WINNIPEG POLICE PENSION PLAN

2012 ANNUAL REPORT

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This annual report of the *Winnipeg Police Pension Plan* (the *Plan*), for the year ended December 31, 2012, contains audited financial statements for the *Plan* and highlights the activity of the *Winnipeg Police Pension Board* (the *Board*) as well as key operational activities in the year.

2012 AT A GLANCE

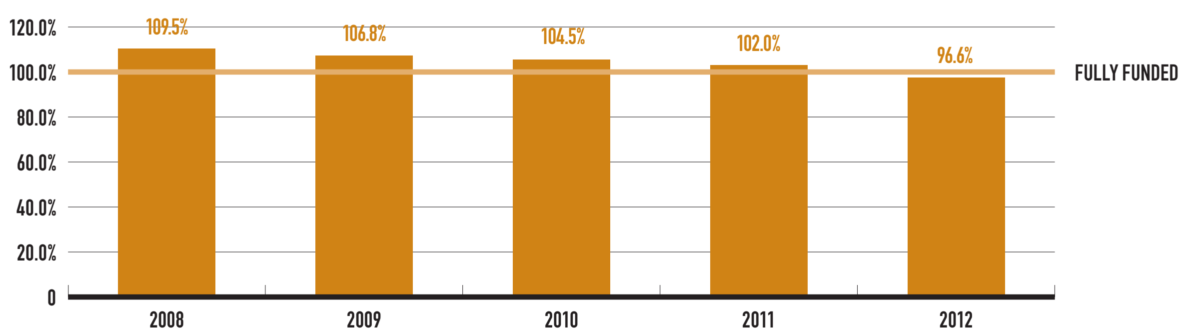
The *Winnipeg Police Pension Plan* currently serves over 2,500 members (including police officers, retired police officers, and other beneficiaries) with assets under management of almost $1 billion.

FUNDED STATUS

Actuarial valuation results as at December 31, 2012 show that:

- The *Plan* had a going concern deficiency of $34.1 million and a going concern funded ratio of 96.6% (prior to resolution)
- The *Plan* had a solvency deficiency of $199.4 million and a solvency ratio of 83%
- Refer to the *Financial Status* section of this report (page 3) for information on how the above-referenced deficiencies are resolved.

FUNDED RATIO BASED ON ACTUARIAL VALUE OF ASSETS

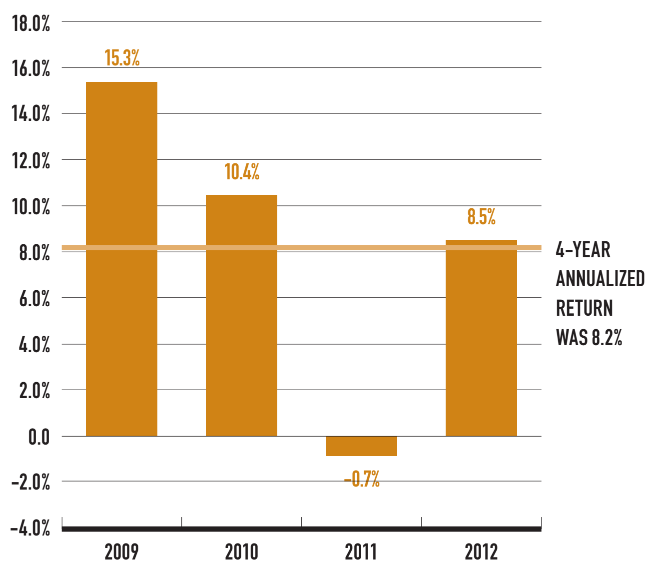


INVESTMENTS

New allocations to real estate continued in 2012. Overall, the *Plan* also saw an increase in the allocation to equity investments—the result of strong performance in the equity markets during the year.

- The *Plan's* investment portfolio achieved a return of 8.5% for 2012, compared to the median Canadian pension fund return of 9.5%.
- The *Plan's* ten-year annualized rate of return was 6.6% per year, ranking third quartile (73rd percentile) among larger pension plans in Canada, and below the *Plan's* "CPI+5%" objective of 6.8% which applied through 2012.

ANNUAL INVESTMENT RETURN



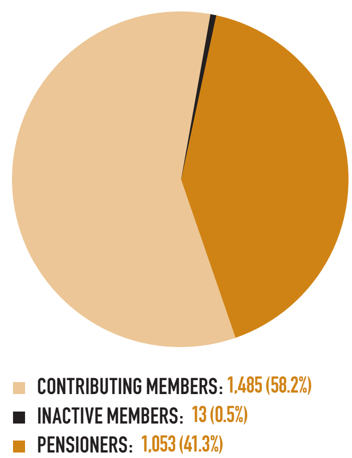
MEMBERSHIP

Total *Plan* membership increased by 44 members. The number of pensioners grew at a slightly higher rate than the number of contributing members.

MEMBERSHIP PROFILE

AS AT DECEMBER 31, 2012

TOTAL MEMBERS: 2,551

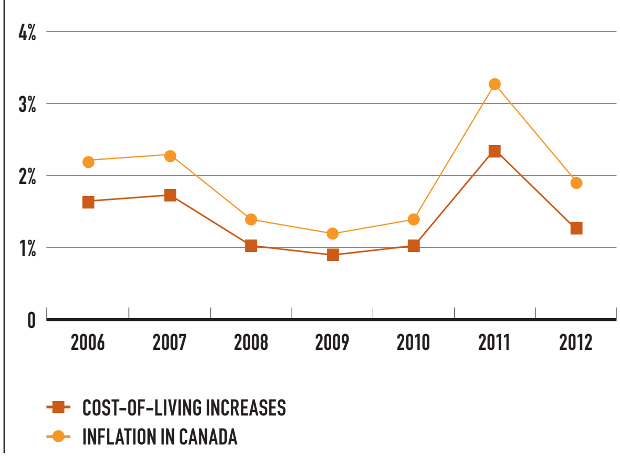


COLA

The *Winnipeg Police Pension Plan* provides for annual cost-of-living-adjustments (COLA) to both pensions in payment and deferred pensions. The level of COLA granted is tied to the funded status of the *Plan*.

In 2012, COLA was granted at a rate of 66.2% of the annual increase in Canada's Consumer Price Index at March 31.

COST OF LIVING INCREASES



FINANCIAL STATUS

GOING-CONCERN BASIS

An actuarial valuation performed on a going-concern basis assumes that the *Plan* will continue to exist into the future. Members are assumed to continue to earn pension benefits for future service, and it is assumed that contributions will continue to be made to the *Plan*.

The most recent actuarial valuation as at December 31, 2012 revealed a deficiency of *Plan* assets relative to going-concern funding liabilities of $34.1 million (using an actuarial "smoothing" of investment gains and losses over five years—a technique used by the *Plan* for many years) and a going-concern funded ratio of 96.6%. The actuarial position includes an actuarial deficiency of $60.4 million in the Main Account—General Component within the *Plan*. The actuarial value of assets and liabilities is shown in the Financial Position table below. The deficiency will be resolved, in accordance with the *Plan* terms, by transferring the remaining balance of the Contribution Stabilization Reserve, $18.1 million, to the Main Account—General Component and by reducing the rate of future cost-of-living adjustments (and hence, the funding of cost-of-living adjustments) to pensions from 66.2% to 47.0% of inflation, effective January 1, 2013. There remains an unutilized balance of $8.1 million in the *Plan* Members' Account.

