23

ANNUAL REPORT

WCEBP

WINNIPEG CIVIC EMPLOYEES'
BENEFITS PROGRAM

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MESSAGE FROM THE BOARD OF TRUSTEES

As the governing body of The Winnipeg Civic Employees' Benefits Program, the Board of Trustees addresses a multitude of complex matters on an ongoing basis, while engaging the advice of the Program's Chief Executive Officer and other expert advisors. Our fiduciary duty to always act solely in the best interests of the Program and our Program members is always top-of-mind and guides our decision making. We take our responsibilities very seriously.

We are pleased to report that the *Program* has continued to perform well and is in a healthy financial position. Thank you for your interest in reading on for an overview of the year 2023 and our look forward.

INVESTMENT PERFORMANCE

Following a challenging year in 2022, global financial markets somewhat defied gloomy predictions in 2023. The *Program's* investment portfolio earned a rate of return for the year of 8.63%. This trailed our policy benchmark by 1.31% as most public and private asset allocations underperformed their respective benchmarks. However, the *Program's* fixed income and real estate portfolios outperformed their respective benchmarks. Overall, the *Program's* investment portfolio continues to experience strong risk-adjusted returns, thus maintaining a suitably less-volatile return profile.

Over the longer term – the *Program's* investment performance remains stable with a four-year annualized rate of return of 7.33% (which surpassed our four-year policy benchmark by 1.43% per year) and a ten-year annualized rate of return of 8.11% (which surpassed our ten-year policy benchmark by 0.80% per year), both measured as at December 31, 2023. These steady returns, in large part, are a result of the broadly diversified investment portfolio that was implemented by the *Program* over the past decade, with a portion of the portfolio allocated to alternative asset classes such as real estate, infrastructure and private credit (and away from public equities and fixed income allocations).

This steady investment performance has significantly contributed to the *Program's* strong financial position over the past several years during a period of global economic uncertainty and market volatility.

FUNDED STATUS

The Winnipeg Civic Employees' Benefits Program continues to be fully funded on a going-concern basis (with respect to benefits accrued for all service up to December 31, 2023). At the December 31, 2023 actuarial valuation, the *Program's* assets on an actuarial basis (which uses a five-year "smoothing" technique for recognizing investment gains and losses) exceeded actuarial liabilities by $317,948,000, resulting in a funded ratio of 105.0% on the basis of actuarial values. If the "fair" value of assets (an approximation of market value) had been used instead of the "smoothed" value, there would have been an excess over actuarial liabilities of $583,798,000 – which would have resulted in a funded ratio of 109.2% on a fair value basis.

Although the *Program* is fully funded for all service accrued to the valuation date, it is important to note that the cost of benefits accruing (28.61% of pensionable earnings) currently exceeds the combined employee and employer contribution rates (about 20.0% of pensionable earnings), resulting in a draw on surplus of about $58 million a year. This could become unsustainable unless the excess costs are offset by past and/or future actuarial surpluses or by future adjustments to the level of benefits provided by the *Program* – hence the importance of the *Board's* review of the long-term sustainability of the *Program*. We will speak to this more a little further along in our message.

COST-OF-LIVING ADJUSTMENT

We are pleased that the *Program's* funded status allowed the cost-of-living adjustment (COLA) to pensions to remain at 80% of the year-over-year increase in the Consumer Price Index (CPI) for Canada (measured as at March 31, 2024), resulting in an increase of 1.76% for our pensioners, payable from July 2024.

Our prudent financial management of the *Program* has allowed COLA to pensions to be paid at 80% of the applicable increase in CPI for all years since the restructuring to joint trusteeship in 2003. This benefit is particularly important for our members to retain purchasing power, especially in times of high inflation such as we have experienced during the past number of years. We again remind you, however, that the COLA rate granted to pensions in pay and deferred pensions is not guaranteed and may gradually decline over time from 80% to 50% of the annual percentage increase in CPI.

PROGRAM SUSTAINABILITY

Our *Board* is committed to ensuring that the *Program* is managed prudently in the interests of all members, that the assets of the *Program* are sufficient to fully finance the benefits already earned under the *Program*, and that the *Program* is positioned to be sustainable for present and future members.

As part of its overall governance, and its prudent management of the *Program*, an ongoing issue for the *Board* is the long-term sustainability of the *Program* for current and future members, taking into account the evolving maturity of the *Program*, increasing life expectancies, and the possibility of lower future rates of investment return.

Although our *Program* continues to be fully funded on a going-concern basis, it is important, on a periodic basis, to delve deep into the matter of long-term sustainability. This involves identifying and analyzing the potential risks which could affect the future ability of the *Program* to provide the expected benefits, with the ultimate purpose of introducing any changes that would enhance the *Program's* long-term sustainability (subject to approval of the Signatory Parties - City of Winnipeg and Signatory Unions - as applicable).

We previously reported to you that the *Board* had commenced a comprehensive review process through its *Committee on Program Sustainability*. The work of the *Committee* and the *Board*, leading to recommendations to the Signatory Parties to the *Pension Trust Agreement*, is now complete. The *Board of Trustees* is unanimous in its resolve that the recommendations are necessary to improve the long-term sustainability of the *Program*. These recommendations relate to the financial operation of the *Program* (for example, maintenance of reserves within the *Program* and use of actuarial surpluses).

They do not affect the current benefits for *Program* members and do not affect the current contribution rates of employees and employers to the *Program*. Any funding of the proposed changes would occur from within the *Program* and if at such future time as actuarial surpluses become available.

With the unanimous acceptance by the *Board of Trustees*, these high-level recommendations were presented and received approval in principle by the City of Winnipeg and the Signatory Unions. Work is ongoing to present the requisite amendments to the *Pension Trust Agreement* to the Signatory Parties for their final approval.

TRANSITION TO NEXT CHIEF EXECUTIVE OFFICER

Following a tenure of more than 20 years, the *Program's* Chief Executive Officer, Glenda Willis, has provided the *Board of Trustees* with notice of her upcoming transition to retirement.

Glenda has been an integral part of our *Program* since its transition to joint trusteeship in 2003. We have very much benefitted from her dedicated leadership, integrity, expertise, forward-thinking approach to governance and extensive experience in the pension and benefits industry. Glenda's deep passion for the business and her unwavering commitment to the *Program,* and to acting solely in the best interests of the *Program's* membership, have served the *Program* very well.

The *Board of Trustees* is committed to ensuring a smooth transition to its next Chief Executive Officer.

Glenda has agreed to continue in her role until such time as a comprehensive executive search is conducted and our next Chief Executive Officer is in place.

IN CLOSING

I extend my sincere appreciation to our Trustees, our Investment Committee members, our management and staff, who all contribute (in their respective capacities, and collectively) to the success of *The Winnipeg Civic Employees' Benefits Program*. Thank you all so very much for your commitment and dedication to the work of the *Program* and to serving *Program* members.

On behalf of the *Board of Trustees* -

Sincerely,

Winston Yee
CHAIR (FOR 2023)

PROGRAM HISTORY

Employees of the City of Winnipeg have enjoyed a long and proud history of participation in employee pension and benefit plans in one form or another, with the current *Program's* origins dating back to 1921. Following the unification of the former municipalities into the current City of Winnipeg in 1972, the Employee Benefits Program was created. Then, in 1989, all of the prior pension plans that had existed separately for the former municipalities and the Metropolitan Corporation of Greater Winnipeg were amalgamated into the Employee Benefits Program.

The most recent major fundamental change took effect on January 1, 2003 upon commencement of the restructured *Winnipeg Civic Employees' Benefits Program* (the "*Program*") under joint trusteeship. This fundamental change took a number of years to accomplish, with the underpinnings of change dating back to December 1999 when City Council and the unions representing City of Winnipeg employees, with the exception of police officers (who have a separate pension plan), approved the restructuring of the former Employee Benefits Program. The restructuring required legislative amendment to *The City of Winnipeg Act* in 2001, Manitoba Court of Queens' Bench approval, and approval of regulatory authorities, which approvals were received in 2002.

The *Program* was further amended in September 2011 to address its long-term sustainability (given the cost of benefits accruing under the *Program* each year significantly exceeded the amount of employee and employer annual contributions). The changes – which became effective September 1, 2011 – included both benefit changes and contribution rate increases.

PROGRAM COMPOSITION

The *Program* is comprised of:

- The Winnipeg Civic Employees' Pension Plan, a registered pension plan under Manitoba's Pension Benefits Act and Canada's Income Tax Act
- The Winnipeg Civic Employees' Long Term Disability Plan
- The Winnipeg Civic Employees' Early Retirement Benefits Arrangement

Nine employers participate in the *Program*:

- City of Winnipeg
- Riverview Health Centre
- Manitoba Hydro (former Winnipeg Hydro employees only)
- Assiniboine Park Conservancy
- Winnipeg Convention Centre
- St. Boniface Museum
- Transcona Historical Museum
- Canlan Ice Sports Corp. (former Highlander employees only; excluding Disability Plan)
- The Board of Trustees of *The Winnipeg Civic Employees' Benefits Program*

GOVERNANCE STRUCTURE

The *Program* operates under a jointly-trusteed governance structure according to the terms and conditions of the *Pension Trust Agreement* and the *Disability Plan Trust Agreement* entered into by the City of Winnipeg and ten Signatory Unions.

The *Program* is governed by two boards:

- The Board of Trustees of *The Winnipeg Civic Employees' Benefits Program (Pension Fund) for The Winnipeg Civic Employees' Pension Plan and The Winnipeg Civic Employees' Early Retirement Benefits Arrangement*
- The Board of Trustees of *The Winnipeg Civic Employees' Benefits Program (Disability Fund) for The Winnipeg Civic Employees' Long Term Disability Plan*

The City of Winnipeg and the *Program* Members have equal representation on these joint *Boards*, with the Trustees being appointed equally by the City of Winnipeg and the ten Signatory Unions. The same individuals sit on both *Boards*, with the exception of one Employer Trustee and the Member Trustee on behalf of pensioners and deferred members who do not sit on the *Disability Plan Board*.

ROLE OF THE BOARD OF TRUSTEES

The *Board of Trustees* is responsible for the overall operation of the *Program*, including:

- Ensuring the *Program* is administered in accordance with the *Trust Agreement*, *Program Text*, and applicable legislation
- Adopting and reviewing the investment policy
- Monitoring investment performance
- Adopting and reviewing funding policy

The *Board* is also responsible for ensuring adequate financial records are maintained and for reporting annually on the operations of the *Program* to Participating Employers, unions, and *Program* Members. To discharge its responsibility, the *Board* performs in an oversight capacity with respect to all significant aspects of the management of the *Program's* operations.

BOARD COMMITTEES

The *Board* has established various committees to provide a process to assist in its decisions.

INVESTMENT COMMITTEE — The Investment Committee is responsible for determining the asset mix of the *Program* (within the parameters of the *Program's Statement of Investment Policies and Procedures*), for recommending the selection or termination of various investment managers, and for monitoring the performance of these investment managers.

The Committee is comprised of three members appointed by Employer Trustees and three members appointed by Member Trustees.

AUDIT COMMITTEE — The Audit Committee oversees the *Program's* financial reporting, and accounting policies and procedures, and makes recommendations to the *Board* in this regard.

GOVERNANCE COMMITTEE — The Governance Committee is charged with making recommendations to the *Board* on governance policies, guidelines and procedures; assessing the effectiveness of the *Board's* governance policies; and with responsibility for the orientation of new Trustees.

ADMINISTRATION

The day-to-day administration of the *Program* is carried out under the direction of its Chief Executive Officer.

SURPLUS- AND RISK-SHARING

Benefits are financed entirely by the assets (including investment earnings) of the *Program* and the contributions of the Participating Employers and the active Members.

