORS' REPORT

To the Administrative Board of the Regina Police Pension Plan:

We have audited the accompanying financial statements of the Regina Police Pension Plan, which comprise the statement of financial position as at December 31, 2013 and the statements of changes in net assets available for benefits and changes in pension obligations for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with Canadian accounting standards for pension plans, and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with Canadian generally accepted auditing standards. Those standards require that we comply with ethical requirements and 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 our 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, we consider 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. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

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

Opinion

In our opinion, the financial statements present fairly, in all material respects, the financial position of the Regina Police Pension Plan as at December 31, 2013, and the changes in its net assets available for benefits and the changes in its pension obligations for the year then ended in accordance with Canadian accounting standards for pension plans.

KPMG LLP

Chartered Accountants

May 26, 2014
Regina, Canada

Audited Financial Statements

STATEMENT OF FINANCIAL POSITION (in thousands of dollars)

As at December 31


	2013	2012
ASSETS		
Investments – Note 4	\$ 223,329	\$ 203,518
Investments Under Securities Lending – Note 4	46,849	44,557
Accrued Income Receivable	239	262
Computer Software – Note 5	358	-
Accounts Receivable	2	-
	<u>270,777</u>	<u>248,337</u>
LIABILITIES		
Accounts Payable	1,242	170
Net Assets Available for Benefits	<u>269,535</u>	<u>248,167</u>
Pension Obligations – Note 6	<u>300,039</u>	<u>288,210</u>
Deficit	<u>\$ (30,504)</u>	<u>\$ (40,043)</u>

Subsequent Event – Note 15

APPROVED BY:



Board Member



Board Member

Audited Financial Statements

STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS (in thousands of dollars)

For the Year Ended December 31

	2013	2012
INCREASE IN NET ASSETS		
Investment Income – Note 7	\$ 7,591	\$ 8,861
Increase in Fair Value of Investments	19,461	13,759
Contributions		
Member	6,378	5,914
Employer	6,573	6,102
	<u>40,003</u>	<u>34,636</u>
DECREASE IN NET ASSETS		
Benefit Payments	16,642	16,047
Pension Refunds	576	474
Administration Expenses – Note 13	1,417	1,188
	<u>18,635</u>	<u>17,709</u>
Net Increase for the Year	21,368	16,927
Net Assets Available for Benefits, Beginning of Year	248,167	231,240
Net Assets Available for Benefits, End of Year	\$ 269,535	\$ 248,167

See accompanying notes

Audited Financial Statements

STATEMENT OF CHANGES IN PENSION OBLIGATIONS (in thousands of dollars)

For the Year Ended December 31

	2013	2012
INCREASE IN PENSION OBLIGATIONS		
Interest Accrued on Obligations	\$ 19,583	\$ 18,535
Accrual of Pension Obligations	8,415	7,952
Experience Losses	1,049	2,122
Change in Assumptions – Note 6	-	1,254
	29,047	29,863
DECREASE IN PENSION OBLIGATIONS		
Benefit Payments	16,642	16,047
Pension Refunds - Note 9	576	474
	17,218	16,521
Net Increase for the Year	11,829	13,342
Pension Obligations, Beginning of Year	288,210	274,868
Pension Obligations, End of Year	\$ 300,039	\$ 288,210

See accompanying notes

NOTES TO THE FINANCIAL STATEMENTS

(in thousands of dollars)

For the Year Ended December 31, 2013

1. Description of Plan

The Regina Police Pension Plan (the "Plan") is a contributory defined benefit pension plan covering all eligible employees of the Regina Board of Police Commissioners (the "Commission"). The following description is a summary only. For more complete information, reference should be made to the Plan text.

(a) Funding Policy

Members contributions are 11.33% on earnings up to the year's maximum pensionable earnings ("YMPE") and 12.83% on earnings over the YMPE. Employer contributions are 11.83% on a member's earnings up to the YMPE and 13.33% on earnings over the YMPE.

A portion of the members' and employer's regular contributions, estimated at \$3,890 in 2013 (\$3,610 in 2012) is being applied to meet the Plan's obligation under *The Pension Benefits Act, 1992* (Saskatchewan) to liquidate the unfunded liabilities on a going concern and solvency basis as disclosed in the 2009 actuarial valuation of the Plan. The Plan does not have provisions for transfers in or purchases of past service.