The cost of benefits which accrued under the *Plan* in 2012 exceeded the combined contributions of the employees and the City of Winnipeg. Up to May 5, 2012, the City matched the police employees' contributions of 8% of pensionable earnings, with the balance of the cost of the *Plan* being financed from the Contribution Stabilization Reserve within the *Plan*. After that date, the City's contribution rate increased to 14.07% of pensionable earnings to meet the requirements of *The Pension Benefits Act* (which restricts the use of actuarial surplus when the level of surplus is below 5% of the *Plan's* solvency liabilities).

SOLVENCY BASIS

An actuarial valuation performed on a solvency basis assumes that the *Plan* is terminated and wound up as of the valuation date. Under this scenario, no further contributions are made or pension benefits earned after that date. It is also assumed that pension benefits already earned are paid out to the members either through the purchase of lifetime annuities or through lump sum payments or transfers.

The most recent solvency valuation of the *Plan*, as at December 31, 2012, revealed a solvency deficiency of $199.4 million and a solvency ratio of 83.0%. This indicates that, on a hypothetical *Plan* wind-up basis, the *Plan's* assets would not be sufficient to cover all the liabilities accrued for benefits earned under the *Plan* as at December 31, 2012.

The *Pension Benefits Regulation* would require the City of Winnipeg to make special payments to the *Plan* of $3,563,000 per month commencing in 2013 to amortize this solvency deficiency over five years, but permits the City, instead of making some or all of these special payments, to secure the special payments with an irrevocable letter of credit. The City of Winnipeg has informed the *Winnipeg Police Pension Board* that it will be arranging for an irrevocable letter of credit from a chartered bank to be held by the *Winnipeg Police Pension Board* in trust for the *Winnipeg Police Pension Fund*. The letter of credit is expected to take effect from October 27, 2013 (when the first special payment would otherwise be due) and be renewed annually until such time as the *Plan* no longer has a solvency deficiency or the City has made all payments required under the *Regulation*.

FINANCIAL POSITION

AS AT DECEMBER 31, 2012

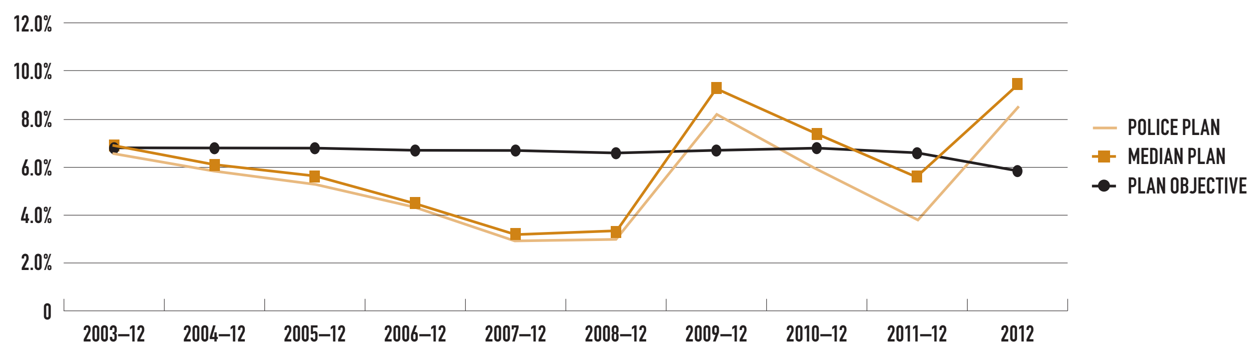
	FAIR VALUE (000's)	ACTUARIAL VALUE (000's)
Net assets available for benefits		
Main Account – General Component	$ 927,022	$ 954,143
Main Account – Contribution Stabilization Reserve	18,131	18,131
Plan Members' Account	8,139	8,139
	$ 953,292	$ 980,413
Plan Obligations	$ 1,014,501	$ 1,014,501
Funded Ratio	94.0%	96.6%

REPORT ON INVESTMENTS

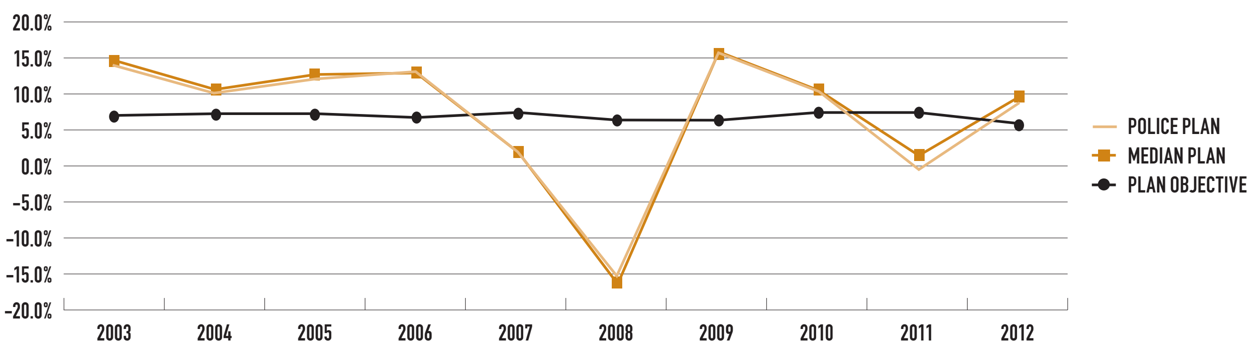
For the year 2012, the investment portfolio earned an investment rate of return of 8.5%.This was less than the median Canadian pension fund return of 9.5% as measured by RBC Investor Services, an independent measurement service. The underperformance can be attributed to the *Plan's* fixed income portfolio, which is positioned conservatively along the yield curve and underweighted in its corporate bond exposure.

On a ten-year basis, the portfolio's return was below the *Plan's* "CPI+5%" objective of 6.8%. Returns which exceeded the objective in years 2003–2006, 2009–2010, and 2012 were not enough to offset returns that fell short of the objective in 2007, 2008, and 2011. The *Plan's* four-year and ten-year annualized rates of return were 8.2% and 6.6% respectively, which placed the *Plan* at the 80th percentile and 73rd percentile ranking, respectively, of Canadian pension funds. The below median ten-year performance (median return of 6.9%) can be attributed to the underperformance of the bond portfolio over the same period.