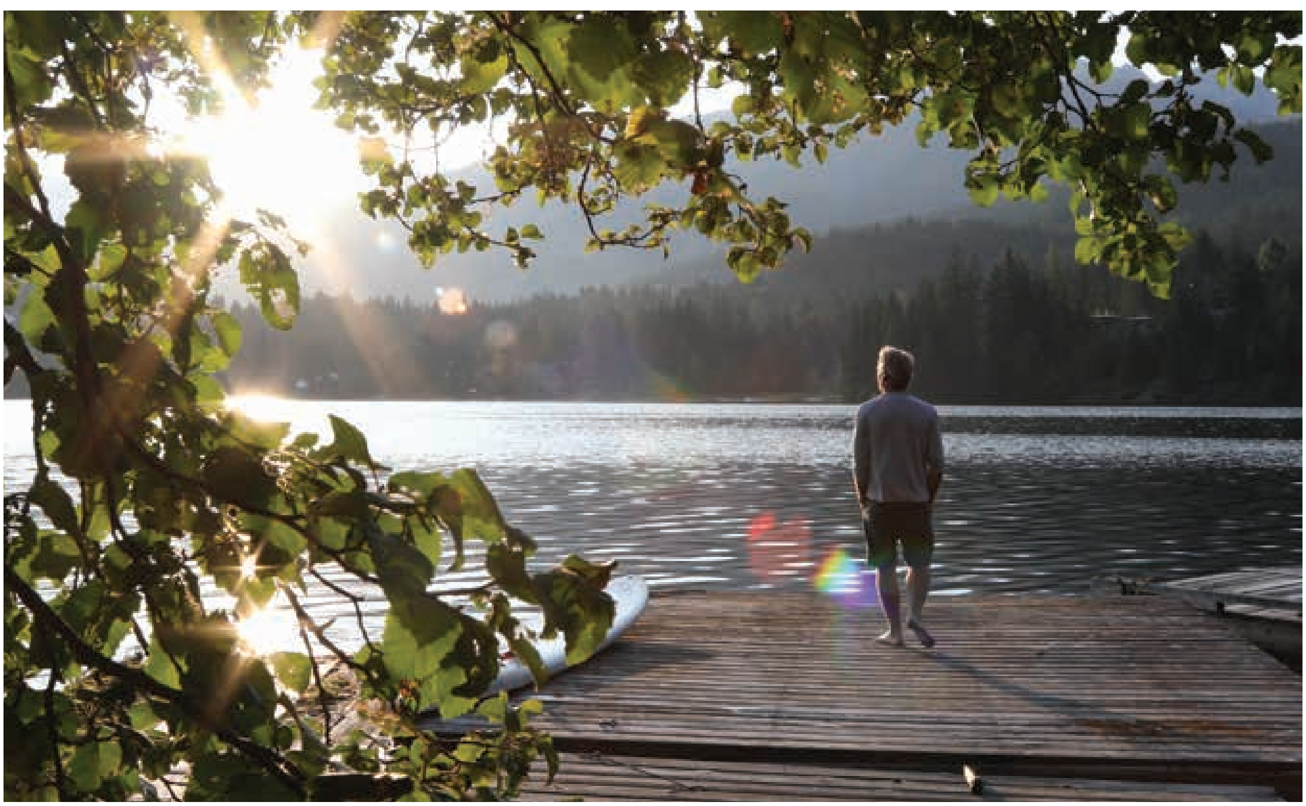
Participating Employers and Members share in the surpluses and the risks associated with the *Program*.

Program benefits are not guaranteed by the City of Winnipeg or the other Participating Employers.

An actuarial valuation of the benefit obligations of the *Program* is carried out each year. Actuarial surpluses and funding deficiencies are dealt with in accordance with the terms of the *Pension Trust Agreement*.

A reduction in benefits and/or an increase in contributions (contribution increases are subject to agreement by the City of Winnipeg and Signatory Unions) will be required if the assets of the *Program* are not sufficient to meet the *Program's* liabilities on an ongoing basis.

The Members' share of any actuarial surpluses may be used to fund improvements in benefits or to reduce member contributions. The Participating Employers' share of any actuarial surpluses may finance (through transfers from the City Account within the *Program*) a reduction in the Participating Employers' contributions from the amounts needed to match the *Program* Members' required contributions.



PROGRAM GOVERNANCE

The *Board of Trustees* continued to operate in accordance with the *Pension Trust Agreement* and the principles and responsibilities of governance articulated in its Governance Manual. The *Board's* vision, mission, and values continue to be a guide for the *Program Administration* in delivering upon its mandate (e.g., in communication material, reviewing work processes, delivery of services to Members).

VISION, MISSION, VALUES

The Board of Trustees' Vision, Mission, and Values for the Winnipeg Civic Employees' Pension Plan.

VISION: To be considered by *Plan* members and industry peers as one of the best-managed pension plan organizations in Canada.

MISSION: To deliver the promised benefits (subject to the terms of the *Pension Trust Agreement* and the *Plan* text) to the *Plan's* members and beneficiaries.

In doing so, the *Board*:

- Maintains an effective and transparent governance structure and process encouraging a culture of excellence
- Preserves the level of benefits agreed to by all parties to the extent possible given financial and any other constraints and subject to the requirements of the *Pension Trust Agreement* and applicable law
- Promotes financial management responsibility by weighing risks and returns for each decision
- Provides high-quality administration services with a focus on Members, beneficiaries and employers
- Complies with all laws, rules, regulations, *Plan* provisions and applicable policies and guidelines
- Provides leadership and communication to *Plan* members and other stakeholders on behalf of the *Plan*
- Recognizes that the *Plan* is jointly governed between Participating Employers and Members and that this joint governance arrangement entails sharing responsibility for costs and unfunded liabilities and sharing the benefit of any actuarial surpluses

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TRUST • INTEGRITY • EQUITY • RESPECT • SERVICE

FINANCIAL HIGHLIGHTS

19,085

TOTAL MEMBERSHIP

105%

FUNDED RATIO

$6.94B

NET ASSETS
(FOR THE PLAN)

$376M

NET INVESTMENT INCOME
(FOR THE PLAN)

8.6%

2023 RATE OF RETURN

7.3%

4-YEAR ANNUALIZED
RATE OF RETURN

8.1%

10-YEAR ANNUALIZED
RATE OF RETURN

FUNDED STATUS

Measured on the **going-concern basis**, the *Program* is fully funded with respect to benefits accrued for all service up to December 31, 2023. At year-end, a going-concern valuation disclosed that the *Program's* actuarial assets (at "smoothed" value) exceeded actuarial liabilities by $317,948,000, for a funded ratio of 105.0%. Note that an actuarial valuation performed on a going-concern basis assumes that the *Program* will continue to operate indefinitely.

Financial statements, prepared in accordance with Canadian accounting standards for pension plans, disclosed that the *Program's* assets at "fair" value (an approximation of market value) exceeded its actuarial liabilities by $583,798,000, for a funded ratio of 109.2%.

The difference between the going-concern valuation results and the financial statements occurs because a "smoothing" technique is used to value the assets for actuarial valuation purposes. This technique, used by the *Program* for many years, serves to smooth out (over a five-year period) fluctuations in the market value of assets due to investment gains and losses.

The "smoothing" difference at year-end 2023 represents higher than anticipated investment earnings in 2020, 2021 and 2023 which have not yet been recognized for actuarial valuation purposes. If future investment earnings expectations are met, the "smoothing" difference will be recognized for actuarial purposes over the next five years. Such an outcome would be beneficial to the financial position of the *Program*.

105%

GOING-CONCERN FUNDED RATIO FOR 2023

$6.7B

NET ASSETS ACTUARIAL VALUE FOR 2023

FINANCIAL POSITION

AS AT DECEMBER 31, 2023
(IN THOUSANDS)

	FAIR VALUE	ACTUARIAL VALUE
Net assets available for benefits		
Main Account	$ 6,910,870	$ 6,645,020
Plan Members' Account	29,946	29,946
City Account	-	-
	6,940,816	6,674,966
Program obligations	$ 6,357,018	6,357,018
Funded ratio	109.2%	105.0%

See *Notes to the Financial Statements, note 1.c) Financial Structure*, for descriptions of the three accounts.

GOING CONCERN FINANCIAL STATUS		DECEMBER 31, 2023 (IN THOUSANDS)
1. Actuarial value of assets		
Main Account	$	6,645,020
Plan Members' Account		29,946
City Account		0
	$	6,674,966
2. Actuarial liabilities		
Pension Plan	$	6,319,814
Long Term Disability Plan		31,809
Early Retirement Benefits Arrangement		5,395
	$	6,357,018
3. Excess of actuarial value of Program assets over actuarial liabilities	$	317,948
4. Amounts previously allocated		
Plan Members' Account	$	29,946
City Account		0
	$	29,946
5. Financial position (*3. minus 4.*)	$	288,002
6. Actuarial surplus (*1. minus 4. minus (105% x 2.),* or zero; whichever is greater)	$	0
7. Funded ratio (*1. divided by 2.*)		
Including Plan Members' and City Accounts		105.0%
Excluding Plan Members' and City Accounts		104.5%

SOLVENCY VALUATION

An actuarial valuation performed on a **solvency basis** assumes the *Pension Plan* is terminated and wound up as of the valuation date. The most recent solvency valuation of the *Program* at December 31, 2023, revealed a solvency ratio of 118.3%. This indicates that, on a plan termination basis, the *Program's* assets would have been sufficient to cover all the liabilities accrued for benefits under the *Program* as at December 31, 2023. No action is required to be taken on the basis of this solvency valuation as the *Board of Trustees* has elected, under the *Solvency Exemption for Public Sector Pension Plans Regulation*, that *The Winnipeg Civic Employees' Pension Plan* be exempt from the solvency and transfer deficiency provisions of Manitoba's *Pension Benefits Act* and *Regulations*.

COST-OF-LIVING ADJUSTMENTS

The *Pension Plan* provides for annual Cost-of- Living Adjustments (COLA) to both pensions in payment and deferred pensions. The level of COLA that can be granted in a particular year is tied to the funded status of the *Program*.

In measuring the *Program's* obligations at year- end 2023, it was assumed that pensions are indexed at the current rate of 80% of the annual percentage change in Canada's Consumer Price Index (CPI) measured at March 31 each year.

The level of funding within the *Program* which supports COLA is expected to vary over time, and will be affected by both future *Program* experience (especially investment experience) and the portion of future contributions that are allocated to finance COLA.

It is important to note that, since September 1, 2011 (when the *Program* was restructured), the portion of contributions allocated to fund future COLAs is expected to be sufficient to finance COLAs for pensions for service on/after September 1, 2011 at a rate equal to 50% of the annual percentage change in CPI. Accordingly, in the absence of emerging surplus or other positive *Program* experience, the level of COLA can be expected to gradually decline in future years to 50% of the annual percentage change in CPI. However, should the *Program's* investments perform better than expected, as has been the case in recent years, a portion of the resulting actuarial gains may be used to maintain COLAs at a rate higher than 50% of the annual percentage change in CPI.

Although the *Program* has been able to maintain COLA funding to support 80% of the annual percentage change in CPI to date, this level of funding is not expected to be sustainable over the long term.

CURRENT SERVICE COST

The normal actuarial cost of benefits expected to be earned under the *Program* for service in 2024 is 28.61% of contributory earnings. This assumes future cost-of-living adjustments at the rate of 50% of changes in CPI, in accordance with the *Pension Trust Agreement*.

The average contribution rate to the *Program* is 10.0% of pensionable earnings for both employees and employers—9.5% on employee earnings up to the Year's Maximum Pensionable Earnings (YMPE) under the Canada Pension Plan (CPP) and 11.8% on earnings above the YMPE.

The remaining amount to be paid for current service cost will be drawn from the funding excess.

The sources of financing for the current service cost (2024) are shown in the table below.

ADDRESSING SURPLUSES AND DEFICIENCIES

Actuarial surpluses and funding deficiencies are dealt with in accordance with the *Pension Trust Agreement*. The prescribed steps to resolve a funding deficiency generally include revising the actuarial assumptions, reducing the anticipated level of future cost-of-living adjustment, increasing contributions (if agreed upon by the City of Winnipeg and the Signatory Unions), drawing upon any available reserves, and if necessary, reducing benefits.

COST OF BENEFITS FOR SERVICE IN 2024

	EMPLOYEE CONTRIBUTIONS	EMPLOYER CONTRIBUTIONS	ALLOCATION FROM SURPLUS	TOTAL COST
As a percentage of contributory earnings				
September 1, 2011 benefits level	10.00%	10.00%	8.61%	28.61%

KEY ACTUARIAL ASSUMPTIONS

One of the key assumptions that underlies the determination of actuarial liabilities is the rate at which the *Program* expects its investments to grow over the long term. The interest rate selected for this purpose is known as the actuarial valuation interest rate assumption. The actuarial interest rate assumed was carefully and prudently developed, taking into account the long-term asset mix expected to be utilized by the *Program* and after assuming an equity premium that was considered relatively normal by historical standards.

The valuation interest rate assumed in the 2023 actuarial valuation was 4.60% per year (4.70% rate used in the 2022 actuarial valuation) and was developed with reference to expected long-term economic and investment conditions.

The net effect of changes in actuarial assumptions on pension obligations is shown in the Five Year Financial Summary on page 16 (*Changes in Pension Obligations* table).

Although the economic and demographic assumptions were considered appropriate both for funding and accounting purposes in 2023, there nonetheless is measurement uncertainty associated with these estimates versus actual future investment returns, salary escalation, and demographics, which will affect the future financial position of the *Program*, possibly in a material way.

4.6%

2023 VALUATION INTEREST RATE

OTHER ECONOMIC ASSUMPTIONS

ITEM	FUNDING ASSUMPTION 2023	2022
Future Inflation	2.25	3.5 / 2.25
Real rate of investment return	2.35	2.45
Future general pay increases	3.25	3.25
YMPE increases*	3.25	3.25

*The Year's Maximum Pensionable Earnings (YMPE) is the maximum pensionable earnings under the Canada Pension Plan (CPP).

CHANGING ECONOMIC AND DEMOGRAPHIC CONDITIONS AND RELATED RISKS

The *Program* is always mindful of changing economic and demographic conditions, and the related risks. A key economic risk to be addressed in managing the *Program* is the risk that future investment earnings will be less than expected.

A low interest rate environment and corresponding lower investment rate of return expectation scenario has been part of the economic climate for some time. Until the past year, where inflationary pressures have driven interest rates up on a temporary basis, there has been no indication that the interest rates won't return to lower levels once again.

In this regard, the *Program* has adjusted its asset mix over time, pursuant to Asset-Liability studies concluded in 2011, 2015 and in 2023, so that more of the fund is now invested in bonds and private assets (especially real estate, infrastructure and private debt) and less is invested in equities. This shift is expected to optimize the expected rate of return while taking an acceptable amount of investment risk. In recognition of lower investment return expectations, the *Program* has responded by reducing the actuarial valuation interest rate assumption over time.

