

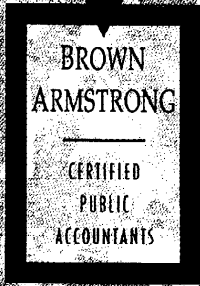
**PASADENA FIRE AND POLICE RETIREMENT SYSTEM
A PENSION TRUST FUND OF THE CITY OF
PASADENA, CALIFORNIA**

**REPORT AND AUDITED FINANCIAL STATEMENTS
WITH REQUIRED SUPPLEMENTAL INFORMATION**

FOR THE YEARS ENDED JUNE 30, 2007 AND 2006

**PASADENA FIRE AND POLICE RETIREMENT SYSTEM
FOR THE YEARS ENDED JUNE 30, 2007 AND 2006
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INDEPENDENT AUDITOR'S REPORT

To the Board of Retirement
Pasadena Fire and Police Retirement System

- Lynn R. Krausse, CPA, MST
- Rosalva Flores, CPA
- Connie M. Perez, CPA
- M. Sharon Jones, CPA, MST
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- Alicia Montgomery, CPA, MBA
- Matthew R. Gilligan, CPA
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- Ryan S. Johnson, CPA
- Michael C. Olivares, CPA
- Jialan Su, CPA
- Ariadne S. Prunes, CPA

We have audited the accompanying statement of plan net assets of the Pasadena Fire and Police Retirement System (the "System") as of June 30, 2007 and 2006 and the related statement of changes in plan net assets for the years then ended. These financial statements are the responsibility of the System's management. Our responsibility is to express an opinion on these financial statements based on our audit.

We conducted our audit in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the plan net assets of the Pasadena Fire and Police Retirement System as of June 30, 2007 and 2006 and the changes in plan net assets for the years then ended in conformity with accounting principles generally accepted in the United States of America.

The management's discussion and analysis (MD&A) as listed in the table of contents is not a required part of the basic financial statements but is supplementary information required by the Governmental Accounting Standards Board. We have applied certain limited procedures, which consisted principally of inquiries of management regarding the methods of measurement and presentation of this required supplementary information. However, we did not audit the information and express no opinion on it.

Our audit was made for the purpose of forming an opinion on the basic financial statements taken as a whole. The information designated as other supplementary information in the table of contents is presented for purposes of additional analysis and is not a required part of the basic financial statements of the System. Such information has been subjected to the auditing procedures applied in the audit of the basic financial statements and, in our opinion, is fairly stated in all material respects in relation to the basic financial statements taken as a whole.

In accordance with Government Auditing Standards, we have also issued our report dated October 1, 2007, on our consideration of the System's internal control over financial reporting and our tests of its compliance with certain provisions of laws, regulations and contracts. That report is an integral part of an audit performed in accordance with Government Auditing Standards and should be read in conjunction with this report in considering the results of our audit.

BROWN ARMSTRONG PAULDEN
McCOWN STARBUCK THORNBURGH & KEETER
ACCOUNTANCY CORPORATION

A handwritten signature in black ink, appearing to read "Paulden", written in a cursive style.

Bakersfield, California
October 1, 2007

Pasadena Fire and Police Retirement System Management's Discussion and Analysis (MD&A) (Unaudited)

The Pasadena Fire and Police Retirement System ("System", or "Plan") is a defined benefit Plan governed by a Retirement Board ("Board") under provisions of the City of Pasadena ("City") Charter. The System was closed to new members on June 30, 1977, but continues to pay out benefits to retirees and their beneficiaries. The System covers all fire and police personnel who were employed by the City prior to July 1, 1977, except those who elected to transfer to the California Public Employees Retirement System ("CalPERS") either when the System was closed to new members, or in June 2004. In June 2004, active members were provided a one-time opportunity to transfer from the System to CalPERS as provided for by an agreement with the City and CalPERS. Ten members elected to move to CalPERS. The Board is comprised of one member of the City Council, two Pasadena residents appointed by the City Council, and two members of the Retirement System elected under the supervision of the Retirement System. Board members are elected to terms of four years with no restriction on reappointment.

The discussion and analysis of the Pasadena Fire and Police Retirement System's financial performance provides an overview of the financial activities for the fiscal years ended June 30, 2007 and 2006. This discussion and analysis should be read in conjunction with and is qualified in its entirety by the accompanying audited financial statements and footnotes which begin following this MD&A. The financial statements, footnotes and this discussion and analysis were prepared by management and are the responsibility of management.

Financial Highlights

During the fiscal year ended June 30, 2007, the System continued to benefit from the strong performance of the financial markets as evidenced by the following.