ANNUALIZED RATES OF RETURN



ANNUAL RATES OF RETURN



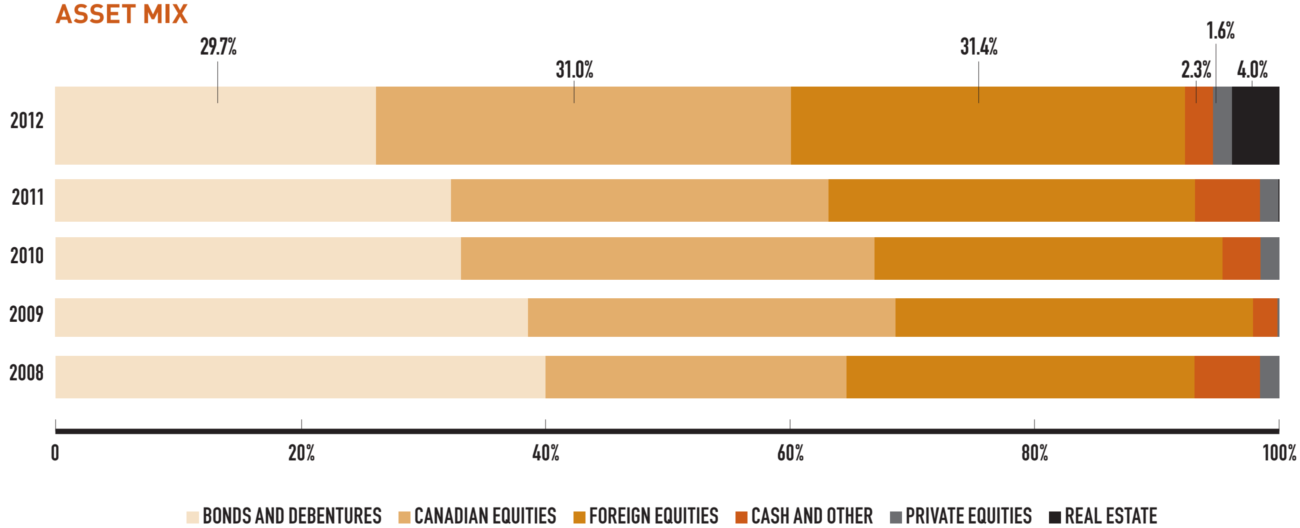
ASSET MIX

As a result of the *Plan's* new long term policy asset mix, assets were allocated out of Canadian fixed income and cash and into real estate. Overall, the *Plan* also saw an increase in the allocation to equity investments—from 59.5% of the portfolio at the beginning of the year to 62.4% at year-end. This was primarily due to the strong performance of equity markets during the year.

ASSET MIX

	2012	2011	2010	2009	2008
Bonds and Debentures	29.7%	33.2%	34.1%	38.9%	40.6%
Canadian Equities	31.0%	30.3%	32.8%	30.1%	24.6%
Foreign Equities	31.4%	29.2%	28.3%	28.2%	27.5%
Cash and Other	2.3%	5.2%	3.3%	1.7%	5.9%
Private Equities	1.6%	1.7%	1.5%	1.1%	1.4%
Real Estate	4.0%	0.4%	0.0%	0.0%	0.0%
	100.0%	100.0%	100.0%	100.0%	100.0%

ASSET MIX



INVESTMENT COMMITTEE

The *Winnipeg Police Pension Plan* delegates the following responsibilities to the Investment Committee of *The Winnipeg Civic Employees' Benefits Program*:

- Determining and maintaining the *Plan's* asset mix, within the parameters of the *Plan's* Statement of Investment Policies and Procedures, as approved by the Board
- Recommending the selection or termination of various investment managers
- Monitoring the performance of these investment managers

ACTUARIAL OPINION
THE CITY OF WINNIPEG
WINNIPEG POLICE PENSION PLAN

Mercer has conducted an actuarial valuation of the *Winnipeg Police Pension Plan* (the "Plan") as at December 31, 2012, relying on data and other information provided to us by the Winnipeg Police Pension Board. The results of the valuation and a summary of the data and assumptions used are contained in our presentation to the Winnipeg Police Pension Board dated June 7, 2013. A formal valuation report will also be prepared.

The principal results of the valuation are as follows:

ACTUARIAL POSITION

The Plan is not fully funded on a going-concern basis in respect of benefits earned for service up to December 31, 2012 and has an excess of the actuarial liabilities over the smoothed value of assets of $34,088,000 as at that date, on the basis of the assumptions and methods described in our report. In addition, $18,131,000 has been previously allocated to the Contribution Stabilization Reserve and $8,139,000 to the Plan Members' Account, resulting in a funding deficiency relating to the General Component of the Main Account of $60,358,000.

In order to resolve the funding deficiency, an amount equal to the balance of the Contribution Stabilization Reserve, $18,131,000, will be transferred from the Contribution Stabilization Reserve to the General Component of the Main Account as at December 31, 2012, and the level of cost-of-living adjustments will be reduced from 66.2% to 47.0% of the annual percentage change in the Consumer Price Index to provide a $42,227,000 reduction in the going concern funding target, in accordance with the terms of the Plan.

The Plan has a solvency deficiency of $199,364,000 as at December 31, 2012, based on a smoothed value of assets. It is our understanding that the City of Winnipeg will address required special payments to fund the solvency deficiency by establishing a letter of credit.

COST OF BENEFITS FOR SERVICE IN 2013

The normal actuarial cost of the benefits expected to be earned under the Plan for service in 2013 is 23.51% of contributory earnings.

This cost is expected to be financed by employee contributions of 8.0% of contributory earnings and City contributions of 15.05% of contributory earnings. The remaining 0.46% of contributory earnings will be financed from future surplus and/or future reductions in the level of cost-of-living adjustments.

In our opinion, for the purposes of the valuations,

- the actuarial valuation and our report thereon present fairly the actuarial position of the *Winnipeg Police Pension Plan* as at December 31, 2012 on the basis of the actuarial assumptions and valuation methods adopted,
- the membership data on which the valuation is based are sufficient and reliable,
- the assumptions are appropriate, and
- the methods employed in the valuation are appropriate.

Our valuation has been prepared, and our opinions given, in accordance with accepted actuarial practice in Canada. It has also been prepared in accordance with the funding and solvency standards set by the *Pension Benefits Act* (Manitoba).

Naveen Kapahi
FELLOW OF THE CANADIAN INSTITUTE OF ACTUARIES

Jared M. Mickall
FELLOW OF THE CANADIAN INSTITUTE OF ACTUARIES

INDEPENDENT AUDITOR'S REPORT

THE CITY OF WINNIPEG
WINNIPEG POLICE PENSION PLAN

To the Chairperson and Members of The Winnipeg Police Pension Board

The City of Winnipeg

We have audited the accompanying financial statements of the *Winnipeg Police Pension Plan*, which comprise the statement of financial position as at December 31, 2012 and their statement of changes in net assets available for benefits, changes in pension obligations and changes in surplus (deficit) 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 controls as management determines 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 the auditor's judgment, including the assessment of risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting principles 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, these financial statements present fairly, in all material respects, the financial position of the *Winnipeg Police Pension Plan* as at December 31, 2012, and the changes in its net assets available for benefits, changes in its pension obligations and changes in surplus (deficit) for the year then ended in accordance with Canadian accounting standards for pension plans.

Deloitte LLP

Chartered Accountants

JUNE 17, 2013

WINNIPEG, MANITOBA

THE CITY OF WINNIPEG
WINNIPEG POLICE PENSION PLAN

STATEMENT OF FINANCIAL POSITION

AS AT DECEMBER 31	2012 (000's)	2011 (000's)
ASSETS		
Investments, at fair value		
Bonds and debentures	$ 282,655	$ 296,755
Canadian equities	295,684	271,406
Foreign equities	299,873	261,565
Cash and short-term deposits	22,506	46,421
Private equities	15,455	15,024
Real estate	37,968	3,885
	954,141	895,056
Accrued interest	659	778
Participants' contributions receivable	6	4
Employers' contributions receivable	13	9
Accounts receivable	109	1
Due from The Winnipeg Civic Employees' Pension Plan	42	19
Total assets	954,970	895,867
LIABILITIES		
Accounts payable	1,678	1,248
Total liabilities	1,678	1,248
NET ASSETS AVAILABLE FOR BENEFITS	953,292	894,619
PENSION OBLIGATIONS	1,014,501	933,774
(DEFICIT) SURPLUS	$ (61,209)	$ (39,155)
(DEFICIT) SURPLUS COMPRISED OF:		
Main Account—General Component	$ (87,479)	$ (76,615)
Main Account—Contribution Stabilization Reserve	18,131	29,943
Plan Members' Account	8,139	7,517
	$ (61,209)	$ (39,155)

See accompanying notes to the financial statements.