(b) Benefits

Retirement pensions are based on the number of years of service multiplied by 1.26% to 2% of the best three years average salary.

Termination and survivor benefits are also available under the Plan.

The Plan also provides for payment of lump sum benefits when a member dies or ceases to be employed by the Commission, subject to lock-in provisions.

(c) Income Taxes

The Plan is a registered pension plan as defined in the *Income Tax Act* and is not subject to income taxes. Retirement allowances paid from the Plan are subject to deductions that are withheld by the City of Regina and remitted to the Canada Revenue Agency.

2. Basis of Preparation

(a) Statement of compliance

The financial statements for the year ended December 31, 2013 have been prepared in accordance with Canadian accounting standards for pension plans as outlined in Part IV of the CPA Canada Handbook section 4600, Pension Plans. For matters not addressed in section 4600, International Financial Reporting Standards (IFRS) guidance has been implemented. The financial statements were authorized and issued by the Plan's Administrative Board on May 26, 2014.

NOTES TO THE FINANCIAL STATEMENTS

(in thousands of dollars)

For the Year Ended December 31, 2013

2. Basis of Preparation (continued)

(b) Basis of measurement

The financial statements have been prepared using the historical cost basis except for financial instruments which have been measured at fair value.

(c) Functional and presentation currency

These financial statements are presented in Canadian dollars, which is the Plan's functional currency and are rounded to the nearest thousand unless otherwise noted.

3. Summary of Significant Accounting Policies

The following policies are considered to be significant:

(a) Basis of Presentation of Financial Statements

These financial statements are prepared on the going concern basis and present the aggregate financial position of the Plan as a separate financial reporting entity independent of the Plan sponsor and Plan members. They are prepared to assist Plan members and others in reviewing the activities of the Plan for the fiscal period, but they do not portray the funding requirements of the Plan or the benefit security of individual Plan members.

The employer of members is responsible for the accuracy and completeness of members' contributions remitted and of employee payroll information on which benefit payments are determined. Accordingly, these financial statements presume the accuracy and completeness of the members' contributions and payroll information received from the employer of the members.

(b) Investments

Investments are recorded at fair value. The fair value is based on year end market quotations obtained from recognized security dealers. The fair value of private equities is based on values supplied by the investment manager. The fair value of bonds is based on model pricing techniques that effectively discount prospective cash flows to present value taking into consideration duration, credit quality and liquidity.

The fair value of pooled funds is based on the quoted market values of the underlying investments.

The fair value of short term investments is based on cost, which approximates fair value due to the immediate or short term nature of these investments.

NOTES TO THE FINANCIAL STATEMENTS

(in thousands of dollars)

For the Year Ended December 31, 2013

3. Summary of Significant Accounting Policies (continued)

(c) Investments under Securities Lending Program

Securities lending transactions are entered into on a collateralized basis. The securities lent are not derecognized on the statement of financial position given that the risks and rewards of ownership are not transferred from the Plan to the counterparties in the course of such transactions. The securities are reported separately on the statement of financial position on the basis that the counterparties may resell or re-pledge the securities during the time that the securities are in their possession.

Securities received from counterparties as collateral are not recorded on the statement of financial position given that the risks and rewards of ownership are not transferred from the counterparties to the Plan in the course of such transactions.

(d) Investment Income and Transaction Costs

Investment income includes interest and dividends. Interest income is recorded on the accrual basis. Dividend income from equity securities is recognized as entitlement arises. Changes in fair value of investments include realized and unrealized gains and losses. Realized gains and losses from the sale of investments are calculated using a weighted average cost basis and are reflected in earnings as incurred. The change in fair value of investments includes the change in unrealized fair value of investments held at year end. Investment transactions are recorded on the trade date. Transaction costs are recognized in the statement of changes in net assets available for benefits in the period incurred.

(e) Foreign Exchange

Foreign investment purchases, sales and income are recorded in Canadian dollars at exchange rates in effect at the transaction date. Foreign denominated investments and accrued income are translated at year end exchange rates. The unrealized gains and losses arising from the translation are included in the statement of changes in net assets available for benefits as part of the change in fair value of investments.