The 2016 valuation interest rate assumption was reduced from 5.65% to 5.50%, increasing benefit obligations by $92,543,000. The valuation interest rate assumption was further reduced for 2017 (from 5.50% to 5.25%), 2018 (from 5.25% to 5.20%), 2019 (from 5.20% to 4.90%) and 2020 (from 4.90% to 4.70%) thus increasing benefit obligations by $160,831,000, $34,765,000, $224,488,000, and $176,201,000 respectively. And, as earlier noted, the 2023 valuation interest rate assumption was further reduced from 4.70% to 4.60%, increasing benefit obligations by $92,743,000.

Higher inflation is another economic condition that the *Program* is currently facing. In the past, inflation levels have been historically lower and the *Program's* inflation rate assumption has been 2.0% since 2008. In 2021, the actual inflation was 4.8% and the Bank of Canada was forecasting even higher inflation rates for 2022, the *Program* adjusted its inflation assumption to be 3.5% for the next two years (2022 & 2023) and 2.0% thereafter, increasing the obligations for pension benefits by $82,089,000. Then in 2022, the actual inflation rate was 6.7% and the Bank of Canada was forecasting only slightly lower inflation rates for 2023, the *Program* adjusted its inflation assumption again to be 3.5% for the next year (2023) and 2.25% thereafter, thus increasing the obligations for pension benefits by $139,732,000. The actual inflation rate was 3.4% in 2023 and is forecasted to decline to 2% by the end of 2024.

Demographic conditions and experience have also been changing. Key risks to the *Program* include longevity risk (*Program* Members living longer and therefore collecting more benefits), as well as Members retiring earlier than expected.

Our Members, along with the general population, are generally living longer, in part due to healthier living, medical advances, and safety standards and developments. Longer lives mean larger obligations.

The *Program* has considered its mortality assumptions and studied its mortality experience. In 2015, the demographic assumptions for annual rates of mortality improvements were revised, with the effect of increasing benefit obligations by $29,801,000. Again, in 2017, the demographic assumptions for annual rates of mortality improvements were revised to utilize the Mortality Improvement 2017 Scale, further increasing obligations for pension benefits by $33,069,000.

In 2018, the *Program* revised the demographic assumptions for annual rates of retirement, based on a study performed by our Actuary, increasing *Program* obligations by $34,318,000.

While there were no changes to the demographic assumptions for annual rates of mortality improvements or for annual rates of retirement since 2017 and 2018 respectively, the *Program* did update the demographic assumptions for annual rates of termination of employment. In 2019 and 2020, the changes to the annual rates of termination of employment resulted in increasing *Program* obligations by $7,203,000 and $10,459,000 respectively.

The *Program* has carefully reviewed and revised its actuarial assumptions over time to ensure that *Program* obligations and the related funded status are reasonably measured. Despite changing economic and demographic conditions, the *Program,* continues to be fully funded.

As the *Program* is presently constituted, it is the achievement of sufficient investment returns in the future and future mortality experience which will have the most significant bearing on the ultimate sustainability of current benefits and contribution levels.

FIVE YEAR FINANCIAL SUMMARY

THE WINNIPEG CIVIC EMPLOYEES' PENSION PLAN

(IN $ THOUSANDS)	2023	2022	2021	2020	2019
FINANCIAL POSITION					
Investments at fair value:					
Bonds, debentures and mortgages	$ 1,609,015	$ 1,088,251	$ 1,262,186	$ 982,062	$ 939,229
Canadian equities	996,820	1,147,950	1,246,804	1,080,960	1,075,308
Foreign equities	1,392,109	1,638,119	2,086,036	2,006,633	1,749,522
Cash and short-term deposits	240,030	142,917	147,548	118,735	80,723
Private equities	22,529	21,056	18,646	24,022	26,319
Real estate	817,808	833,628	687,401	601,681	683,546
Infrastructure	948,038	849,579	653,201	616,668	608,606
Private debt	931,759	859,382	821,936	776,162	679,468
Other liabilities	(17,292)	(15,992)	(12,600)	(20,355)	(16,316)
Net assets available for benefits	6,940,816	6,564,890	6,911,158	6,186,568	5,826,405
Pension obligations	6,357,018	6,142,563	5,865,859	5,558,121	5,251,315
Surplus	$ 583,798	$ 422,327	$ 1,045,299	$ 628,447	$ 575,090
Surplus comprised of:					
Main Account	$ 553,852	$ 394,721	$ 1,016,931	$ 603,637	$ 552,338
Plan Members' Account	29,946	27,606	28,368	24,810	22,752
City Account	-	-	-	-	-
	$ 583,798	$ 422,327	$ 1,045,299	$ 628,447	$ 575,090
CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS					
Contributions:					
Employees	$ 63,803	$ 60,158	$ 59,657	$ 59,205	$ 59,043
City of Winnipeg and Participating Employers	55,496	52,165	50,573	49,376	40,164
Reciprocal transfers	1,163	652	1,643	3,441	2,589
Net investment income (loss)	549,305	(183,529)	876,408	519,716	720,503
	669,767	(70,554)	988,281	631,738	822,299
Pension payments	262,203	248,617	236,094	231,267	222,566
Lump sum benefits	26,994	22,523	22,783	36,111	22,686
Administration	4,644	4,574	4,814	4,197	4,531
	293,841	275,714	263,691	271,575	249,783
Increase (decrease) in net assets available for benefits	$ 375,926	$ (346,268)	$ 724,590	$ 360,163	$ 572,516
Annual rates of return	8.6%	-2.4%	14.5%	9.3%	14.1%

(IN $ THOUSANDS)	2023	2022	2021	2020	2019
CHANGES IN PENSION OBLIGATIONS					
Accrued pension benefits, beginning of year	$ 6,142,563	$ 5,865,859	$ 5,558,121	$ 5,251,315	$ 4,925,908
Increase in accrued pension benefits:					
Interest on accrued pension benefits	286,085	273,135	258,959	254,524	253,346
Benefits accrued	192,190	175,957	176,152	167,859	151,883
Change in actuarial assumptions	84,372	140,319	82,398	166,074	231,691
Experience gains and losses and other factors	-	-	63,082	130	-
	562,647	589,411	580,591	588,587	636,920
Decrease in accrued pension benefits:					
Benefits paid	296,259	278,102	266,361	275,585	253,700
Experience gains and losses and other factors	44,716	27,816	-	-	51,905
Administration	7,217	6,789	6,492	6,196	5,908
	348,192	312,707	272,853	281,781	311,513
Net increase in accrued pension benefits for the year	214,455	276,704	307,738	306,806	325,407
Accrued pension benefits, end of year	$ 6,357,018	$ 6,142,563	$ 5,865,859	$ 5,558,121	$ 5,251,315
CHANGES IN SURPLUS					
Surplus, beginning of year	$ 422,327	$ 1,045,299	$ 628,447	$ 575,090	$ 327,981
Increase (decrease) in net assets available for benefits	375,926	(346,268)	724,590	360,163	572,516
Net (increase) in accrued pension benefits for the year	(214,455)	(276,704)	(307,738)	(306,806)	(325,407)
Surplus, end of year	$ 583,798	$ 422,327	$ 1,045,299	$ 628,447	$ 575,090
Surplus comprised of:					
Main Account	$ 553,852	$ 394,721	$ 1,016,931	$ 603,637	$ 552,338
Plan Members' Account	29,946	27,606	28,368	24,810	22,752
City Account	-	-	-	-	-
	$ 583,798	$ 422,327	$ 1,045,299	$ 628,447	$ 575,090

(IN $ THOUSANDS)	2023	2022	2021	2020	2019
RECONCILIATION OF SURPLUS FOR FINANCIAL STATEMENT REPORTING PURPOSES TO ACTUARIAL VALUATION POSITION					
Surplus for financial statement reporting purposes—Main Account	$ 553,852	$ 394,721	$ 1,016,931	$ 603,637	$ 552,338
Fair value change not reflected in actuarial value of assets	(265,850)	(210,457)	(821,821)	(476,142)	(385,875)
Surplus for actuarial valuation purposes—Main Account	288,002	184,264	195,110	127,495	166,463
Add special purpose accounts:					
Plan Members' Account	29,946	27,606	28,368	24,810	22,752
City Account	-	-	-	-	-
Surplus for actuarial valuation purposes—including special purpose accounts	$ 317,948	$ 211,870	$ 223,478	$ 152,305	$ 189,215

INVESTMENTS

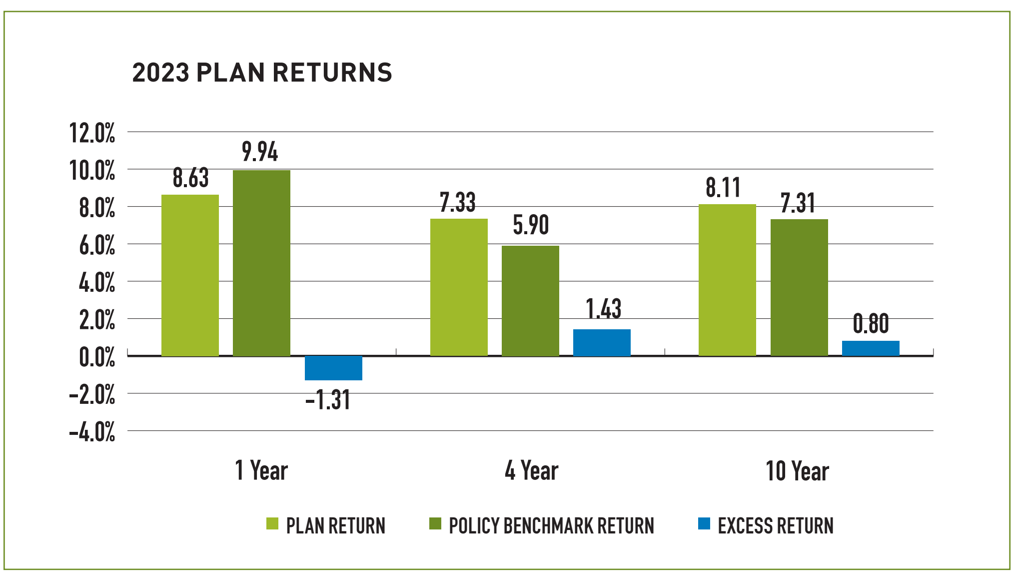
2023 INVESTMENTS OVERVIEW

Following a challenging 2022, global financial markets defied gloomy predictions in 2023, with stocks rallying and bonds recovering from earlier losses. This shift in outlook was driven by growing sentiment that central bankers around the globe, the US federal reserve in particular, could achieve a soft economic landing without having to increase rates any further. Public markets excelled as major stock indices saw double-digit gains and North American fixed income markets had strong single digit returns for the year. Both were boosted by an especially strong performance in November and December due to declining inflation and hopes for multiple interest rate cuts in 2024. Contrary to expectations of a recession triggered by high borrowing costs, the US economy grew strongly, avoiding a downturn despite interest rates reaching a 22-year high. The Canadian economy, while expanding, was more subdued. Despite geopolitical concerns, companies specifically related to artificial intelligence surged, attracting significant investment.

Private markets were mixed as real estate weakness that began in the second half of 2022 continued throughout 2023 and accelerated in the fourth quarter of 2023. Increasing discount rates along with pronounced challenges in the office sector continued to challenge returns. Infrastructure returns remained steady, but have been at the low end of expectations. This was primarily due to discount rates being under pressure, a direct result of rising rates. However, this negative impact on returns was partially offset by higher inflation, which can be a positive for Infrastructure's contracted cash flows. Private debt returns remained stable as credit has been resilient, and rising rates have been positive for returns given the primarily floating rate exposure in the asset class.

2023 INVESTMENT PERFORMANCE

The *Plan* measures its success against its target asset mix objectives and against key benchmarks (for example, stock and bond market indices). The *Plan's* investment portfolio posted a 1-Year rate of return of 8.63%. This trailed the *Plan's* policy benchmark by 1.31% (the benchmark's return was 9.94% as measured by RBC Investor Services, an independent measurement service). The *Plan*'s long-term investment rate of returns remain stable with a four-year annualized rate of return of 7.33% (surpassing our 4-yr objective by 1.43% per year), and a ten-year annualized rate of return of 8.11% (surpassing our 10-yr objective by of 0.80% per year), both measured as at December 31, 2023.



The *Plan's* portfolio trailed its benchmark portfolio in 2023, as most public and private asset allocations under-performed their respective benchmarks, contrary to the strong out-performance experienced in 2022. However, fixed income and real estate out-performed their respective benchmarks in 2023.