THE CITY OF WINNIPEG
WINNIPEG POLICE PENSION PLAN

STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

FOR THE YEARS ENDED DECEMBER 31	2012 (000's)	2011 (000's)
INCREASE IN ASSETS		
Contributions		
The City of Winnipeg	$ 17,129	$ 9,758
Employees	11,367	9,870
Reciprocal transfers from other plans	9	-
	28,505	19,628
Investment income (Note 5)	29,542	30,448
Current period change in fair value of investments	45,908	(35,992)
Total increase in assets	103,955	14,084
DECREASE IN ASSETS		
Pension payments	39,470	37,606
Lump sum benefits (Note 7)	2,769	1,508
Administrative expenses (Note 8)	989	790
Investment management and custodial fees	2,054	1,794
Total decrease in assets	45,282	41,698
Increase (decrease) in net assets	58,673	(27,614)
Net assets available for benefits at beginning of year	894,619	922,233
Net assets available for benefits at end of year	$ 953,292	$ 894,619

See accompanying notes to the financial statements.

THE CITY OF WINNIPEG
WINNIPEG POLICE PENSION PLAN

STATEMENT OF CHANGES IN PENSION OBLIGATIONS

FOR THE YEARS ENDED DECEMBER 31	2012 (000's)	2011 (000's)
ACCRUED PENSION BENEFITS, BEGINNING OF YEAR	$ 933,774	$ 898,923
INCREASE IN ACCRUED PENSION BENEFITS		
Interest on accrued pension benefits	57,464	55,403
Benefits accrued	32,689	28,763
Changes in actuarial assumptions	38,612	-
Total increase in accrued pension benefits	128,765	84,166
DECREASE IN ACCRUED PENSION BENEFITS		
Benefits paid	42,239	39,114
Experience gains and losses and other factors	4,971	4,560
Changes in actuarial assumptions	-	4,843
Administration expenses	828	798
Total decrease in accrued pension benefits	48,038	49,315
NET INCREASE IN ACCRUED PENSION BENEFITS FOR THE YEAR	80,727	34,851
ACCRUED PENSION BENEFITS, END OF YEAR	$ 1,014,501	$ 933,774

See accompanying notes to the financial statements.

THE CITY OF WINNIPEG
WINNIPEG POLICE PENSION PLAN

STATEMENT OF CHANGES IN (DEFICIT) SURPLUS

FOR THE YEARS ENDED DECEMBER 31	2012 (000's)	2011 (000's)
(DEFICIT) SURPLUS, BEGINNING OF YEAR	$ (39,155)	$ 23,310
Increase (decrease) in net assets available for benefits for the year	58,673	(27,614)
Increase in accrued pension benefits for the year	(80,727)	(34,851)
(DEFICIT) SURPLUS, END OF YEAR	$ (61,209)	$ (39,155)

See accompanying notes to the financial statements.

THE CITY OF WINNIPEG
WINNIPEG POLICE PENSION PLAN

SCHEDULE 1: SCHEDULE OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS BY ACCOUNT

FOR THE YEAR ENDED DECEMBER 31	MAIN ACCOUNT— GENERAL COMPONENT (000's)	MAIN ACCOUNT— CONTRIBUTION STABILIZATION RESERVE (000's)	PLAN MEMBERS' ACCOUNT (000's)	2012 TOTAL (000's)
INCREASE IN ASSETS				
Contributions				
The City of Winnipeg	$ 17,129	-	-	$ 17,129
Employees	11,367	-	-	11,367
Reciprocal transfers from other plans	9	-	-	9
	28,505	-	-	28,505
Transfer from Contribution Stabilization Reserve (Note 1)	4,196	-	-	4,196
Transfers to Main Account	-	(4,196)	-	(4,196)
Investment income (Note 5)	28,670	622	250	29,542
Current period change in fair value of investments	44,552	967	389	45,908
Transfer from Contribution Stabilization Reserve—				
Resolution of funding deficiency (Note 3)	9,162	(9,162)	-	-
Total increase (decrease) in assets	115,085	(11,769)	639	103,955
DECREASE IN ASSETS				
Pension payments	39,470	-	-	39,470
Lump sum benefits (Note 7)	2,769	-	-	2,769
Administrative expenses (Note 8)	989	-	-	989
Investment management and custodial fees	1,994	43	17	2,054
Total decrease in assets	45,222	43	17	45,282
Increase (decrease) in net assets	69,863	(11,812)	622	58,673
Net assets available for benefits at beginning of year	857,159	29,943	7,517	894,619
Net assets available for benefits at end of year	$ 927,022	$ 18,131	$ 8,139	$ 953,292

See accompanying notes to the financial statements.

THE CITY OF WINNIPEG
WINNIPEG POLICE PENSION PLAN

SCHEDULE 2: SCHEDULE OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS BY ACCOUNT

				2011
FOR THE YEAR ENDED DECEMBER 31	MAIN ACCOUNT— GENERAL COMPONENT (000's)	MAIN ACCOUNT— CONTRIBUTION STABILIZATION RESERVE (000's)	PLAN MEMBERS' ACCOUNT (000's)	TOTAL (000's)
INCREASE IN ASSETS				
Contributions				
The City of Winnipeg	$ 9,758	-	-	$ 9,758
Employees	9,870	-	-	9,870
Reciprocal transfers from other plans	-	-	-	-
	19,628	-	-	19,628
Transfer from Contribution Stabilization Reserve (Note 1)	9,136	-	-	9,136
Transfers to Main Account	-	(9,136)	-	(9,136)
Investment income (Note 5)	29,034	1,161	253	30,448
Current period change in fair value of investments	(34,320)	(1,373)	(299)	(35,992)
Transfer from Contribution Stabilization Reserve— Resolution of funding deficiency (Note 3)	6,894	(6,894)	-	-
Total increase (decrease) in assets	30,372	(16,242)	(46)	14,084
DECREASE IN ASSETS				
Pension payments	37,606	-	-	37,606
Lump sum benefits (Note 7)	1,508	-	-	1,508
Administrative expenses (Note 8)	790	-	-	790
Investment management and custodial fees	1,711	68	15	1,794
Total decrease in assets	41,615	68	15	41,698
(Decrease) in net assets	(11,243)	(16,310)	(61)	(27,614)
Net assets available for benefits at beginning of year	868,402	46,253	7,578	922,233
Net assets available for benefits at end of year	$ 857,159	$ 29,943	$ 7,517	$ 894,619

See accompanying notes to the financial statements.

THE CITY OF WINNIPEG
WINNIPEG POLICE PENSION PLAN

SCHEDULE 3: SCHEDULE OF CHANGES IN (DEFICIT) SURPLUS BY ACCOUNT

2012

FOR THE YEAR ENDED DECEMBER 31	MAIN ACCOUNT— GENERAL COMPONENT (000's)	MAIN ACCOUNT— CONTRIBUTION STABILIZATION RESERVE (000's)	PLAN MEMBERS' ACCOUNT (000's)	TOTAL (000's)
(DEFICIT) SURPLUS, BEGINNING OF YEAR	$ (76,615)	$ 29,943	$ 7,517	$ (39,155)
Increase (decrease) in net assets available for benefits for the year	69,863	(11,812)	622	58,673
Net increase in accrued pension benefits for the year	(80,727)	-	-	(80,727)
(DEFICIT) SURPLUS, END OF YEAR	$ (87,479)	$ 18,131	$ 8,139	$ (61,209)

2011

FOR THE YEAR ENDED DECEMBER 31	MAIN ACCOUNT— GENERAL COMPONENT (000's)	MAIN ACCOUNT— CONTRIBUTION STABILIZATION RESERVE (000's)	PLAN MEMBERS' ACCOUNT (000's)	TOTAL (000's)
SURPLUS (DEFICIT), BEGINNING OF YEAR	$ (30,521)	$ 46,253	$ 7,578	$ 23,310
(Decrease) in net assets available for benefits for the year	(11,243)	(16,310)	(61)	(27,614)
Net increase in accrued pension benefits for the year	(34,851)	-	-	(34,851)
(DEFICIT) SURPLUS, END OF YEAR	$ (76,615)	$ 29,943	$ 7,517	$ (39,155)

See accompanying notes to the financial statements.