(f) Contributions

Contributions are accounted for on the accrual basis.

(g) Computer Software

Computer software acquired by the Plan is measured at cost less accumulated amortization and accumulated impairment losses. Amortization is recognized in net increase (decrease) in net assets on a straight-line basis over the estimated useful life of the software of 5 years.

NOTES TO THE FINANCIAL STATEMENTS

(in thousands of dollars)

For the Year Ended December 31, 2013

3) Summary of Significant Accounting Policies (continued)

(h) Use of Estimates

The preparation of financial statements in conformity with Canadian accounting standards for pension plans requires management to make estimates and use assumptions that affect the reported amounts of asset and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the year. Actual results could differ from those estimates. Significant estimates subject to estimates and assumptions include the valuation of investments and the determination of the pension obligations.

(i) Future Accounting Policy Changes

A number of new standards, and amendments to standards and interpretations, are not yet effective for the year ended December 31, 2013, and have not been applied in preparing these financial statements. In particular, the following new and amended standards become effective for annual periods beginning on or after January 1, 2014:

- IFRS 9 Financial Instruments
- IFRS 13 Fair Value Measurement

The extent of the impact on adoption of these standards is not known at this time, but is not expected to be material.

Audited Financial Statements

NOTES TO THE FINANCIAL STATEMENTS

(in thousands of dollars)

For the Year Ended December 31, 2013

4. Investments

The investment objectives of the Plan are to ensure the Plan has sufficient assets to optimize the risk/return relationship of the Plan and to generate sufficient cash flows to meet pension benefits payments. Due to the long-term horizon of the Plan's benefits, the Plan takes a long term investment perspective. The Plan holds the following investments:

	2013	2012
	Carrying Value	Carrying Value
Short Term Investments	\$ 510	\$ 404
Canadian Bonds	13,619	14,398
Canadian Equities	22,180	19,176
Non-North American Equities	18,947	15,764
Private Equities	9,013	5,676
Cash	2,166	1,057
Pooled Funds:		
Canadian Bonds	77,700	71,945
US Equities	17,444	29,687
Global Equities	46,442	31,705
Real Estate	15,308	13,706
	223,329	203,518
Investments Under Securities Lending		
Short Term Investments	210	60
Canadian Bonds	10,800	13,845
Canadian Equities	32,531	30,529
Non-North American Equities	3,308	123
Total Investments Under Securities Lending	46,849	44,557
Total Investments	\$ 270,178	\$ 248,075

Audited Financial Statements

NOTES TO THE FINANCIAL STATEMENTS

(in thousands of dollars)

For the Year Ended December 31, 2013

4. Investments (continued)

The investments held by the Plan are subject to *The Pension Benefits Act, 1992* (Saskatchewan) and its regulations. Investment concentration in any one investee or related group of investees is limited to no more than 10% of the total book value of the Plan's assets or no more than 30% of the votes that may be cast to elect the directors of the investee.

To achieve its long term investment goal, the Board has adopted the following asset mix which includes equity for returns and a well-diversified portfolio of assets:

Asset Class		Min Weight (%)	2013 Benchmark	Max Weight (%)
			Weight (%)	
Equities	Canadian Equities	15	20	30
	US Equities	3	6	9
	Global Equities	19	24	29
	Private Equities	-	5	10
Fixed Income	Long Bonds	15	20	25
	Core Plus Bonds	-	10	15
	Real Return Bonds	5	10	15
Alternatives	Real Estate	3	5	7
Total			100	

The Plan's assets may be invested through in-house investment activities or through external investment managers including without limitation, mutual funds, pooled funds, segregated funds, unit trusts, limited partnerships, and similar vehicles as described in the regulations of the *Pension Benefits Standards Act, 1993*.

The Plan may invest in cash and short term investments which consist of cash on hand, Canadian and U.S. money market securities, such as treasury bills issued by the federal and provincial governments and their agencies, obligations of trust companies and Canadian and foreign banks chartered to operate in Canada, including bankers' acceptances, commercial paper, term deposits and contracts with life insurance companies. The Plan may also invest in any of the following: common and convertible preferred stock listed on a recognized exchange, securities convertible or exchangeable into common or convertible preferred stock, rights, warrants and special warrants for common or convertible preferred stock, instalment receipts, private placements equities, American and global depository receipts, publicly traded investment trusts and/or index replicating vehicles.