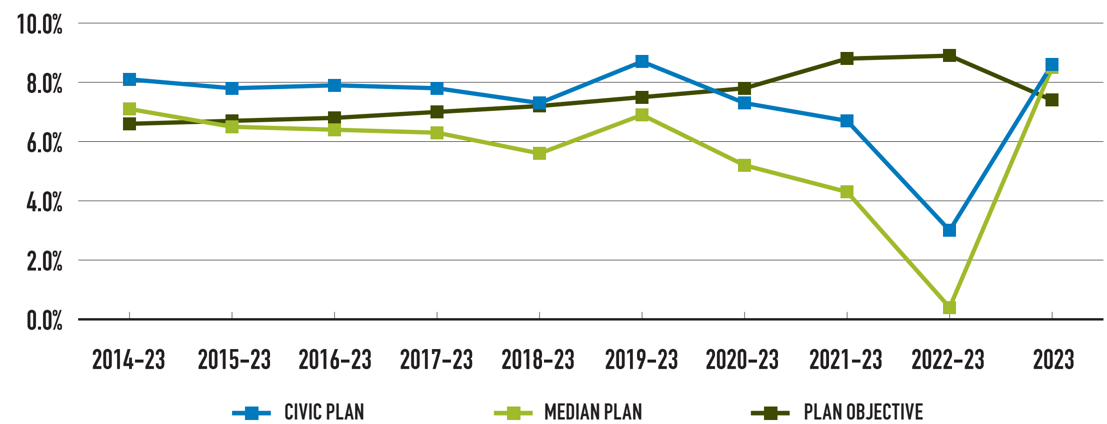
TOTAL RETURNS

	ONE YEAR	FOUR YEARS	TEN YEARS
Total Fund	**8.6%**	**7.3%**	**8.1%**
Bonds and debentures	8.4%	1.6%	3.8%
Canadian equities	9.8%	7.0%	6.3%
Foreign equities	17.7%	10.1%	11.8%
Private capital	8.0%	8.7%	N/A
Real estate	-4.3%	8.1%	7.6%
Infrastructure	7.3%	9.6%	11.0%
Benchmarks			
Plan Benchmark*	9.9%	5.9%	7.3%
FTSE Canada Universe Index	6.7%	-0.1%	2.4%
S&P / TSX Composite Index	11.8%	8.6%	7.6%
S&P 500 (CAD$)	22.9%	12.5%	14.5%
MSCI ACWI Ex-US Index	12.5%	4.2%	6.1%
Private Placements Benchmark	11.6%	4.5%	N/A
Real Estate Benchmark	-6.0%	1.9%	4.9%
Infrastructure Benchmark	8.6%	8.3%	8.2%
Consumer Price Index (CPI)	3.4%	3.8%	2.6%

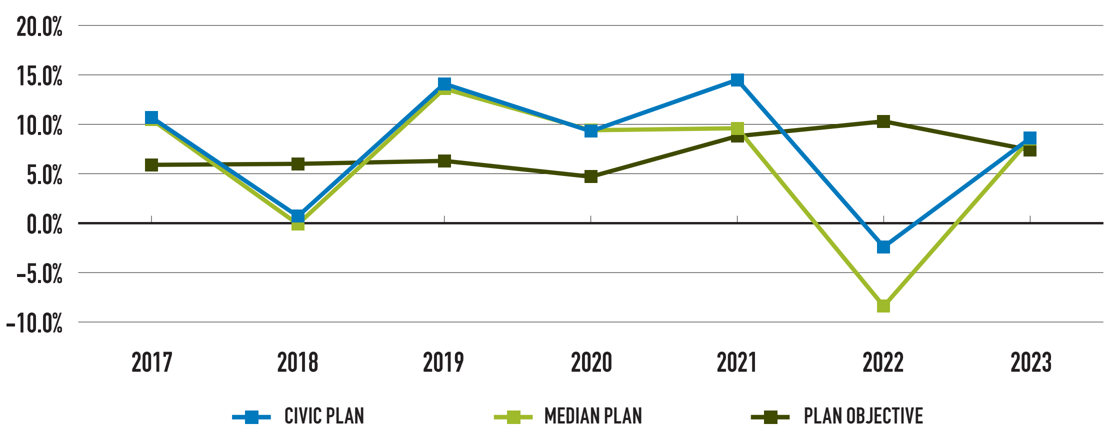
*Plan Benchmark is comprised of indices considered appropriate for each applicable asset class, each weighted in proportion to the *Program's* assets.

The *Plan* also considers the performance of other pension plans of a similar size (reported as the "median plan" performance). In 2023, the *Plan's* rate of return on investments of 8.63% exceeded the median Canadian pension fund return of 8.50% (as reported by RBC Investment Services - Plans Over $1Bn Universe). This ranked the *Program* in the 47th percentile among larger pension plans in Canada. For the four and ten-year returns ended December 31, 2023, the *Plan's* investments ranked in the 9th and 6th percentiles, respectively.

ANNUALIZED RATES OF RETURN



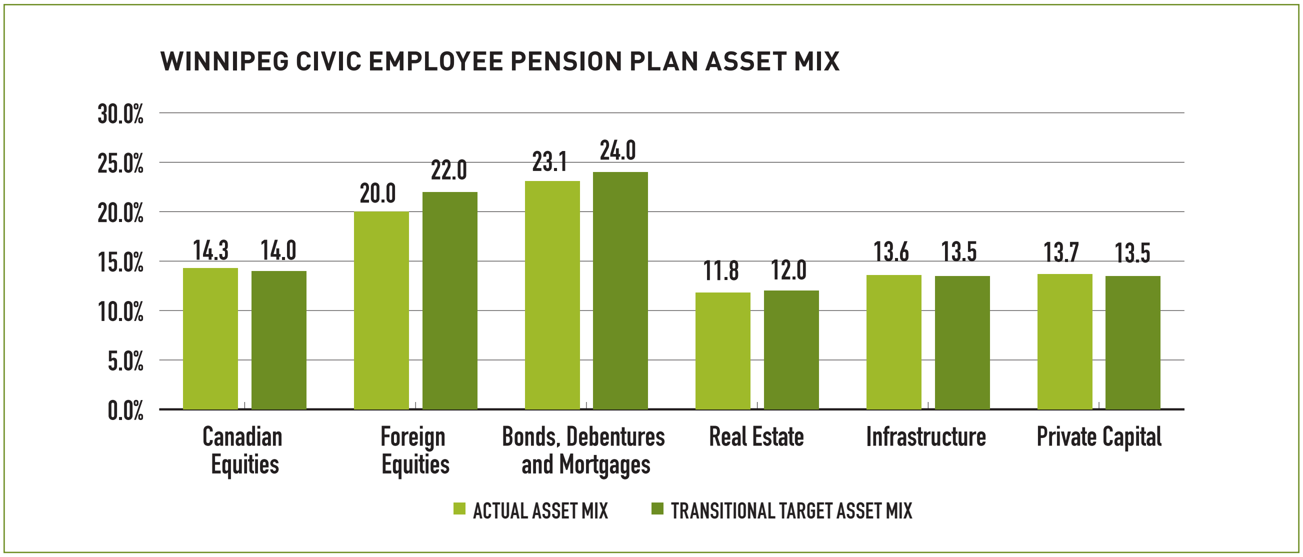
ANNUAL RATES OF RETURN

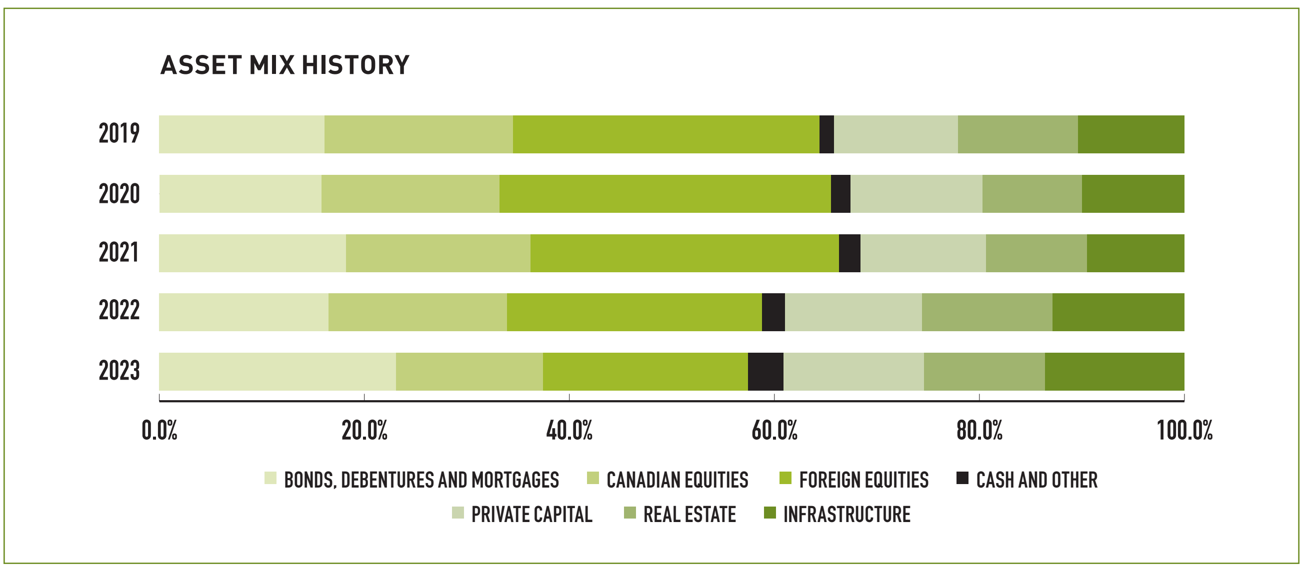


The portfolio continues to experience strong risk-adjusted returns, maintaining a suitably less volatile return profile for the *Plan.*

INVESTMENT MANAGEMENT APPROACH – ASSET LIABILITY STUDY

Every five years the *Program* undertakes an asset liability study to review and re-assess the appropriateness of the *Plan's* long-term policy asset mix and the resulting risk return profile relative to the *Plan's* liabilities. The *Program* strives to maintain a well diversified investment portfolio, that delivers above average returns with below average return volatility. In that vein, the *Program* performed an Asset Liability Study in 2023, which recommended changes to *the Plan's* asset mix that will allow the *Plan's* investment portfolio to maintain a similar expected-return profile, while reducing overall expected-volatility through increased diversification in stable, income producing asset classes. More specifically, it was recommended that the portfolio's total equity exposure be reduced from 50% to 30%, while increasing fixed income to 24% from 19 %, real estate to 12.5% from 10%, infrastructure to 16.25% from 10%, and private debt to 16.25% from 10%. The *Plan's* asset mix will be transitioned to its new target allocation over the course of several years. For the foreseeable future, the *Program* will utilize a transitional target asset mix for the *Plan.* The *Plan's* actual asset mix as at December 31, 2023 is compared to the transitional asset mix in the graph below, while the following graph shows the *Plan's* asset mix history over the last 5 years.





The *Program's* investment costs continue to track below the average of Canadian pension plans, and the *Program* maintains a strong financial position.

MEMBER SERVICES

WCEBP's Member Services unit delivers pension administration services—including the processing of events such as retirements, relationship breakdowns, and deaths—in accordance with the applicable plan text, legal and regulatory requirements, policies and procedures, and established service standards. Member Services staff connect directly with *Program* Members each day—by telephone and e-mail, and through in-person meetings.

In 2023, Member Services focussed on recruitment and staff development to ensure the team has the resources, training and support required for the effective implementation of new processes and the continued delivery of a high level of service to Members.

MEMBERSHIP HIGHLIGHTS

19,085
TOTAL PLAN MEMBERSHIP

9,484
CONTRIBUTING MEMBERS

8,768
PENSIONERS

833
INACTIVE MEMBERS

1,393
NEW MEMBERS

314
NEW RETIREES

118
NEW SURVIVOR BENEFICIARIES

19
DEATH IN SERVICE

105
ADDITIONAL DEFERRED PENSIONS

43.0 YEARS
AVERAGE AGE OF ACTIVE MEMBERSHIP

9.8 YEARS
AVERAGE CREDITED SERVICE

20
PENSIONERS/SURVIVORS AGE 100 AND OLDER

8,768
RETIRED MEMBERS

71 YEARS
AVERAGE AGE OF RETIREES

ACTUARIAL OPINION AS AT DECEMBER 31, 2023

Eckler Ltd. has conducted an actuarial valuation of *The Winnipeg Civic Employees' Benefits Program* as at December 31, 2023. We have relied on data and other information provided to us by the *Board of Trustees of the Program*. The results of our valuation and a summary of the data and assumptions used are contained in our Report on the Actuarial Valuation of *The Winnipeg Civic Employees' Benefits Program* as at December 31, 2023, dated June 6, 2024.

The principal results of the valuation are as follows:

ACTUARIAL POSITION

The *Program* is fully funded on a going concern basis in respect of benefits earned for service up to December 31, 2023 and has an excess of smoothed value of assets over the actuarial liabilities of $317,948,000 as at that date, on the basis of the assumptions and methods described in our report and including a future provision for COLAs equal to 80% of assumed inflation consistent with the current practice of granting increases. The actuarial liabilities in the *Program* are comprised of *Pension Plan* liabilities equal to $6,319,814,000, *Disability Plan* liabilities equal to $31,809,000, and *Early Retirement Benefits Arrangement* liabilities equal to $5,395,000.

Of the $317,948,000 excess, $29,946,000 has been previously allocated to the Plan Members' Account. Therefore, the remaining excess is $288,002,000. Since this amount is greater than zero and less than 5% of the actuarial liabilities, there is no Funding Deficiency or Actuarial Surplus at that date in accordance with the *Pension Trust Agreement*.

The *Program* has a solvency excess of $1,071,191,000 as at December 31, 2023, based on a market value of assets. The *Board of Trustees* has elected to have *The Winnipeg Civic Employees' Pension Plan* exempted from the solvency provisions and the transfer deficiency provisions of the *Pension Benefits Act* (Manitoba) and Regulations, pursuant to the *Solvency Exemption for Public Sector Pension Plans Regulation*. As a result, there would be no requirement to fund any solvency deficiency.