THE CITY OF WINNIPEG
WINNIPEG POLICE PENSION PLAN

NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED DECEMBER 31, 2012

1. DESCRIPTION OF PLAN

a) General

The *Winnipeg Police Pension Plan* is a defined benefit pension plan, which provides pension benefits for City of Winnipeg police officers. All police officers are required to become members of the *Plan* at the commencement of their employment.

b) Administration

The *Plan* is administered by the *Winnipeg Police Pension Board* which is comprised of two voting members appointed by the Winnipeg Police Association, appointed on behalf of Police Officers who are Active Members; one voting member appointed by the Winnipeg Police Senior Officers' Association, appointed on behalf of the senior police officers who are Active Members; one voting member elected by the Non-Active Members and other beneficiaries under the *Plan*; and five members appointed by the City.

The Board also consists of a maximum of four non-voting members, one of whom may be appointed by each of the Winnipeg Police Association, the Winnipeg Police Senior Officers' Association, and the City of Winnipeg, respectively, and one of whom may be elected by the Non-Active Members or, if no election is held, appointed by the Non-Active Member Representative on behalf of the Non-Active Members.

The *Plan* is registered under the *Pension Benefits Act* of Manitoba. The *Plan* is a registered pension plan under the *Income Tax Act*, and is not subject to income taxes.

c) Financial structure

The *Winnipeg Police Pension Plan* is comprised of three Accounts, namely the Main Account (which has two components being the General Component and the Contribution Stabilization Reserve), the Plan Members' Account and the City Account.

i) *Main Account—General Component*

All benefits of the *Pension Plan* are paid from the Main Account—General Component.

Employees contribute 8% of earnings to the Main Account. If the Contribution Stabilization Reserve is sufficient to provide a transfer to fund the difference between the current service cost of benefits accrued during the year and matching employee and City contributions and to the extent provincial funding regulations permit such a transfer, then the City matches the employee contributions during the year.

If the Contribution Stabilization Reserve is insufficient to provide the above transfer or if provincial funding regulations restrict such a transfer, then the City contributes the balance of the current service cost of benefits accrued during the year, including 2% of earnings for post-retirement cost-of-living adjustments, in excess of the employees' contributions.

ii) *Main Account—Contribution Stabilization Reserve*

The Contribution Stabilization Reserve is credited with a portion of actuarial surpluses. The Contribution Stabilization Reserve finances, through transfers to the Main Account—General Component, the portion of the current service cost of benefits that exceeds the employees' and City's contributions. In accordance with Provincial funding regulations the Contribution Stabilization Reserve can be used to reduce the City's contributions only to the extent of the balance in excess of 5% of the *Plan's* solvency liabilities. The balance of the Contribution Stabilization Reserve fell below this threshold during 2012.

iii) Plan Members' Account

In order to ensure that the *Plan* members will receive a benefit equal to the benefit received by the City through the contribution holidays that it took in 2001 and 2002, the Plan Members' Account was established effective January 1, 2003 with an initial balance equal to the amount of the City's contribution holidays adjusted for investment income up to December 31, 2002.

The Plan Members' Account will be credited with any share of future actuarial surpluses that are allocated to the Plan Members in accordance with the *Plan*.

iv) City Account

The financial structure provides for a City Account which will be credited with the share of future actuarial surpluses that are allocated to the City in accordance with the *Plan*. To date, no actuarial surplus has been credited to the City Account.

d) Retirement pensions

The *Plan* provides for retirement at or after age 55 or following completion of 25 years of credited service. The *Plan* allows early retirement at age 50 or completion of at least 20 years of credited service subject to an early retirement pension reduction. The pension formula prior to age 65 is equal to 2% of the average earnings in the 60 consecutive months in which the earnings are highest ("Best Average Earnings") for each year of credited service. The pension formula after age 65 is equal to 1.4% of Best Average Canada Pension Plan earnings plus 2% of Best Average Non-Canada Pension Plan earnings for each year of credited service. Pensions are subject to the maximum benefit limits prescribed for registered pension plans under the *Income Tax Act*.

Retirement and survivor pensions, including deferred pensions, are increased annually to provide cost-of-living adjustments at the stated level in the *Plan* text, which level is currently 66.2% (2011—71.2%) of the percentage change in the Consumer Price Index for Canada.

e) Disability pensions

A member, who has completed at least fifteen years of credited service, and who has become totally and permanently disabled may apply for a disability pension.

f) Survivor's benefits

The *Plan* provides survivor pensions or lump sum benefits on death prior to retirement. On death after retirement, eligible surviving spouses normally receive 66 ⅔% of the member's pension.

g) Termination benefits

Upon application and subject to vesting and locking-in provisions, deferred pensions or equivalent lump sum benefits are payable when a member terminates employment with the City.

h) Variation in benefits

The *Plan* provides that the rate of cost-of-living adjustment to pensions may be increased using funds available in the Plan Members' Account or may be reduced in the event of a funding deficiency.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

a) Basis of presentation

These financial statements are prepared in accordance with Canadian accounting standards for pension plans on a going concern basis and present the aggregate financial position of the *Plan* as a separate financial reporting entity, independent of the City and *Plan* members. They are prepared to assist *Plan* members and others in reviewing the activities of the *Plan* for the fiscal period.

These financial statements include the financial statements of the *Plan* and its wholly-owned subsidiary, 5332665 Manitoba Ltd., which was incorporated on July 14, 2006. The *Plan* accounts for its investment in its subsidiary on a non-consolidated basis. The purpose of the subsidiary corporation is to invest in and hold certain private equity investments on behalf of the *Plan*.

b) Investments and Investment Income

Investments are stated at fair value. Fair value represents the amount for which an asset could be exchanged, or a liability settled between knowledgeable willing parties in an arm's length transaction.

Publicly traded equity investments are valued using published bid prices. For private equity investments, where quoted market prices are not available, various methods of valuation are used by the external managers to determine fair value including the use of: discounted cash flows, earnings multiples, prevailing market rates for instruments with similar characteristics or other pricing models as appropriate. Real estate investments are valued based on the most recent valuations or appraisals of the underlying properties.

Fixed income investments are valued either using published bid prices or by applying valuation techniques that utilize observable market inputs.

Cash and short-term investments are recorded at cost, which, together with accrued interest income, approximates fair value.

Investment transactions are recognized on a trade date basis. Investment income is recorded on the accrual basis.