Canadian Bonds

Canadian bonds consist of government bonds as well as investments in a pooled bond fund which holds government and corporate bonds and debentures. The Plan holds Government of Canada bonds with a term to maturity greater than five years with a carrying value of \$24,629 (2012 - \$28,243). The effective average interest rate on the bonds is 1.83% (2012 - 1.0%).

Audited Financial Statements

NOTES TO THE FINANCIAL STATEMENTS (in thousands of dollars)

For the Year Ended December 31, 2013

4. Investments (continued)

Equities

Asset Class	2013		
	Target (%)	Actual (%)	Actual (\$)
Canadian Equities	36.3	36.5	54,711
U.S. Equities	21.8	11.7	17,444
Non-North American Equities	10.9	-	-
Global Equities	21.8	45.8	68,697
Private Equities	9.2	6.0	9,013
Total	100	100.0	149,865

Asset Class	2012		
	Target (%)	Actual (%)	Actual (\$)
Canadian Equities	36.3	37.7	49,705
U.S. Equities	21.8	22.5	29,687
Non-North American Equities	10.9	12.1	15,887
Global Equities	21.8	24.1	31,705
Private Equities	9.2	3.6	4,769
Total	100	100.0	131,753

Equities consist of both publicly traded shares and private equity investments. Privately held equity investments are made through limited partnership vehicles. Non-North American equities refers to investments outside of Canada and the United States. Global equities refer to investments held in a global equity pooled fund which has a portfolio of securities from around the world, excluding Canada.

The Plan holds equity investments in Canada, the United States and International markets through a combination of separately managed accounts and pooled funds. The dividend yield on those accounts was 2.6% at the end of 2013 (2012 – 2.4%). The Plan reinvests those earnings and does not rely upon them to fund benefit payments.

Audited Financial Statements

NOTES TO THE FINANCIAL STATEMENTS

(in thousands of dollars)

For the Year Ended December 31, 2013

4. Investments (continued)

Private Equities

During 2010, the Plan developed a strategy to move into private equities through limited partnership arrangements. Since 2010 the Board has committed \$42.0 million to private equity investments. The fair value of the capital invested in those partnerships was \$9 million, with an additional \$954,000 held in cash at December 31, 2013.

<u>Asset Class</u>	<u>Commitment</u>	<u>Invested Capital</u>
Northleaf Global Private Equity Investors V	\$ 10,000	\$ 4,084
Hamilton Lane Private Equity Fund VII	7,000	3,742
Hamilton Lane Private Equity Fund VIII	10,000	2,141
Northleaf Secondary Partners	15,000	-
Total Private Equities	\$ 42,000	\$ 9,967

The Plan's investment strategy targets 5% of the Plan's assets invested in private equity investments to a maximum of 10%, rising to 15% in the long term.

Private equity managers use various methods to determine market value including the use of: discounted cash flows, earnings multiples, prevailing market rates for instruments with similar characteristics, or other pricing models as appropriate.

Pooled Funds

The Plan owns units in United States and Global pooled equity funds, Canadian bonds and a pooled real estate fund. These pooled funds have no fixed distribution rate. Fund returns are based on the success of the fund managers.

Securities Lending program

Through its custodian, the Plan participates in an investment securities lending program for the purpose of generating fee income. Non-cash collateral of at least 105% of the market value of the loaned securities is retained by the Plan until the loaned securities have been returned. The market value of the loaned securities is monitored on a daily basis with additional collateral obtained or refunded as the market value of the loaned securities fluctuates. In addition, the custodian provides indemnification against any potential losses in the securities lending program. While in the possession of counterparties, the loaned securities may be resold or re-pledged by such counterparties.

NOTES TO THE FINANCIAL STATEMENTS

(in thousands of dollars)

For the Year Ended December 31, 2013

4. Investments (continued)

At December 31, 2013, the Plan held collateral of \$49,383 (2012 – \$46,800) for the loaned securities.