COST OF BENEFITS FOR SERVICE IN 2024

The current service cost of the benefits expected to be earned under the *Program* for service in 2024, including future provision for COLAs equal to 50% of assumed inflation consistent with the current practice for funding future increases, is 28.61% of contributory earnings. The cost of benefits accruing in the *Program* as a percent of contributory earnings is comprised of 23.68% for the cost of non-indexed pension benefits, 3.39% for the cost of COLAs, and 1.54% for the cost of disability benefits. This cost is expected to be financed by employee contributions averaging 9.96% of contributory earnings, and matching employer contributions totalling 9.96% of contributory earnings. The remaining 8.69% of contributory earnings would be drawn from funding excess.

In our opinion, with respect to the going concern valuation and the solvency valuation,

- the membership data on which the valuation is based are sufficient and reliable for the purposes of the valuations,
- the assumptions are appropriate for the purposes of the valuations, and
- the methods employed in the valuation are appropriate for the purposes of the valuations.

Our report has been prepared, and our opinions given, in accordance with accepted actuarial practice in Canada.

Our report has been prepared in a manner consistent with the recommendations for the preparation of actuarial valuation reports issued by the Canadian Institute of Actuaries and in accordance with the funding and solvency standards set by the *Pension Benefits Act* (Manitoba).

Andrew Kulyk

Andrew Kulyk
FELLOW, CANADIAN INSTITUTE OF ACTUARIES

J. Schmuecker

Johanan Schmuecker
FELLOW, CANADIAN INSTITUTE OF ACTUARIES

FOR THE WINNIPEG CIVIC EMPLOYEES' LONG TERM DISABILITY PLAN

Christine Rossi

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INDEPENDENT AUDITOR'S REPORT

To the Chairperson and Members of The Board of Trustees of The Winnipeg Civic Employees' Benefits Program (Pension Fund)

Opinion

We have audited the accompanying financial statements of *The Winnipeg Civic Employees' Pension Plan* ("*the Plan"*), which comprise the statements of financial position as at December 31, 2023 and the statements of changes in net assets available for benefits, changes in pension obligations and changes in surplus for the year then ended, and a summary of significant accounting policies and other explanatory information (collectively referred to as the "financial statements").

In our opinion, the accompanying financial statements presents fairly, in all material respects, the statements of financial position as at December 31, 2023 and the statements of changes in net assets available for benefits, changes in pension obligations and changes in surplus for the year then ended in accordance with Canadian accounting standards for pension plans ("ASPP").

Basis of Opinion

We conducted our audit in accordance with Canadian generally accepted auditing standards ("Canadian GAAS"). Our responsibilities under those standards are further described in the *Auditor's Responsibilities for the Audit of the Financial Statements* section of our report. We are independent of the Plan in accordance with the ethical requirements that are relevant to our audit of the financial statements in Canada, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence that we have obtained is sufficient and appropriate to provide a basis for our opinion.

Responsibilities of Management and Those Charged with Governance for the Financial Statements

Management is responsible for the preparation and fair presentation of the financial statements in accordance with ASPP, and for such internal control as management determines is necessary to enable the preparation of a financial statement that is free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Plan's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Plan or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Plan's financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Statement

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole is free from material misstatement, whether due to fraud or error, and to issue an auditor's reports that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Canadian GAAS will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with Canadian GAAS, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

I. Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than from one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

II. Obtain an understanding of internal control relevant to the audit 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 Plan's internal control.

III. Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

IV. Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Plan's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Plan to cease to continue as a going concern.

V. Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

Deloitte LLP

Chartered Professional Accountants
Winnipeg Manitoba
June 13, 2024

THE WINNIPEG CIVIC EMPLOYEES' PENSION PLAN

STATEMENT OF FINANCIAL POSITION

As at December 31
(in $ thousands)

	2023	2022
ASSETS		
Investments, at fair value		
Bonds, debentures and mortgages	$ 1,609,015	$ 1,088,251
Canadian equities	996,820	1,147,950
Foreign equities	1,392,109	1,638,119
Cash and short-term deposits	240,030	142,917
Private equities	22,529	21,056
Real estate	817,808	833,628
Infrastructure	948,038	849,579
Private debt	931,759	859,382
	6,958,108	6,580,882
Participants' contributions receivable	11	6
Employers' contributions receivable	47	22
Accounts receivable	1,564	1,515
Due from other plans	99	-
Total Assets	6,959,829	6,582,425
LIABILITIES		
Accounts payable	19,013	17,476
Due to other plans	-	59
Total Liabilities	19,013	17,535
NET ASSETS AVAILABLE FOR BENEFITS	6,940,816	6,564,890
PENSION OBLIGATIONS	6,357,018	6,142,563
SURPLUS	$ 583,798	$ 422,327
SURPLUS COMPRISED OF:		
Main Account	$ 553,852	$ 394,721
Plan Members' Account	29,946	27,606
	$ 583,798	$ 422,327

See accompanying notes to the financial statements

THE WINNIPEG CIVIC EMPLOYEES' PENSION PLAN

STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

For the year ended December 31
(in $ thousands)

	2023	2022
INCREASE IN ASSETS		
Contributions (Note 5)		
Employees	**$ 63,803**	$ 60,158
City of Winnipeg and Participating Employers	**55,496**	52,165
Reciprocal transfers from other plans	**1,163**	652
	120,462	112,975
Investment income (Note 6)	**242,304**	206,399
Current period change in fair value of investments	**339,640**	-
Total increase in assets	**702,406**	319,374
DECREASE IN ASSETS		
Current period change in fair value of investments	**-**	358,934
Pension payments	**262,203**	248,617
Lump sum benefits (Note 8)	**26,994**	22,523
Administrative expenses (Note 9)	**4,644**	4,574
Investment management and custodial fees	**32,639**	30,994
Total decrease in assets	**326,480**	665,642
Increase (decrease) in net assets	**375,926**	(346,268)
Net assets available for benefits at beginning of year	**6,564,890**	6,911,158
Net assets available for benefits at end of year	**$ 6,940,816**	$ 6,564,890

See accompanying notes to the financial statements

THE WINNIPEG CIVIC EMPLOYEES' PENSION PLAN

STATEMENT OF CHANGES IN PENSION OBLIGATIONS

For the year ended December 31
(in $ thousands)

	2023	2022
ACCRUED PENSION BENEFITS, BEGINNING OF YEAR	**$ 6,142,563**	$ 5,865,859
INCREASE IN ACCRUED PENSION BENEFITS		
Interest on accrued pension benefits	**286,085**	273,135
Benefits accrued	**192,190**	175,957
Changes in actuarial assumptions	**84,372**	140,319
Total increase in accrued pension benefits	**562,647**	589,411
DECREASE IN ACCRUED PENSION BENEFITS		
Benefits paid	**296,259**	278,102
Experience gains and losses and other factors	**44,716**	27,816
Administration expenses	**7,217**	6,789
Total decrease in accrued pension benefits	**348,192**	312,707
NET INCREASE IN ACCRUED PENSION BENEFITS FOR THE YEAR	**214,455**	276,704
ACCRUED PENSION BENEFITS, END OF YEAR	**$ 6,357,018**	$ 6,142,563

See accompanying notes to the financial statements

STATEMENT OF CHANGES IN SURPLUS

For the year ended December 31
(in $ thousands)

	2023	2022
SURPLUS, BEGINNING OF YEAR	**$ 422,327**	$ 1,045,299
Increase (decrease) in net assets available for benefits for the year	**375,926**	(346,268)
Net (increase) in accrued pension benefits for the year	**(214,455)**	(276,704)
SURPLUS, END OF YEAR	**$ 583,798**	$ 422,327

See accompanying notes to the financial statements

THE WINNIPEG CIVIC EMPLOYEES' PENSION PLAN
SCHEDULE 1

SCHEDULE OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS BY ACCOUNT

For the year ended December 31,
(in $ thousands)

	2023			
	Main Account	Plan Members' Account	City Account	**Total**
INCREASE IN ASSETS				
Contributions (Note 5)				
Employees	$ 63,803	$ -	$ -	**$ 63,803**
City of Winnipeg and Participating Employers	55,496	-	-	**55,496**
Reciprocal transfers from other plans	1,163	-	-	**1,163**
	120,462	-	-	**120,462**
Investment income (Note 6)	241,272	1,032	-	**242,304**
Current period change in fair value of investments	338,193	1,447	-	**339,640**
Total increase in assets	699,927	2,479	-	**702,406**
DECREASE IN ASSETS				
Pension payments	262,203	-	-	**262,203**
Lump sum benefits (Note 8)	26,994	-	-	**26,994**
Administrative expenses (Note 9)	4,644	-	-	**4,644**
Investment management and custodial fees	32,500	139	-	**32,639**
Total decrease in assets	326,341	139	-	**326,480**
Increase in net assets	373,586	2,340	-	**375,926**
Net assets available for benefits at beginning of year				
Main Account	6,537,284	-	-	**6,537,284**
Plan Members' Account	-	27,606	-	**27,606**
	6,537,284	27,606	-	**6,564,890**
Net assets available for benefits at end of year	$ 6,910,870	$ 29,946	$ -	**$ 6,940,816**

See accompanying notes to the financial statements

THE WINNIPEG CIVIC EMPLOYEES' PENSION PLAN
SCHEDULE 2

SCHEDULE OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS BY ACCOUNT

For the year ended December 31,
(in $ thousands)

	2022			
	Main Account	Plan Members' Account	City Account	Total
INCREASE IN ASSETS				
Contributions (Note 5)				
Employees	$ 60,158	$ -	$ -	$ 60,158
City of Winnipeg and Participating Employers	52,165	-	-	52,165
Reciprocal transfers from other plans	652	-	-	652
	112,975	-	-	112,975
Investment income (Note 6)	205,542	857	-	206,399
Total increase in assets	318,517	857	-	319,374
DECREASE IN ASSETS				
Current period change in fair value of investments	357,443	1,491	-	358,934
Pension payments	248,617	-	-	248,617
Lump sum benefits (Note 8)	22,523	-	-	22,523
Administrative expenses (Note 9)	4,574	-	-	4,574
Investment management and custodial fees	30,866	128	-	30,994
Total decrease in assets	664,023	1,619	-	665,642
(Decrease) in net assets	(345,506)	(762)	-	(346,268)
Net assets available for benefits at beginning of year				
Main Account	6,882,790	-	-	6,882,790
Plan Members' Account	-	28,368	-	28,368
	6,882,790	28,368	-	6,911,158
Net assets available for benefits at end of year	$ 6,537,284	$ 27,606	$ -	$ 6,564,890

See accompanying notes to the financial statements

THE WINNIPEG CIVIC EMPLOYEES' PENSION PLAN
SCHEDULE 3

SCHEDULE OF CHANGES IN SURPLUS BY ACCOUNT

For the year ended December 31,
(in $ thousands)

	2023			
	Main Account	Plan Members' Account	City Account	**Total**
SURPLUS, BEGINNING OF YEAR	$ 394,721	$ 27,606	$ -	**$ 422,327**
Increase in net assets available for benefits for the year	373,586	2,340	-	**375,926**
Net decrease in accrued pension benefits for the year	(214,455)	-	-	**(214,455)**
SURPLUS, END OF YEAR	$ 553,852	$ 29,946	$ -	**$ 583,798**

For the year ended December 31,
(in $ thousands)

	2022			
	Main Account	Plan Members' Account	City Account	Total
SURPLUS, BEGINNING OF YEAR	$ 1,016,931	$ 28,368	$ -	$ 1,045,299
(Decrease) in net assets available for benefits for the year	(345,506)	(762)	-	(346,268)
Net (increase) in accrued pension benefits for the year	(276,704)	-	-	(276,704)
SURPLUS, END OF YEAR	$ 394,721	$ 27,606	$ -	$ 422,327

See accompanying notes to the financial statements

1. *Description of Plan*

a) General

The Winnipeg Civic Employees' Pension Plan ("*the Plan*") is a multiemployer defined benefit pension plan for accounting purposes, which provides pension benefits for all City of Winnipeg employees, with the exception of police officers, and employees of certain other employers which participate in the *Plan*. The *Plan* is part of *The Winnipeg Civic Employees' Benefits Program* which also includes *The Winnipeg Civic Employees' Long Term Disability Plan* and *The Winnipeg Civic Employees' Early Retirement Benefits Arrangement.*

All employees of participating employers who work full time throughout the year are required to become members of the *Plan* at the commencement of their employment. Seasonal and part-time employees are required to become members when they have earned 25% of the maximum pensionable earnings under the Canada Pension Plan in each of two consecutive years.

b) Administration

The *Plan* is administered by *The Board of Trustees of The Winnipeg Civic Employees' Benefits Program (Pension Fund)*. The *Board of Trustees* is comprised of seven employer appointed Trustees and seven member appointed Trustees, of whom one member Trustee is a retired member.

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 Civic Employees' Pension Plan is comprised of three accounts, namely the Main Account, the Plan Members' Account and the City Account. The account structure is in accordance with the requirements of a *Pension Trust Agreement* entered into by the City and ten Signatory Unions, as amended effective September 1, 2011.

i) Main Account

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

Members contribute 9.5% of their Canada Pension Plan earnings plus 11.8% of any pensionable earnings in excess of Canada Pension Plan earnings to the *Program*. The average contribution rate is approximately 10% of pensionable earnings for both employees and participating employers.