The *Plan's* investment income, current period change in fair value of investments and investment management and custodial fees are allocated between the Accounts and Reserve based on the average balance of each Account and Reserve during the year.

c) Foreign currency translation

Assets and liabilities denominated in foreign currencies are translated into Canadian dollars at the exchange rates prevailing at the year end. Income and expenses, and the purchase and sale of investments, are translated into Canadian dollars at the exchange rates prevailing on the transaction dates.

d) Use of estimates

The preparation of financial statements in accordance with Canadian accounting standards for pension plans requires management to make estimates and assumptions that affect the reported amounts of certain assets and liabilities at the date of the financial statements and the reported amounts of changes in net assets, obligations, and surplus during the year. Actual results could differ from those estimates.

e) Future Accounting change

In accordance with the Accounting Standards for Pension Plans, the *Plan* is required to adopt International Financial Reporting Standard ("IFRS") 13, Fair Value Measurement, for fiscal years beginning on or after January 1, 2013 for the measurement of its investment assets. IFRS 13 replaces the fair value measurement guidance currently dispersed across different IFRSs and accounting standards with a single definition of fair value and a comprehensive framework for measuring fair value. IFRS 13 does not change the requirements regarding which items should be measured or disclosed at fair value. It defines fair value, establishes a framework for measuring fair value and requires disclosures about fair value measurements. The scope of IFRS 13 is broad; it applies to both financial instruments and non-financial instruments for which other IFRSs and accounting standards require or permit fair value measurements and disclosures about fair value measurements. In general, the disclosure requirements in IFRS 13 are more extensive than those required by the current standards. The *Plan* anticipates that the application of the new standard may affect certain amounts reported in the financial statements and may result in more extensive disclosures in the financial statements.

3. OBLIGATIONS FOR PENSION BENEFITS

An actuarial valuation of the *Plan* was performed as of December 31, 2012 by Mercer (Canada) Limited. This valuation was used to determine the actuarial present value of accrued benefits disclosed in the Statement of Financial Position as at December 31, 2012. For the comparative 2011 figures, the actuarial present value of accrued benefits at December 31, 2011 is based on the December 31, 2011 actuarial valuation performed by Mercer (Canada) Limited. The economic assumptions used in determining the actuarial value of accrued pension benefits were developed by reference to expected long term economic and investment market conditions. Significant long term actuarial assumptions used in the valuation included a valuation interest rate of 6.0% (2011—6.25%) per year, inflation of 2.0% (2011—2.0%) per year and general increases in pay of 3.25% (2011—3.50%) per year. The change in the valuation interest rate from 6.25% to 6.0% increased the obligations for pension benefits by $36,450,000, while the reduction in the general increases in pay assumption from 3.5% to 3.25% decreased the obligations for pension benefits by $7,840,000. The economic assumption about timing of general increases in pay within each year was also changed, increasing obligations for pension benefits by $6,780,000. The demographic assumptions, including rates of termination of employment, retirement and mortality, were chosen after detailed analysis of past experience. The demographic assumptions for annual rates of mortality were revised to utilize generational mortality tables, increasing obligations for pension benefits by $11,570,000. These assumptions were approved by the *Winnipeg Police Pension Board* for purposes of preparing the financial statements. The actuarial present value of accrued benefits was determined using the projected benefit method pro-rated on services.

The actuarial valuation as at December 31, 2012 disclosed a $60,358,000 funding deficiency to be resolved in accordance with the *Plan*, by transferring $18,131,000 from the Main Account—Contribution Stabilization Reserve to the Main Account—General Component and by reducing future cost-of-living adjustments from 66.2% to 47.0% of inflation, effective January 1, 2013.

The actuarial valuation as at December 31, 2011 disclosed a $18,324,000 funding deficiency which was resolved in accordance with the *Plan*, by transferring $9,162,000 from the Main Account—Contribution Stabilization Reserve to the Main Account—General Component and by reducing future cost-of-living adjustments from 71.2% to 66.2% of inflation, effective January 1, 2012.

The actuarial valuation as at December 31, 2010 disclosed a $13,788,000 funding deficiency which was resolved in accordance with the *Plan*, by transferring $6,894,000 from the Main Account—Contribution Stabilization Reserve to the Main Account—General Component and by reducing future cost-of-living adjustments from 75% to 71.2% of inflation, effective January 1, 2011.

The assets available to finance the *Plan's* accrued benefits are those allocated to the Main Account—General Component. In determining the surplus or deficiency for actuarial valuation purposes, and to be consistent with the assumptions used to determine the actuarial present value of benefits, the actuarial value of the assets of the Main Account—General Component was determined from fair values. The actuarial value placed on the assets smoothes out fluctuations in fair values by spreading the difference between expected returns and actual returns, including unrealized gains and losses, over five years.

The effect of using a smoothed value of assets for the Main Account—General Component in determining the estimated actuarial surplus or deficiency is as follows:

	2012 (000's)	2011 (000's)
Surplus (deficit) for financial statement reporting purposes, Main Account—General Component	$ (87,479)	$ (76,615)
Fair value changes not reflected in actuarial value of assets	27,121	58,291
Surplus (deficit), for actuarial valuation purposes, Main Account—General Component	(60,358)	(18,324)
Add: special purpose reserves and accounts		
Main Account—Contribution Stabilization Reserve	18,131	29,943
Plan Members' Account	8,139	7,517
Surplus (deficit), for actuarial valuation purposes, including special purpose reserves and accounts, as estimated	$ (34,088)	$ 19,136

The most recent actuarial valuation for funding purposes as at December 31, 2012 will be filed with the Manitoba Pension Commission and the Canada Revenue Agency. The valuation disclosed a solvency liability measured on a hypothetical *Plan* wind up basis of $1,170,038,000 and a solvency deficiency of $199,364,000 as at December 31, 2012.

The *Pension Benefits Regulation* provides that an irrevocable letter of credit may be used to secure some or all of the special payments that would otherwise be required from the City of Winnipeg to amortize the solvency deficiency over five years. The City of Winnipeg has informed the *Winnipeg Police Pension Board* that it will be arranging for an irrevocable letter of credit to be held by the *Winnipeg Police Pension Board* in lieu of making special payments of $3,563,000 per month together with any applicable interest as required under the Regulation, commencing in 2013. The letter of credit is expected to be effective from late October 2013 and must be renewed annually thereafter until such time as the *Plan* no longer has a solvency deficiency or the City has made all payments required under the *Regulation*.

4. MANAGEMENT OF FINANCIAL RISK

In the normal course of business, the *Plan's* investment activities expose it to a variety of financial risks. The *Plan* seeks to minimize potential adverse effects of these risks on the *Plan's* performance by hiring professional, experienced portfolio managers, by regular monitoring of the *Plan's* position and market events, by diversifying the investment portfolio within the constraints of the investment policy and objectives, and occasionally through the use of derivatives to hedge certain risk exposures. Significant risks that are relevant to the *Plan* are discussed below.

a) Credit risk

Credit risk arises from the potential for an investee to fail or to default on its contractual obligations to the *Plan*, and is concentrated in the *Plan's* investment in bonds and debentures and short-term deposits. At December 31, 2012, the *Plan's* credit risk exposure related to bonds and debentures, accrued interest and short-term deposits totaled $305,820,000 (2011—$343,954,000).

The *Plan's* concentration of credit risk as at December 31, 2012, related to bonds and debentures, is categorized amongst the following types of issuers:

TYPE OF ISSUER	2012 FAIR VALUE (000's)	2011 FAIR VALUE (000's)
Government of Canada and Government of Canada guaranteed	$ 30,954	$ 24,054
Provincial and Provincial guaranteed	190,222	204,297
Canadian cities and municipalities	1,747	2,265
Corporations and other institutions	59,732	66,139
	$ 282,655	$ 296,755

The *Plan's* investments include short-term deposits with the City of Winnipeg which have a fair value of $22,459,000 at December 31, 2012 (2011—$46,399,000).