Fair Value of Investments

Fair value is best evidenced by an independent quoted market price for the same instrument in an active market. An active market is one where quoted prices are readily available, representing regularly occurring transactions. The determination of fair value requires judgement and is based on market information where available and appropriate. Fair value measurements are categorized into levels within a fair value hierarchy based on the nature of the inputs used in the valuation.

Level 1 – where quoted prices are readily available from an active market.

Level 2 – inputs other than quoted prices included in Level 1 that are observable for the investment, either directly (for example, as prices) or indirectly (for example, derived from prices).

Level 3 – inputs for the investment that are not based on observable market data.

Audited Financial Statements

NOTES TO THE FINANCIAL STATEMENTS (in thousands of dollars)

For the Year Ended December 31, 2013

4. Investments (continued)

Asset Class	2013			Total
	Quoted Prices in Active Markets (Level 1)	Significant Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	
Cash & Short Term	\$ 2,886	\$ -	\$ -	\$ 2,886
Equities	76,966	-	9,013	85,979
Canadian Bonds	-	24,419	-	24,419
Pooled Funds				
Canadian Bonds	-	77,700	-	77,700
Equities	-	63,886	-	63,886
Real Estate	-	15,308	-	15,308
Total Investments	\$ 79,852	\$ 181,313	\$ 9,013	\$ 270,178

Asset Class	2012			Total
	Quoted Prices in Active Markets (Level 1)	Significant Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	
Cash & Short Term	\$ 1,521	\$ -	\$ -	\$ 1,521
Equities	65,592	-	5,676	71,268
Canadian Bonds	-	28,242	-	28,242
Pooled Funds				
Canadian Bonds	-	71,946	-	71,946
Equities	-	61,392	-	61,392
Real Estate	-	13,706	-	13,706
Total Investments	\$ 67,113	\$ 175,286	\$ 5,676	\$ 248,075

There were no transfers of investments between levels during the current year.

Audited Financial Statements

NOTES TO THE FINANCIAL STATEMENTS

(in thousands of dollars)

For the Year Ended December 31, 2013

5. Computer Software

Computer software consists of a pension administration system purchased in 2013 at a cost of \$358. Since it was put in use January 1, 2014 there is no accumulated amortization to date.

6. Pension Obligations

The present value of pension obligations is determined using the projected accrued benefit actuarial cost method prorated on service and reflects management's best estimates of future investment performance, salary escalation, age at retirement and future pension indexing up to the rate of inflation. Aon Hewitt Consulting is the appointed actuary for the Plan. The actuarial value of the pension obligations has been determined as of December 31, 2013 by extrapolating the figures from December 31, 2012, the date of the last actuarial valuation. The next actuarial valuation required by legislation will be December 31, 2015.

Because the Plan has a solvency deficiency, there is a requirement for a transfer deficiency holdback to be withheld from payouts of commuted value for a period of five years. Transfer deficiency holdbacks owing as of December 31, 2013 totalled \$230 (2012 - \$124).

The assumptions used in the valuation were developed with reference to expected long-term market conditions. Significant long-term assumptions used in the valuation were:

Assumption	2013 Rate (%)	2012 Rate (%)
Inflation Rate	2.5	2.5
Discount Rate	6.9	6.9
Rate of Salary Increase	3.0	3.0

As the Plan benefits are based on final highest average consecutive three years earnings the pension obligation is sensitive to changes in the assumed real rate of pensionable earnings increases which impacts future benefits and the assumed real rate of return on plan assets, which is used in the discounting of these future benefits.

A change in the following assumptions (with no change in other assumptions) would have the following approximate effects on the accrued pension obligations.