All *Program* member contributions and employer contributions, other than those directed to *The Winnipeg Civic Employees' Long Term Disability Plan* or *The Winnipeg Civic Employees' Early Retirement Benefits Arrangement*, are credited to the Main Account. The City and participating employers are required to match the members' contributions to the *Program*, but may contribute at less than matching levels for any year provided that an amount equal to the difference is transferred from the City Account to the Main Account.

The *Plan* has been designated as a "multi-unit pension plan" under *The Pension Benefits Act* of Manitoba. As a "multi-unit pension plan", the financial obligations of the participating employers are limited to those specified in the *Pension Trust Agreement*.

1. Description of Plan (continued)

c) Financial structure (continued)

i) Main Account (continued)

An actuarial valuation of the future benefit obligations of the Main Account is carried out each year. Actuarial surpluses and funding deficiencies are dealt with in accordance with the terms of the *Pension Trust Agreement*.

ii) Plan Members' Account

The Plan Members' Account is credited with the share of all actuarial surpluses that are allocated to the *Program* members. The *Pension Trust Agreement* provides that the Plan Members' Account may be used to fund improvements in benefits or to reduce member contributions.

iii) City Account

The City Account is credited with the share of all actuarial surpluses that are allocated to the participating employers. The City Account finances, through transfers to the Main Account, any reduction in the participating employers' contributions from the amounts needed to match the *Program* members' required contributions.

d) Retirement pensions

The *Plan* allows for retirement at or after age 55 or following completion of 30 years of service (if hired before September 1, 2011) or when the sum of a member's age plus service equals 80. If hired after September 1, 2011, the minimum retirement age is age 50. The pension formula prior to age 65 is equal to 2% of the best 5-year average earnings for each year of credited service. The pension formula after age 65 is equal to 1.5% of the 5-year average Canada Pension Plan earnings plus 2% of the best 5-year average non-Canada Pension Plan earnings for each year of credited service. Early retirement reductions apply to pensions derived from service on and after September 1, 2011 if certain service thresholds are not met. Reductions apply to members' pensions to provide for post-retirement survivor benefits, with higher reductions to members' pensions derived from service on and after September 1, 2011. 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 *Program* text, which level is currently 80% of the percentage change in the Consumer Price Index for Canada.

e) Disability benefits

The *Plan* provides long term disability benefits for employees who were totally or partially disabled prior to December 31, 1991. All long term disability benefits for employees who became totally or partially disabled subsequent to December 31, 1991 are provided by *The Winnipeg Civic Employees' Long Term Disability Plan*. If an employee is totally disabled, the disability benefits payable from the *Plan*, together with the disability benefits from the Canada Pension Plan, will equal at least 66 ⅔% of the current earnings rate for the position occupied by the employee prior to becoming disabled.

1. *Description of Plan (continued)*

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.

h) Funding deficiencies

Funding deficiencies are dealt with in accordance with the terms of the *Pension Trust Agreement*. Remedies available under the *Pension Trust Agreement* generally include revisiting the actuarial assumptions, reducing the anticipated level of future cost-of-living adjustments, increasing contributions (if agreed upon by the City and the Signatory Unions), drawing upon available reserves, and if necessary, reducing benefits.

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 participating employers and *Program* members. The *Plan* has elected to apply Accounting Standards for Private Enterprises (ASPE) for accounting policies that do not relate to its investment portfolio or pension obligations. They are prepared to assist *Program* 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, 5332657 Manitoba Ltd., which was incorporated on July 14, 2006. The *Plan* accounts for its investment in its subsidiary on a non-consolidated basis and presents it at fair value. 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 price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants in the principal (or most advantageous) market at the measurement date under current market conditions.

Publicly traded equity investments are valued using published market prices.

Bonds, debentures and mortgages are valued either using published market prices or by applying valuation techniques that utilize observable market inputs.

2. Summary of Significant Accounting Policies (continued)

b) Investments and investment income (continued)

For private equity, private debt and infrastructure 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.

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 based on the average balance of each Account during the year.

c) Financial instruments other than investments

Financial instruments other than investments include accrued contributions receivable, accrued pension benefits payable and lump sum benefits payable. Financial assets other than investments and financial liabilities are recognized in the *Plan's* statement of financial position when the *Plan* becomes a party to the contractual provisions of the instrument. All financial assets and financial liabilities are initially measured at fair value.

The *Plan's* contributions receivable is measured at amortized cost. The settlement periods for the majority of items are normally in the seven to fourteen days range. Management reviews the aging of the contributions receivable to determine if any loss allowance is required.

The *Plan's* financial liabilities are measured subsequently at amortized cost.

d) 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.

e) 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. Items within the financial statements which require significant estimates and judgment include the pension obligations and the fair value of investments.

3. *Obligations for Pension Benefits*

An actuarial valuation of *The Winnipeg Civic Employees' Benefits Program* was performed as of December 31, 2023 by Eckler Ltd. The next actuarial valuation required to be filed with the Manitoba Pension Commission is as of December 31, 2025. This valuation was used to determine the actuarial present value of accrued benefits disclosed in the Statement of Financial Position as at December 31, 2023. For the comparative 2022 figures, the actuarial present value of accrued benefits at December 31, 2022 is based on the December 31, 2022 actuarial valuation performed by Eckler Ltd. 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 4.60% (2022 – 4.70%) per year, inflation of 2.25% (2022 – 3.50% for the next year and 2.25% thereafter) per year and general increases in pay of 3.25% (2022 – 3.25%) per year. The change in the valuation interest rate from 4.70% to 4.60% increases the obligation for pension benefits by $92,743. The change in the *Plan's* administrative expense rate from 0.10% to 0.09% decreases the obligation for pension benefits by $9,501. The change in *The Winnipeg Civic Employees' Long Term Disability Plan* administrative expense rate from 17.0% to 18.0% increases the obligation for pension benefits by $267.

The demographic assumptions for the termination election were revised, which increases the obligations for pension benefits by $863. The demographic assumptions, including rates of termination of employment, disability, retirement and mortality were chosen after detailed analysis of past experience. The assumptions used were approved by the *Board of Trustees* for the purpose 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, 2023 disclosed an excess of smoothed value of *Program* assets over going concern obligations of $317,948, of which $288,002 remains accounted for within the Main Account. The actuarial valuation as at December 31, 2022 disclosed an excess of smoothed value of *Program* assets over going concern obligations of $211,870, of which $184,264 was accounted for within the Main Account.

The actuarial present value of accrued benefits disclosed in the Statement of Financial Position as at December 31, 2023 includes the obligations of *The Winnipeg Civic Employees' Long Term Disability Plan* and *The Winnipeg Civic Employees' Early Retirement Benefits Arrangement* in the amounts of $31,809 (2022 – $34,387) and $5,395 (2022 – $5,614) respectively. These obligations are included because the *Pension Trust Agreement* requires that all *Program* obligations be taken into account in determining the periodic actuarial surplus or funding deficiency.

The assets available to finance the *Program's* accrued benefits are those allocated to the Main Account. 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 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.

(in $ thousands)

3. *Obligations for Pension Benefits (continued)*

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

	2023	2022
Surplus for financial statement reporting purposes – Main Account	**$ 553,852**	$ 394,721
Fair value changes not reflected in actuarial value of assets	**(265,850)**	(210,457)
Surplus for actuarial valuation purposes – Main Account	**288,002**	184,264
Add: special purpose accounts		
Plan Members' Account	**29,946**	27,606
Surplus for actuarial valuation purposes - including special purpose accounts	**$ 317,948**	$ 211,870

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, debentures, mortgages, private debt and short-term deposits. At December 31, 2023, the *Plan's* credit risk exposure related to bonds, debentures, mortgages, private debt and short-term deposits totaled $2,780,804 (2022 – $2,090,550).

(in $ thousands)

4. Management of Financial Risk (continued)

a) Credit risk (continued)

The *Plan's* concentration of credit risk as at December 31, 2023, related to bonds, debentures, and mortgages, as well as private debt is categorized amongst the following types of issuers:

Type of Issuer	2023 Fair Value	2022 Fair Value
Government of Canada and Government of Canada guaranteed	**$ 257,654**	$ 106,728
Provincial and Provincial guaranteed	**593,825**	351,978
Canadian cities and municipalities	**19,369**	12,405
Corporations and other institutions	**43,490**	4,244
Commercial mortgages	**694,677**	612,896
Bonds, debentures and mortgages	**1,609,015**	1,088,251
Private debt	**931,759**	859,382
	$ 2,540,774	$ 1,947,633

The *Plan's* investments include short-term deposits with the City of Winnipeg which have a fair value of $52,256 at December 31, 2023 (2022 – $22,333).

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.

As at December 31, 2023 bonds and debentures analyzed by credit rating are as follows:

	2023		2022	
Credit Rating	Percent of Total Bonds	Percent of Net Assets	Percent of Total Bonds	Percent of Net Assets
AAA	**28.7**	**3.8**	23.2	1.7
AA	**63.2**	**8.3**	71.0	5.1
A	**6.1**	**0.8**	5.5	0.4
BBB	**2.0**	**0.3**	0.3	0.0
	100.0	**13.2**	100.0	7.2

At December 31, 2023, the interest rates of the loans within the mortgage portfolios range from 2.8% to 14.0%. The *Plan's* external managers for the mortgage and private debt portfolios limit credit risk through diversification, performing due diligence at the time of investing including internal credit analysis, and enforcing loan covenants while monitoring the loans until maturity.

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. At December 31, 2023, the *Plan's* share of securities loaned under this program is $308,657 (2022 – $462,691). 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.

(in $ thousands)

4. Management of Financial Risk (continued)

a) Credit risk (continued)

The credit worthiness of counterparties is regularly monitored and collateral is maintained 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 2.5% of the *Plan's* assets, as stipulated in the *Plan's* Statement of Investment Policies and Procedures. The *Plan* may also invest in private debt, real estate and infrastructure, which are not traded in organized markets and may be illiquid, but only up to a maximum of 21.25%, 16.25% and 21.25% of the *Plan's* assets for each asset class respectively, 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, debentures, mortgages, short-term investments and private debt.

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 26.6% (2022 – 18.7%) of its assets invested in bonds, debentures, mortgages and short-term investments as at December 31, 2023. The returns on bonds, debentures and mortgages are particularly sensitive to changes in nominal interest rates.

The term to maturity and related fair values of investments in bonds, debentures and mortgages held by the *Plan* at December 31, 2023 are as follows:

Term to Maturity	2023 Fair Value	2022 Fair Value
Less than one year	**$ 212,616**	$ 142,070
One to five years	**451,271**	451,086
Greater than five years	**945,128**	495,095
	$ 1,609,015	$ 1,088,251

As at December 31, 2023, had prevailing interest rates raised or lowered by 0.5% (2022 – 0.5%) assuming a parallel shift in the yield curve, with all other variables held constant, the fair value of investments in bonds, debentures and mortgages would have decreased or increased, respectively, by approximately $17,699 (2022 – $30,898), approximately 0.3% of total net assets (2022 – 0.5%). The *Plan's* sensitivity to interest rate changes was estimated using the weighted

(in $ thousands)

4. Management of Financial Risk (continued)

c) Interest rate risk (continued)

average duration of the bond portfolio. In practice, the actual results may differ and the difference could be material.

The *Plan* also has exposure to interest rate risk from its private debt investments. The *Plan's* external investment managers mitigate fair value interest rate risk by making loans that are primarily floating rate instruments.

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, private equity, private debt and infrastructure investments. The *Plan's* investment managers may, from time to time, hedge some of this exposure using forward contracts. The following table indicates the *Plan's* net foreign currency exposure after giving effect to the net related economic hedge as at December 31, 2023. 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.

	2023				2022	
	Gross Exposure	Net Foreign Currency Hedge	Net Exposure	Impact on Net Assets	Net Exposure	Impact on Net Assets
United States	**$ 2,612,389**	**$ 138,381**	**$ 2,474,008**	**$247,401**	$2,443,224	$244,322
Euro countries	**314,374**	**11,056**	**303,318**	**30,332**	330,900	33,090
United Kingdom	**156,643**	**3,007**	**153,636**	**15,363**	147,591	14,759
Australia	**80,841**	**2,763**	**78,078**	**7,808**	55,627	5,563
Japan	**65,811**	**106**	**65,705**	**6,570**	85,705	8,571
Switzerland	**39,791**	**102**	**39,689**	**3,969**	42,762	4,276
Hong Kong	**29,151**	**45**	**29,106**	**2,911**	53,430	5,343
Sweden	**17,248**	**-**	**17,248**	**1,725**	30,154	3,016
Other	**138,460**	**16,655**	**121,805**	**12,180**	111,233	11,123
	$ 3,454,708	**$172,115**	**$ 3,282,593**	**$328,259**	$3,300,626	$330,063

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, 2023, had the prices on the respective stock exchanges for these

(in $ thousands)

4. Management of Financial Risk (continued)

e) Other price risk (continued)

securities increased or decreased by 15%, with all other variables held constant, net assets would have increased or decreased by approximately $358,339 (2022 – $417,910), approximately 5.2% of total net assets (2022 – 6.4%). In practice, the actual results may differ and the difference could be material.