The *Plan* limits credit risk by investing in bonds and debentures of investees that are considered to be high quality credits and by utilizing an internal Investment Policy Guideline monitoring process. All bond transactions are settled upon delivery using licensed brokers. The risk of default on settlement is considered minimal, as delivery of securities sold is only made once the broker has received payment. Payment is made on a purchase once the securities have been received by the broker.

As at December 31, bonds and debentures analyzed by credit rating are as follows:

	2012		2011	
CREDIT RATING	PERCENT OF TOTAL BONDS	PERCENT OF NET ASSETS	PERCENT OF TOTAL BONDS	PERCENT OF NET ASSETS
AAA	15.4	4.6	16.4	5.4
AA	76.2	22.6	74.7	24.8
A	6.8	2.0	7.2	2.4
BBB	1.1	0.3	1.1	0.4
BB	0.5	0.2	0.6	0.2
	100.0	29.7	100.0	33.2

The *Plan* participates in a securities lending program, managed by the *Plan's* custodian, wherein securities are loaned to counterparties in exchange for lending fees. In this regard, the *Plan's* exposure to credit risk relates to the potential for a counterparty to not return a security and the related collateral held is insufficient to replace the security in the open market. The Manager has responsibility to monitor the credit worthiness of counterparties and to regularly monitor and maintain collateral greater than the value of the loans.

b) Liquidity risk

Liquidity risk is the risk that the *Plan* will encounter difficulty in meeting obligations associated with financial liabilities. The *Plan* ensures it retains sufficient cash and short-term investment positions to meet its cash flow commitments, including the ability to fund the pensioner payroll costs and to fund investment commitments. The *Plan* primarily invests in securities that are traded in active markets and can be readily disposed. The *Plan* may invest in private equity, which is not traded in an organized market and may be illiquid, but only up to a maximum of 5% of the *Plan's* assets, as stipulated in the *Plan's* Statement of Investment Policies and Procedures. The *Plan* may also invest in real estate, which is not traded in an organized market and may be illiquid, but only up to a maximum of 16% of the *Plan's* assets, as stipulated in the *Plan's* Statement of Investment Policies and Procedures.

c) Interest rate risk

Interest rate risk is the risk that the fair value of the *Plan's* interest bearing investments will fluctuate due to changes in market interest rates. The *Plan's* exposure to interest rate risk is concentrated in its investment in bonds and debentures and short-term investments.

The *Plan's* actuarial liabilities are also exposed to fluctuations in long term interest rates as well as expectations of inflation and salary escalation. The *Plan's* primary exposure is to a decline in the long-term real rate of return which may result in higher contribution rates or lower benefit levels.

The *Plan* has approximately 32% (2011—38%) of its assets invested in fixed income securities as at December 31, 2012. The returns on fixed income securities are particularly sensitive to changes in nominal interest rates.

The term to maturity and related fair values of investments in bonds and debentures held by the *Plan* at December 31, 2012 are as follows:

TERM TO MATURITY	2012 FAIR VALUE (000's)	2011 FAIR VALUE (000's)
Less than one year	$ 51,970	$ 25,511
One to five years	129,189	136,366
Greater than five years	101,496	134,878
	$ 282,655	$ 296,755

As at December 31, 2012, had prevailing interest rates raised or lowered by 0.5% (2011—0.5%) assuming a parallel shift in the yield curve, with all other variables held constant, the fair value of investments in bonds and debentures would have decreased or increased, respectively, by approximately $5,441,000 (2011—$6,573,000), approximately 0.6% of total net assets (2011—0.7%). The *Plan's* sensitivity to interest rate changes was estimated using the weighted average duration of the bond portfolio. In practice, the actual results may differ and the difference could be material.

d) Foreign currency risk

Foreign currency risk is the risk that the value of a financial instrument will fluctuate due to changes in foreign exchange rates. Foreign currency exposure arises from the *Plan's* holdings of foreign equity investments. The *Plan's* investment managers may, from time to time, hedge some of this exposure using forward contracts. The table below indicates the *Plan's* net foreign currency exposure after giving effect to the net related hedge as at December 31, 2012. The table also illustrates the potential impact to the *Plan's* net assets, all other variables held constant, as a result of a 10% change in these currencies relative to the Canadian dollar. In practice, the actual results may differ from this sensitivity analysis and the difference could be material.

	2012				2011	
	GROSS EXPOSURE (000's)	NET FOREIGN CURRENCY HEDGE (000's)	NET EXPOSURE (000's)	IMPACT ON NET ASSETS (000's)	NET EXPOSURE (000's)	IMPACT ON NET ASSETS (000's)
United States	$ 178,689	$ -	$ 178,689	$ 17,869	$ 156,354	$ 15,635
Euro countries	41,833	16	41,817	4,182	33,855	3,386
United Kingdom	27,075	-	27,075	2,707	25,763	2,576
Switzerland	11,438	8	11,430	1,143	8,917	892
Japan	10,418	-	10,418	1,042	13,966	1,397
Sweden	8,578	-	8,578	858	6,244	624
Hong Kong	7,430	-	7,430	743	4,986	498
Australia	4,919	-	4,919	492	5,305	531
Other	20,277	22	20,255	2,025	17,447	1,745
	$ 310,657	$ 46	$ 310,611	$ 31,061	$ 272,837	$ 27,284

e) Other price risk

Other price risk is the risk that the value of investments will fluctuate as a result of changes in market prices (other than those arising from interest rate risk or currency risk) whether those changes are caused by factors specific to an individual asset or its issuer, or factors affecting all securities traded in the market. All securities present a risk of loss of capital. The *Plan's* policy is to invest in a diversified portfolio of investments. As well, the *Plan's* Managers moderate this risk through careful selection of securities and other financial instruments within the parameters of the investment policy and strategy. The maximum risk resulting from financial instruments is equivalent to their fair value.

For this *Plan*, the most significant exposure to other price risk is from its investment in equity securities. As at December 31, 2012, had the prices on the respective stock exchanges for these securities increased or decreased by 15%, with all other variables held constant, net assets would have increased or decreased by approximately $89,334,000 (2011—$79,946,000), approximately 9.4% of total net assets (2011—8.9%). In practice, the actual results may differ and the difference could be material.

The *Plan* also has exposure to valuation risk through it's holdings of private equity and real estate investments, for which quoted market prices are not available. As at December 31, 2012, the estimated fair value of private equity investments is $15,455,000 (2011—$15,024,000), approximately 1.6% of total net assets (2011—1.7%), and the related change in fair value of investments recognized for the year ended December 31, 2012 is $2,641,000 (2011—$992,000). As at December 31, 2012, the estimated fair value of real estate investments is $37,968,000 (2011—$3,885,000), approximately 4.0% of total net assets (2011—0.4%), and the related change in fair value of investments recognized for the year ended December 31, 2012 is $2,397,000 (2011—$145,000).

f) Fair value hierarchy

Financial instruments recorded at fair value on the Statement of Financial Position are classified using a fair value hierarchy that reflects the significance of the inputs used in making the measurements. The fair value hierarchy has the following levels: Level 1—valuation based on quoted prices (unadjusted) in active markets for identical assets or liabilities; Level 2—valuation techniques based on inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly or indirectly; and, Level 3—valuation techniques using inputs for the asset or liability that are not based on observable market data (unobservable inputs). The fair value hierarchy requires the use of observable market inputs whenever such inputs exist. A financial instrument is classified to the lowest level of the hierarchy for which a significant input has been considered in measuring fair value.