50 Basis Point Decrease/Increase	Approximate Effect on Pension Obligations
Real rate of pensionable earnings increases	+\$2,700/- \$4,200
Real return on plan assets and discount rate	-\$17,600/+ \$19,600

Audited Financial Statements

NOTES TO THE FINANCIAL STATEMENTS

(in thousands of dollars)

For the Year Ended December 31, 2013

7. Investment Income

Investment Income		2013		2012
Cash and Short Term Investments	\$	25	\$	20
Bond Interest		3,650		5,616
Dividend Income		3,916		3,225
Total	\$	7,591	\$	8,861

8. Contributions

Member Contributions		2013		2012
Required Contributions from Members	\$	4,433	\$	4,110
Special Contributions from Members		1,945		1,805
Total	\$	6,378	\$	5,915

Employer Contributions		2013		2012
Required Contributions from Employers	\$	4,628	\$	4,297
Special Contributions from Employers		1,945		1,805
Total	\$	6,573	\$	6,102

9. Pension Refunds

Pension Refunds		2013		2012
Termination Benefit Payments	\$	576	\$	474
Death Benefit Payments		-		-
Total	\$	576	\$	474

NOTES TO THE FINANCIAL STATEMENTS

(in thousands of dollars)

For the Year Ended December 31, 2013

10. Capital Management

The Plan defines its capital as consisting of net assets available for benefits, which consists primarily of investments. Investments are managed to fund future pension obligations. The extent that net assets available for benefits are greater than pension obligations is reflected as a surplus or deficit. The objective of managing the Plan's capital is to ensure that the Plan is fully funded on a going-concern basis to pay the Plan's benefits over the long term.

The Plan receives new capital from member and employer contributions which is sufficient to meet its obligations in the short term. The Plan conducts regular actuarial valuations to identify contribution requirements to meet its future obligations. The Plan sponsors have not implemented contribution rate increases or benefit changes as identified in the 2009 and 2012 valuations. This increases the risk that the Plan will not be able to meet its long term obligations.

11. Financial Risk Management

Financial risk management relates to the understanding and active management of risks associated with invested assets. Investments are primarily exposed to foreign currency, interest rate volatility, market, and credit risk. They may also be subject to liquidity risk and real estate risk. Investments held by the Plan are subject to *The Pension Benefits Act, 1992* (Saskatchewan) and *The Pension Benefits Standards Regulations, 1993*. As required under that legislation, the Plan has set formal policies and procedures that establish an asset mix among equity, fixed income and real estate investments; requires diversification of investments within categories; and sets limits on the size of exposure to individual investments. The Board of Trustees approves the Statement of Investment Policies and Procedures and reviews them at least annually.

Market Risk

Market risk is the risk that the value of an investment will fluctuate as a result of changes in market prices, whether those changes are caused by factors specific to the individual investment, or factors affecting all securities traded in the market. The Plan's policy is to invest in a diversified portfolio of investments, based on criteria established in the Statement of Investment Policies and Procedures. The target asset mix is defined in Note 4. The Plan also uses investment managers with differing investment styles to further address risk.

Audited Financial Statements

NOTES TO THE FINANCIAL STATEMENTS

(in thousands of dollars)

For the Year Ended December 31, 2013

11. Financial Risk Management (continued)

The impact on the net assets of the Fund due to a 10% change in the respective benchmark stock index using a three year historical measure of the sensitivity of the returns relative to the returns of the benchmark stock index, as of December 31, 2013 would result in an increase/decrease of 8.7% (2012 – 9.7%) in the value of the portfolio.

Credit Risk

Credit risk refers to the risk that one party does not pay funds owed to another party. The Plan's credit risk arises primarily from certain investments. Credit risk is mitigated by entering into contracts with counterparties that are considered high quality. Quality is determined via the following credit rating agencies: DBRS, Standard and Poor's and Moody's Investor Service.

The maximum credit risk to which the Plan is exposed at December 31, 2013 is limited to the carrying value of the financial assets summarized as follows:

Asset Class	2013	2012
Canadian Bonds	\$ 24,419	\$ 28,243
Cash	2,166	1,057
Short Term Investments	720	464
Accrued Income Receivable	239	262
Total	\$ 27,544	\$ 29,562

The Plan's Canadian Bonds consist of Government of Canada Bonds rated AAA. The Plan also invests in a Canadian Bond pooled fund which invests in Canadian bonds with a minimum credit rating of BBB or equivalent.