The *Plan* also has exposure to valuation risk through its holdings of private equities, private debt, real estate, and infrastructure investments, for which quoted market prices are not available.

In 2013, the *Plan* became a client of OMERS Investment Management, and to date has made payments of $166,080 in a Contractual Return Arrangement. The Contractual Return Arrangement provides the *Plan* with the annual rate of return (which may be positive or negative) based on the total investment return reported in the OMERS Annual Report for the assets and related liabilities allocable to the OMERS Primary Pension Plan fund that are directly or indirectly owned by OMERS Administration Corporation ("OAC") and managed by Borealis Infrastructure (the "Borealis Assets"). Under this arrangement the *Plan* is the sole limited partner in an Ontario limited partnership (OIM B3 2013 L.P.), and it has entered into a derivative contract with that limited partnership, which provides the return described above each year on the outstanding value of the contract. The arrangement provides for annual cash distributions to the *Plan* to the extent that cash distributions are received by OAC in respect of the operations of any investment forming part of the Borealis Assets. In addition, further cash distributions may be made under the arrangement, to the extent that cash distributions are received by OAC and distributed to the partnership in respect of the full or partial disposition of any investment forming part of the Borealis Assets.

The table below itemizes the estimated fair value and related change in fair value of investments recognized for the year ended December 31, 2023, for the following investment assets with exposure to valuation risk:

	2023			2022		
	Fair Value of Investments	Percent of Net Assets	Change in Fair Value of Investments	Fair Value of Investments	Percent of Net Assets	Change in Fair Value of Investments
Private equities	**$ 22,529**	**0.3**	**$ 1,473**	$ 21,056	0.3	$ 2,410
Real estate	**817,808**	**11.8**	**(48,156)**	833,628	12.7	93,830
Infrastructure	**948,038**	**13.7**	**46,405**	849,579	12.9	61,048
Private debt	**931,759**	**13.4**	**(11,822)**	859,382	13.1	33,535

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).

(in $ thousands)

4. Management of Financial Risk (continued)

f) Fair value hierarchy (continued)

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, 2023, classified using the fair value hierarchy described above:

	Level 1	Level 2	Level 3	2023 Total Investment Assets at Fair Value
Bonds, debentures and mortgages	**$ -**	**$ 1,609,015**	**$ -**	**$ 1,609,015**
Canadian equities	**996,820**	**-**	**-**	**996,820**
Foreign equities	**1,392,109**	**-**	**-**	**1,392,109**
Cash and short-term deposits	**240,030**	**-**	**-**	**240,030**
Private equities	**-**	**-**	**22,529**	**22,529**
Real estate	**-**	**-**	**817,808**	**817,808**
Infrastructure	**-**	**-**	**948,038**	**948,038**
Private debt	**-**	**-**	**931,759**	**931,759**
	$ 2,628,959	**$ 1,609,015**	**$2,720,134**	**$ 6,958,108**

	Level 1	Level 2	Level 3	2022 Total Investment Assets at Fair Value
Bonds,debentures and mortgages	$ -	$ 1,088,251	$ -	$ 1,088,251
Canadian equities	1,147,950	-	-	1,147,950
Foreign equities	1,638,119	-	-	1,638,119
Cash and short-term deposits	142,917	-	-	142,917
Private equities	-	-	21,056	21,056
Real estate	-	-	833,628	833,628
Infrastructure	-	-	849,579	849,579
Private debt	-	-	859,382	859,382
	$ 2,928,986	$ 1,088,251	$ 2,563,645	$ 6,580,882

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

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

(in $ thousands)

4. Management of Financial Risk (continued)

f) Fair value hierarchy (continued)

Private equities	2023	2022
Fair value, beginning of year	**$ 21,056**	$ 18,646
Gains recognized in increase in net assets	**1,473**	2,410
Purchases	**532**	79
Sales/distributions	**(2,927)**	(4,623)
Purchases of short-term investments	**2,395**	4,544
	$ 22,529	$ 21,056

Real estate	2023	2022
Fair value, beginning of year	**$ 833,628**	$ 687,401
(Losses) gains recognized in increase in net assets	**(48,156)**	93,830
Purchases	**37,270**	57,033
Sales	**(4,934)**	(4,636)
	$ 817,808	$ 833,628

Infrastructure	2023	2022
Fair value, beginning of year	**$ 849,579**	$ 653,201
Gains recognized in increase in net assets	**46,405**	61,048
Purchases	**55,691**	140,708
Sales	**(3,637)**	(5,378)
	$ 948,038	$ 849,579

Private debt	2023	2022
Fair value, beginning of year	**$ 859,382**	$ 821,936
(Losses) gains recognized in increase in net assets	**(11,822)**	37,113
Purchases	**134,484**	58,510
Sales	**(50,285)**	(58,177)
	$ 931,759	$ 859,382

Section 3.29 of *The Pension Benefits Act Regulations* requires disclosure of each investment asset that has a fair value greater than two percent of the fair value of the investment assets of the Fund. As at December 31, 2023, the *Plan* held the following investments that met this classification:

(in $ thousands)

4. *Management of Financial Risk (continued)*

f) Fair value hierarchy (continued)

	2023
Bonds, debentures and mortgages	
TD Emerald Long Government Bond Pooled Fund Trust	$ 415,839
TD Greystone Mortgage Fund	359,531
ACM Commercial Mortgage Fund	335,146
WCEBP Bond Portfolio	332,189
TD Emerald Canadian Bond PFT	166,310
Foreign equities	
State Street S&P 500 Index Common Trust Fund	371,103
Hillsdale Global Performance Equity Fund	125,260
Real estate	
Greystone Real Estate Fund Inc.	240,630
Carlyle Property Investors, L.P.	186,788
Bentall Kennedy Prime Canadian Property Fund Ltd.	161,763
Clarion Lion Industrial Trust Fund, L.P.	131,632
Infrastructure	
OIM B3 2013 L.P.	276,278
IFM Global Infrastructure (Canada), L.P.	273,300
Stonepeak Core Fund, L.P.	161,845

5. *Contributions*

	2023	2022
Employees		
Required contributions	**$ 63,611**	$ 59,787
Voluntary additional contributions	**200**	208
Special contributions	**1,341**	815
	$ 64,966	$ 60,810
City of Winnipeg and Participating Employers		
Required contributions	**$ 55,313**	$ 51,988
Special contributions	**183**	177
	$ 55,496	$ 52,165
Total Contributions	**$ 120,462**	$ 112,975

Special contributions include amounts for purchase of service while on a leave of absence and reciprocal transfers. There were no past service contributions made in 2023 (2022 - $Nil).

(in $ thousands)

6. *Investment Income*

	2023	2022
Bonds, debentures and mortgages	**$ 63,611**	$ 48,914
Canadian equities	**34,642**	33,644
Foreign equities	**27,521**	24,404
Cash, short-term deposits and other	**6,456**	1,125
Real estate	**11,890**	13,620
Infrastructure	**17,645**	21,860
Private debt	**80,539**	62,832
	$ 242,304	$ 206,399
Allocated to:		
Main Account	**$ 241,272**	$ 205,542
Plan Members' Account	**1,032**	857
City Account	**-**	-
	$ 242,304	$ 206,399

7. *Investment Transaction Costs*

During 2023 the *Plan* incurred investment transaction costs in the form of brokerage commissions, in the amount of $2,629 (2022 – $2,543). Investment transaction costs are included in the current period change in fair value of investments.

8. *Lump Sum Benefits*

	2023	2022
Termination benefits	**$ 19,797**	$ 17,017
Death benefits	**4,851**	3,566
Payments on relationship breakdown	**2,109**	1,750
Other	**237**	190
	$ 26,994	$ 22,523

9. *Administrative Expenses*

	2023	2022
Salaries and benefits	**$ 2,908**	$ 2,879
Actuarial fees	**333**	585
Audit fees	**56**	48
Other professional services	**462**	293
Office and administration	**829**	733
Capital expenditures	**67**	47
Less: recoveries from other plans	**(11)**	(11)
	$ 4,644	$ 4,574

Certain of the above administrative expenses, including salaries and benefits, represent the reimbursement by the *Plan* to the City of Winnipeg for the cost of supplying such services.

10. Commitments

The *Plan's* wholly-owned subsidiary, 5332657 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 $80,000. As at December 31, 2023, $65,641 had been funded, $53,000 (2022 – $53,000) capital had been returned back to the *Plan* and the remaining fair value of this investment is $22,529 (2022 – $21,056). No further private equity investments are expected to occur in 5332657 Manitoba Ltd.

11. Comparative Figures

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

EARLY RETIREMENT BENEFITS ARRANGEMENT

As the *Program* allows for retirement at or after age 55 without a minimum service requirement, there are some situations where *Program* benefits earned prior to September 1, 2011 exceed the maximum early retirement benefits permitted for registered pension plans under the *Income Tax Act*. Accordingly, *The Winnipeg Civic Employees' Benefits Program* includes an *Early Retirement Benefits Arrangement* to pay any early retirement pension benefits that cannot be paid by *The Winnipeg Civic Employees' Pension Plan*, as a registered pension plan. No contributions are made to fund these benefits in advance of their payment, so as not to incur a tax liability, but rather a portion of the employer contributions to the *Program* are used to pay these benefits as they fall due.

Although the *Early Retirement Benefits Arrangement* has been in existence for quite some time, 1999 was the first year benefits were paid under the *Arrangement*. The amount paid out in 2023 was $195,537 (2022—$189,764). Payments will continue to be reported in future years, but financial statements will not be published until the amounts are somewhat significant.

LONG TERM DISABILITY PROGRAM HIGHLIGHTS

$6.87M

IN DISABILITY BENEFITS PAID IN 2023

- Orthopaedic – 28%
- Psychological – 27%
- Neurological – 15%
- Internal – 13%
- Cancer – 11%
- Cardiac – 3%
- Audio/Visual – 1%
- Alcohol/Substance – 1%
- Respiratory – 1%

LONG TERM DISABILITY ACTIVITY SUMMARY

221

NUMBER OF DISABLED MEMBERS

54.1 YEARS

AVERAGE AGE OF DISABLED MEMBERS

20.3 YEARS

AVERAGE CREDITED SERVICE

LONG TERM DISABILITY PLAN

The *Winnipeg Civic Employees' Long Term Disability Plan* provides Members with income replacement on an approved claim when they are unable to work due to illness or injury. There is a 26-week eligibility period from the time a Member begins their medical leave of absence, until they qualify for income replacement.

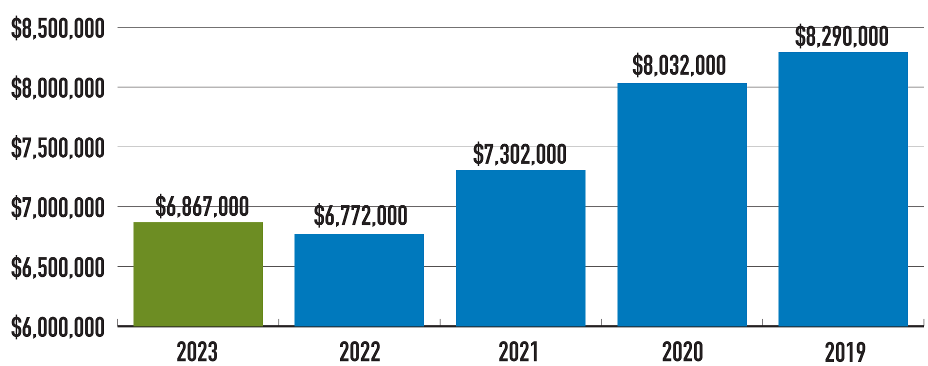
Full-time Employees are automatically enrolled in the *Disability Plan* from their date of hire, regardless of whether they have permanent or temporary status. **A part-time, casual or seasonal Employee** may be eligible for coverage, provided they are a member of the *Pension Plan* and have worked at least 200 days of *Eligibility Service* in the 24 months immediately before the Date Disability Commenced.

Orthopaedic and psychological conditions were the primary diagnoses of disability claims that the *Winnipeg Civic Employees' Long Term Disability Plan* dealt with in 2023. This was followed by neurological (central nervous system) claims.

DIAGNOSIS AS A PERCENTAGE OF CLAIMS

CLAIM CONDITION	2023
Orthopaedic	28%
Psychological	27%
Neurological	15%
Internal	13%
Cancer	11%
Cardiac	3%
Audio/Visual	1%
Alcohol/Substance abuse	1%
Respiratory	1%

DISABILITY BENEFITS PAID



CASE MANAGEMENT

Under the *Long Term Disability Plan*, Members are assigned a dedicated Case Manager to help identify a Member's capabilities and strive to create a successful, fair, and positive return-to-work experience.

When a Member has significant medical challenges preventing them from participating in the workforce, the Case Manager works diligently with the Member to help them understand their rights and obligations under the *Long Term Disability Plan*. The Case Managers also assist the Member to identify and apply for other benefits that may be available, such as Canada Pension Plan Disability benefits. This can provide important benefits to Members and also positively affect *Plan* experience.