The following tables present the investment assets recorded at fair value in the Statement of Financial Position as at December 31, 2012 and December 31, 2011, classified using the fair value hierarchy described above:

	LEVEL 1 (000's)	LEVEL 2 (000's)	LEVEL 3 (000's)	2012 TOTAL INVESTMENT ASSETS AT FAIR VALUE (000's)
Bonds and debentures	$ 1,777	$ 280,878	-	$ 282,655
Canadian equities	292,885	2,799	-	295,684
Foreign equities	298,654	1,219	-	299,873
Cash and short term deposits	22,506	-	-	22,506
Private equities	-	-	15,455	15,455
Real estate	-	-	37,968	37,968
	$ 615,822	$ 284,896	$ 53,423	$ 954,141

	LEVEL 1 (000's)	LEVEL 2 (000's)	LEVEL 3 (000's)	2011 TOTAL INVESTMENT ASSETS AT FAIR VALUE (000's)
Bonds and debentures	$ -	$ 296,755	-	$ 296,755
Canadian equities	270,518	888	-	271,406
Foreign equities	259,044	2,521	-	261,565
Cash and short term deposits	46,421	-	-	46,421
Private equities	-	-	15,024	15,024
Real estate	-	-	3,885	3,885
	$ 575,983	$ 300,164	$ 18,909	$ 895,056

During the year, there has been no significant transfer of amounts between Level 1 and Level 2.

The following table reconciles the fair value of financial instruments classified in Level 3 from the beginning balance to the ending balance:

PRIVATE EQUITIES	2012 (000's)	2011 (000's)
Fair value, beginning of year	$ 15,024	$ 14,017
Gains recognized in increase in net assets	2,641	992
Purchases	1,217	2,169
Sales	(3,427)	(2,154)
	$ 15,455	$ 15,024

REAL ESTATE	2012 (000's)	2011 (000's)
Fair value, beginning of year	$ 3,885	$ -
Gains recognized in increase in net assets	2,397	145
Purchases	31,686	3,740
Sales	-	-
	$ 37,968	$ 3,885

Section 3.29 of the *Pension Benefits Act Regulations* requires disclosure of each investment asset that has a fair value greater than one percent of the of the fair value of the investment assets of the Fund. As at December 31, 2012, the Fund held the following investments that met this classification:

	2012 (000's)
Bonds and debentures	
Ontario Hydro Prin 10.75% 2021, maturing October 17, 2014	$ 33,118
Ontario Hydro Res, maturing February 6, 2020	17,393
Canadian Government 1.5%, maturing November 1, 2013	17,058
Ontario Hydro Zero CPN, maturing April 11, 2017	13,748
Canadian equities	
TD Emerald Index Fund	95,794
Bank of Nova Scotia	11,361
Toronto-Dominion Bank	10,844
Royal Bank of Canada	10,001
Foreign equities	
State Street S&P 500 Index Common Trust Fund	73,614
Templeton Global Smaller Companies Fund	14,529
Cash and short term deposits	
City of Winnipeg short term deposit	22,459
Private equities	
5332665 Manitoba Ltd. common shares	14,318

5. INVESTMENT INCOME

	2012 (000's)	2011 (000's)
Bonds and debentures	$ 16,360	$ 16,851
Canadian equities	7,004	7,002
Foreign equities	5,535	5,922
Cash and short-term deposits	643	673
	$ 29,542	$ 30,448

Allocated to:

	2012 (000's)	2011 (000's)
Main Account—General Component	$ 28,670	$ 29,034
Main Account—Contribution Stabilization Reserve	622	1,161
Plan Members' Account	250	253
	$ 29,542	$ 30,448

6. INVESTMENT TRANSACTION COSTS

During 2012, the *Plan* incurred investment transaction costs in the form of brokerage commissions, in the amount of $258,000 (2011—$319,000). Investment transaction costs are included in the current period change in fair value of investments.

7. LUMP SUM BENEFITS

	2012 (000's)	2011 (000's)
Termination benefits	$ 172	$ 1,193
Death benefits	1,397	-
Payments on relationship breakdown	1,177	309
Other	23	6
	$ 2,769	$ 1,508

8. ADMINISTRATIVE EXPENSES

	2012 (000's)	2011 (000's)
The Winnipeg Civic Employees' Benefits Program	$ 603	$ 589
Actuarial fees	340	162
Legal fees	33	28
General and administrative expenses	13	11
	$ 989	$ 790

9. COMMITMENTS

The *Plan's* wholly-owned subsidiary, 5332665 Manitoba Ltd., has entered into an investment management agreement wherein it has authorized an investment manager to make private equity investment commitments on its behalf, with aggregate commitments not to exceed $20,000,000. Commitments will be funded over the next several years. As at December 31, 2012, $15,485,000 had been funded.

ADMINISTRATION

The *Winnipeg Police Pension Plan* is constituted under City of Winnipeg By-Law No. 126/2011. The *Winnipeg Police Pension Board* is responsible for administration of the *Plan*.

The *Board* is made up of nine voting members: five are appointed by the City of Winnipeg, two are appointed by the Winnipeg Police Association, one is appointed by the Winnipeg Police Senior Officers' Association, and one is elected by non-active members and other beneficiaries. In addition, a maximum of four non-voting members may be appointed to the Board, one from each of the groups listed above.

BOARD MEMBERS

Winnipeg Police Pension Board as at December 31, 2012

Appointed by Winnipeg City Council

Shelley Hart (Chair)
DEPUTY CHIEF OF POLICE

Betty Holsten Boyer
MANAGER OF FINANCIAL PLANNING AND REVIEW

Richard Kachur
CITY CLERK

Mike Ruta
CHIEF FINANCIAL OFFICER

Phil Sheegl
CHIEF ADMINISTRATIVE OFFICER

Krista Boryskavich (non-voting)
SOLICITOR

Appointed by Winnipeg Police Association

Mike Sutherland (Vice-Chair)

George Van Mackelbergh

Richard Schroeder (non-voting)

Appointed by Winnipeg Police Senior Officers' Association

Gord Perrier

Appointed by Non-Active Members and Other Beneficiaries

Loren Schinkel

INVESTMENT COMMITTEE MEMBERS

Eric Stefanson, F.C.A. (Chair)

Jon Holeman, RBC Dominion Securities

Sam Pellettieri, CFA

Bob Romphf, Manitoba Nurses Union

Phil Sheegl, City of Winnipeg

Gary Timlick, Wawanesa Insurance

MANAGEMENT

The day-to-day administration of the *Plan* is carried out by the management and staff of *The Winnipeg Civic Employees' Benefits Program* under the direction of its Chief Executive Officer.

Glenda Willis
CHIEF EXECUTIVE OFFICER

Nestor Theodorou
CHIEF INVESTMENT OFFICER

Bill Battershill
MANAGER OF INFORMATION SYSTEMS

Merrill Clark
MANAGER OF PENSION AND GROUP INSURANCE BENEFITS (ACTING)

Amanda Jeninga
MANAGER OF COMMUNICATIONS

Rob Sutherland
MANAGER OF FINANCE AND ADMINISTRATION

ADVISORS

Actuary
Mercer (Canada) Limited

Consulting Actuary
Western Compensation & Benefits Consultants

Investment Consultant
Aon Hewitt

Auditor
Deloitte LLP

Legal Counsel
Taylor McCaffrey
Koskie Minsky

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