Interest Rate Risk

Interest rate risk refers to the effect on the market value of the Plan's investments due to fluctuation of interest rates. The risk arises from the potential variation in the timing and amount of cash flows related to the Plan's assets and liabilities. Due to the indexing of benefit entitlements and the relatively long duration of pension benefits, the Plan's liabilities are influenced by inflation and long-term rates of return. Alternatively, asset values are affected more by equity markets and short-term changes in interest rates. The fixed income portfolio has guidelines on duration and distribution which are designed to mitigate the risk of interest rate volatility.

At December 31, 2013 a 1% increase/decrease in interest rates would result in a 10.8% (2012 – 13.8%) change in the value of the Plan's fixed income portfolio or \$11,074 (2012 - \$13,881).

NOTES TO THE FINANCIAL STATEMENTS

(in thousands of dollars)

For the Year Ended December 31, 2013

11. Financial Risk Management (continued)

Foreign Currency Risk

Foreign currency exposure arises from the Plan holding investments denominated in currencies other than the Canadian Dollar. Fluctuations in the relative value of the Canadian Dollar against these foreign currencies can result in a positive or negative effect on the fair value of the investments. The Plan manages foreign currency risk by limiting investment in foreign securities. The Board has adopted a non-hedge policy benchmark.

The Plan's foreign currency exposure is as follows:

Currency	2013	2012
USD	\$ 11,217	\$ 47,742
EUR	2,715	12,463
GBP	2,260	7,092
CHF	1,656	4,058
YEN	662	4,814
Other *	3,245	6,021
Total	\$ 21,755	\$ 82,190

* 'Other' includes small investments in over ten different currencies, each representing less than 1% of the total portfolio. Changes in these underlying currencies would have a nominal effect on the Plan.

As 4.2% of the Plan's assets are held in US dollars this is the most significant foreign currency risk that the Plan faces. Based on the current non-hedged policy, a 10% change in the US exchange rate will result in a 1.67% change in the value of the portfolio. As of December 31, 2013 a 10% decrease in the value of the US dollar, relative to the Canadian Dollar, would have resulted in a \$4,501 loss in the value of the Plan's investments (2012 - \$3,647 loss).

Liquidity Risk

Liquidity risk is the risk that an entity will encounter difficulty in meeting obligations associated with financial liabilities. The Plan maintains an adequate amount of liquid assets with varying maturities in order to ensure the Plan can meet all of its financial obligations as they fall due. Liquidity risk is managed by limiting the Plan's exposure to illiquid assets through positive net cash inflows from member contributions in most months.

Real Estate Risk

Risk in the real estate portfolio is mitigated through diversification across geography and property type. Risk is further minimized by regularly scheduled appraisals of all properties and by limited use of leverage both at the individual property and portfolio level.

Audited Financial Statements

NOTES TO THE FINANCIAL STATEMENTS

(in thousands of dollars)

For the Year Ended December 31, 2013

12. Related Party Transactions

	2013	2012
Accounts Payable include the following amounts due to:		
Regina Civic Employees Superannuation and Benefits Plan	\$ 337	\$ 74
Expenditures include the following amounts paid to:		
City of Regina	10	10

13. Administration Expenses

Administration Expenses	2013	2012
Actuarial Services	\$ 269	\$ 90
Audit Services	9	9
Custodial and Portfolio Measurement Fees	137	110
Investment Manager Fees	608	644
Legal Services	12	5
Other Administrative Expenses	382	330
Total	\$ 1,417	\$ 1,188

14. Comparative Figures

Certain comparative figures have been reclassified to conform with the current year's presentation.

15. Subsequent Event

On February 20, 2014, the Plan Sponsors signed a Memorandum of Agreement which agreed to freeze the Plan as of June 30, 2014 and establish the Target Retirement Income Plan for Regina Police Services as of July 1, 2014. Regarding this Plan, the Sponsors agreed to:

- (a) continue to recognize post-June 30, 2014 earnings and service with the Commission under the Plan but solely for the purposes of calculating a member's pensionable earnings and determining a member's eligibility for early retirement;
- (b) cease to provide benefits in respect of service by members after June 30, 2014;
- (c) change the Plan's eligibility provisions to no longer allow new members to join the Plan after June 30, 2014;
- (d) cease member contributions in respect of service after June 30, 2014; and
- (e) change the cost sharing arrangement to reflect the employer assuming full responsibility for the funding requirements for the Plan after June 30, 2014.