THE WINNIPEG CIVIC EMPLOYEES' LONG TERM DISABILITY PLAN
ACTIVITY SUMMARY

FOR THE YEARS ENDED DECEMBER 31	2023	2022	2021	2020	2019
Employees receiving disability benefits	221	244	263	288	304
Employees returning to pre-disability duties	22	24	20	33	28
Employees working in alternate duties	40	40	47	56	57

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Canada

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INDEPENDENT AUDITOR'S REPORT

To the Chairperson and Members of The Board of Trustees of The Winnipeg Civic Employees' Benefits Program (Disability Fund)

Opinion

We have audited the statement of contributions and expenses of The Winnipeg Civic Employees' Long Term Disability Plan (the "Plan") for the year ended December 31, 2023, and notes to the financial statement, including a summary of significant accounting policies (collectively referred to as the "financial statement").

In our opinion, the accompanying financial statement of the Plan as at December 31, 2023 is prepared, in all material respects, in accordance with the basis of accounting described in Note 2.

Basis of Opinion

We conducted our audit in accordance with Canadian generally accepted auditing standards ("Canadian GAAS"). Our responsibilities under those standards are further described in the *Auditor's Responsibilities for the Audit of the Financial Statement* section of our report. We are independent of the Plan in accordance with the ethical requirements that are relevant to our audit of the financial statement in Canada, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence that we have obtained is sufficient and appropriate to provide a basis for our opinion.

Emphasis of Matter - Basis of Accounting

We draw attention to Note 2 to the financial statement, which describes the basis of accounting. The financial statement is prepared to provide information to the Board of Trustees of the Plan to assist in meeting the requirements of The Winnipeg Civic Employees' Benefits Program – Disability Plan Trust Agreement. As a result, the financial statement may not be suitable for another purpose. Our opinion is not modified in respect of this matter.

Responsibilities of Management and Those Charged with Governance for the Financial Statement

Management is responsible for the preparation of the financial statement in accordance with the basis of accounting described in Note 2, and for such internal control as management determines is necessary to enable the preparation of the financial statement that is free from material misstatement, whether due to fraud or error.

In preparing the financial statement, management is responsible for assessing the Plan's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Plan or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Plan's financial reporting process.

Auditor’s Responsibilities for the Audit of the Financial Statement

Our objectives are to obtain reasonable assurance about whether the financial statement as a whole is free from material misstatement, whether due to fraud or error, and to issue an auditor’s reports that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Canadian GAAS will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of this financial statement.

As part of an audit in accordance with Canadian GAAS, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statement, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than from one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit 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 Plan’s internal control.

- Conclude on the appropriateness of management’s use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Plan’s ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor’s report to the related disclosures in the financial statement or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor’s report. However, future events or conditions may cause the Plan to cease to continue as a going concern.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

Deloitte LLP

Chartered Professional Accountants
Winnipeg Manitoba
June 13, 2024

THE WINNIPEG CIVIC EMPLOYEES' LONG TERM DISABILITY PLAN

STATEMENT OF CONTRIBUTIONS AND EXPENSES

For the year ended December 31
(in $ thousands)

	2023	2022
CONTRIBUTIONS		
City of Winnipeg and Participating Employers	**$ 8,127**	$ 8,044
Total Contributions	**8,127**	8,044
EXPENSES		
Administration	**1,260**	1,272
Disability payments	**6,867**	6,772
Total Expenses	**8,127**	8,044
	$ -	$ -

See accompanying notes to the financial statement

1. Description of Plan

a) General

The Winnipeg Civic Employees' Long Term Disability Plan ("*the Plan*") is part of *The Winnipeg Civic Employees' Benefits Program* ("*the Program*") and provides long term disability benefits for all City of Winnipeg employees and employees of certain other employers who are contributing members of *The Winnipeg Civic Employees' Pension Plan*.

b) Administration

The *Plan* is administered by *The Board of Trustees of The Winnipeg Civic Employees' Benefits Program (Disability Fund)* in accordance with the terms of *The Winnipeg Civic Employees' Benefits Program Disability Plan Trust Agreement*. The *Board of Trustees* is comprised of six employer appointed Trustees and six member appointed Trustees.

c) Contributions

The City of Winnipeg and participating employers contribute amounts equal to the benefits and expenses of the *Plan*. Employee contributions are not required or permitted. Accordingly, the *Plan* does not hold any net assets available for benefits.

d) Disability benefits

The *Plan* provides long term disability benefits, following a 26-week waiting period, for employees who become totally or partially disabled after December 31, 1991. If an employee is totally disabled, the disability benefits payable from the *Plan*, together with the disability benefits from the Canada Pension Plan, will equal at least 66 ⅔% of the employee's average bi-weekly earnings prior to disability. Disability benefits are increased annually, based on either the percentage increase in the pay rate for the position regularly occupied (for disabilities occurring before September 1, 2011) or the cost-of-living adjustment rate for *The Winnipeg Civic Employees' Pension Plan* (for disabilities occurring on or after September 1, 2011).

If a member has at least two years of credited service, disability benefits are payable as long as the member is totally or partially disabled and under the personal care of a medical doctor until the maximum duration of benefits ends, at which time the member is eligible to commence receiving a retirement pension under the *Pension Plan*. The maximum duration of benefits ends between age 60 and age 65, depending on the member's length of service and date of commencement of disability.

If a member has less than two years of credited service, then benefits are payable for a maximum of two years.

The *Program* provides that *Plan* benefits can be reduced if *Program* funding is insufficient.

2. Basis of Accounting

The *Plan's* financial statement is prepared in accordance with the requirements of *The Winnipeg Civic Employees' Benefits Program – Disability Plan Trust Agreement*.

3. Obligations for Long Term Disability Benefits

An actuarial valuation of *The Winnipeg Civic Employees' Benefits Program* was made as of December 31, 2023 by Eckler Ltd. The valuation disclosed obligations related to *The Winnipeg Civic Employees' Long Term Disability Plan* in the amount of $31,809 (2022 - $34,387). The assumptions used by the actuary were approved by the *Board of Trustees* for purposes of preparing the notes to the financial statement.

To determine the overall *Program* actuarial surplus or funding deficiency, the above obligations are included in the obligations disclosed by *The Winnipeg Civic Employees' Pension Plan*, as the pension plan holds all assets available for benefits under the *Program*.

In the event the *Program* is ever terminated, any shortfall of assets in the disability fund versus obligations for the *Long Term Disability Plan*, as measured by the *Program's* Actuary, must be transferred from *The Winnipeg Civic Employees' Pension Plan* to the City of Winnipeg, who thereupon is required to immediately contribute such amount to the *Plan*.

APPENDIX A

TOP 50 CORPORATE SHARE HOLDINGS*

AS AT DECEMBER 31, 2023 (IN $ THOUSANDS)

		PENSION PLAN MARKET VALUE
1	Microsoft Corp	$ 54,620,810
2	Royal Bank Of Canada	48,111,780
3	Apple Inc	41,522,807
4	Canadian Natl Railway Co	35,557,167
5	Constellation Software Inc	31,061,335
6	Intact Financial Corp	27,671,803
7	Amazon.com Inc	27,036,127
8	Alimentation Couche-Tard Inc	26,752,195
9	Dollarama Inc	22,981,801
10	Bank Of Nova Scotia	22,543,178
11	Thomson Reuters Corp	22,209,205
12	Nvidia Corp	21,497,578
13	Toronto-Dominion Bank	21,406,488
14	Cgi Inc	20,639,597
15	Manulife Financial Corp	20,273,885
16	Sun Life Financial Inc	20,083,212
17	Loblaw Companies Ltd	20,028,932
18	Bce Inc	19,970,736
19	Canadian Dollar	19,916,646
20	Metro Inc/Cn	18,802,433
21	Franco-Nevada Corp	18,375,891
22	Alphabet Inc-Cl A	16,990,543
23	National Bank Of Canada	16,793,895
24	Bank Of Montreal	16,630,130
25	Meta Platforms Inc-Class A	16,139,877

		PENSION PLAN MARKET VALUE
26	Canadian Natural Resources	$ 15,640,574
27	Tmx Group Ltd	14,694,506
28	Unitedhealth Group Inc	14,287,522
29	Pembina Pipeline Corp	13,286,162
30	Rogers Communications Inc-B	11,665,975
31	Empire Co Ltd 'A'	10,956,640
32	Abbvie Inc	10,851,617
33	Mercadolibre Inc	10,670,315
34	Tc Energy Corp	10,582,418
35	Roche Holding Ag-Genusschein	10,568,491
36	Bird Construction Inc	10,528,376
37	Telus Corp	10,313,073
38	Asml Holding Nv	10,263,973
39	Celestica Inc	10,142,288
40	Brookfield Corp	10,060,250
41	Mastercard Inc - A	9,995,896
42	Goeasy Ltd	9,973,308
43	Weston (George) Ltd	9,853,680
44	Russel Metals Inc	9,759,120
45	Enbridge Inc	9,731,940
46	Quebecor Inc -Cl B	9,684,890
47	Gibson Energy Inc	9,389,245
48	Parkland Corp	9,314,975
49	Coca-Cola Co/The	9,285,570
50	Boyd Group Services Inc	9,213,224

* Includes effective holdings through participation in pooled funds, including index funds.

APPENDIX B

INVESTMENT MANAGERS AS AT DECEMBER 31, 2023

Fixed Income

- ACM Advisors Ltd.
- TD Asset Management Inc.

Canadian Equities

- Fidelity Investments Canada
- Hillsdale Investment Management Inc.
- Phillips, Hager & North
- TD Asset Management Inc.

US Equities

- J.P. Morgan Investment Management Inc.
- State Street Global Advisors, Ltd.

Non-North American Equities

- Baillie Gifford Overseas Ltd.
- Causeway Capital Management LLC
- Hillsdale Investment Management Inc.
- Pyrford International

Private Capital

- Hamilton Lane Advisors LLC (Equity)
- AMP Capital (Debt)
- Brookfield Asset Management (Debt)
- Bridge Investment Group (Debt)
- Dawson Partners (Debt)
- Golub Capital (Debt)
- Fiera Infrastructure Private Debt (Debt)
- IFM Investors LLC (Debt)
- Neuberger Berman (Debt)
- Northleaf Capital Partners (Debt)
- Penfund (Debt)

Real Estate

- Bentall Kennedy (Equity)
- Clarion Partners (Equity)
- TD Asset Management Inc. (Equity)
- The Carlyle Group (Equity)
- GI Partners (Equity)

Infrastructure

- Axium Infrastructure
- IFM Global Infrastructure (Canada), L.P.
- J.P. Morgan Investment Management Inc.
- OMERS Borealis Infrastructure
- Stonepeak

2023 DIRECTORY AS AT DECEMBER 31, 2023

BOARD OF TRUSTEES

Employer Trustees

Appointed by City of Winnipeg

Winston Yee (Chair)

Chris Carroll

Neil Duboff

Tara Holowka

Brent Piniuta
(Pension Fund Board Only)

Todd Slatnik

Ajaleigh Williams

Member Trustees

Appointed by Signatory Unions

Rob Labossiere (Vice-Chair)
UNITED FIRE FIGHTERS OF WINNIPEG, LOCAL 867

Phil Dembicki
CUPE, LOCAL 500

Bob Ripley
CUPE, LOCAL 500

Bob Romphf
OTHER UNIONIZED AND NON-UNIONIZED EMPLOYEES

Everett Rudolph
AMALGAMATED TRANSIT UNION, LOCAL 1505

Bryan Verity
PENSIONERS AND DEFERRED MEMBERS
(Pension Fund Board Only)

Vacant Position (1)

COMMITTEES

Investment Committee

Appointed by Member Trustees

Gary Timlick, FCPA, FCA. ICD.D
(Chair)

Jeff Norton, LLM, CFA

Bob Romphf

Appointed by Employer Trustees

Sam Pellettieri, CFA (Vice-Chair)

Don Delisle

Rob Provencher

Audit Committee (Pension Fund)

Tara Holowka (Vice-Chair)

Everett Rudolph

Bob Romphf

Ajaleigh Williams

Winston Yee (ex-officio)

Rob Labossiere (ex-officio)

Audit Committee (Disability Fund)

Tara Holowka (Vice-Chair)

Everett Rudolph

Bob Romphf

Ajaleigh Williams

Bob Ripley (ex-officio)

Todd Slatnik (ex-officio)

Governance Committee

Neil Duboff

Brent Piniuta

Bob Ripley

Everett Rudolph

Winston Yee (ex-officio)

Rob Labossiere (ex-officio)

MANAGEMENT

Glenda Willis
CHIEF EXECUTIVE OFFICER

Nestor Theodorou
CHIEF INVESTMENT OFFICER

Nardia Maharaj
CHIEF FINANCIAL OFFICER

Amanda Jeninga
DIRECTOR, MEMBER SERVICES

Andrew Teeluck
MANAGER OF INFORMATION SYSTEMS

Melony Schanel
CORPORATE CONTROLLER

Charlene Sylvestre
DIRECTOR, DISABILITY BENEFITS (ACTING)

Carrie Potts
HUMAN RESOURCES MANAGER AND PRIVACY OFFICER

Jonathan Borland
MANAGER OF COMMUNICATIONS

EXTERNAL ADVISORS

Actuary

Eckler Limited

Consulting Actuary

Smith Pension & Actuarial
Consultants Inc.

Auditor

Deloitte LLP

Custodian

RBC Investor Services

Legal Counsel

Taylor McCaffrey

Koskie Minsky

Medical Consultants

Dr. R. Bruce Boyd

Dr. Kim Minish

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