The Change in Plan Net Assets Held in Trust for Pension Benefits increased by \$10,878,000 from the prior year. This compares with an increase of \$773,000 in the prior year. This was due to the strong return on investments and the contribution of \$3,832,000 received by the City under Contribution Agreement No. 16,900.

Due to the strong performance in many of the financial markets, especially with the equity and real estate markets, net investment gains for the Plan were \$21,851,000 as compared to net investment gains of \$13,713,000 in the prior fiscal year. The current fiscal year investment gains were consistent with the overall market conditions.

Asset allocation is frequently reviewed by the Board and the investment consultant. With the excellent gains in real estate this year, real estate exceeded their targeted policy ranges. To decrease the allocation to real estate and meet the required monthly cost of benefits and administration, the Board approved a plan to rebalance the portfolio through the required monthly withdrawal of the \$1,350,000 to pay benefits and costs for several months. The real estate allocation was trimmed to the recommended level and the monthly withdrawal of \$1,350,000 is now being withdrawn from other asset funds that exceed their targeted allocation. This is an ongoing process to maintain balance with the Board's asset allocation goals.

Contributions increased by \$2,375,000 and for the fiscal year were \$3,859,000. The current year contributions consisted primarily of \$3,832,000 of contributions that were received from the City under the Contribution Agreement. The remaining contributions consisted of one active member's cost-of-living contribution of 5% of covered salary that is matched 100% by the City, and the member's contribution of 9% of covered salary made by the City on behalf of the active member which is credited to member's individual account.

Pasadena Fire and Police Retirement System Management's Discussion and Analysis (MD&A) (Unaudited)

Deductions from the Plan Net Assets primarily consisted of the payment of benefits to retired members and their beneficiaries and the costs of administering the Plan. These deductions increased to \$14,832,000 in the current fiscal year. This represented a \$408,000 or 3% increase compared to the prior year and was primarily due to increased benefit payments resulting from the annual cost-of-living adjustment. The increase was only slightly offset by the deaths of other members.

The System engaged Public Pension Professionals to serve as its independent actuary. The most recent actuarial valuation was prepared as of June 30, 2007 and determined the funded percentage to be 71.6% as compared to 69.1% in the prior year. The increase was primarily attributable to the normal operation of the plan, investment returns greater than expected, and a change in the assumed inflation rate. The market asset rate of return of 16.5% exceeded the assumed rate of 8%.

As provided by Contribution Agreement No. 16,900 ("Contribution Agreement"), if the funded percentage is below the minimum funding percentage of 73.5% for FY 2007, the City will reimburse the System in the following fiscal year subject to certain reimbursement limits. Based on the June 30, 2007 actuarial valuation the minimum funding deficit was \$3,462,757 or 1.9% to meet the funding requirement of 73.5%, as of June 30, 2007. This compared to a minimum funding deficit of \$7,160,798 to meet the minimum funding requirement of 73% as of June 30, 2006. The Contribution Agreement states that if this minimum funding deficit is greater than \$3,000,000 the City will pay \$3,000,000 to the System and any remaining amount necessary to reach the minimum funding percentage is phased in over a five-year period. Based on these provisions the required supplemental contribution by the City was \$3,185,103 and is due to the System no later than January 2, 2008.

Overview of Financial Statements

This discussion and analysis serves as an introduction to the System's basic financial statements. These include the following three components:

- Statements of Plan Net Assets
- Statements of Changes in the Plan Net Assets
- Notes to the Basic Financial Statements

In addition to the basic financial statements, this report also contains required supplementary information and supporting schedules of actuarial information.

A Statement of Plan Net Assets shows a snapshot of account balances at year-end. It indicates the assets available for future benefit payments and administration of the Plan as well as current liabilities outstanding at year-end.

A Statement of Changes in the Plan Net Assets in contrast, provides a summary view of the additions to and the deductions from the plan net assets that occurred over the course of the year.

The basic financial statements and required disclosures are in compliance with the accounting principles and reporting guidelines as set forth by the Governmental Accounting Standards Board, using the accrual basis of accounting. Investments are reported at current fair value. Both realized and unrealized investment gains and losses are recognized.

The Notes to the Basic Financial Statements provide additional information that is essential to a full understanding of the financial statements. The Notes to the Basic Financial Statements appear on pages 9 to 19.

The Required Supplemental Information follows the notes showing the Plan's funding progress with obligations to provide pension benefits to members, as well as historical trend information reflecting how much the employer has contributed in relation to their annual required contributions.

**Pasadena Fire and Police Retirement System
Management's Discussion and Analysis (MD&A) (Unaudited)**

Condensed Statement of Plan Net Assets

	<u>June 30,</u>	
	<u>2007</u>	<u>2006</u>
	(In Thousands)	
Current Assets	\$ 4,515	\$ 1,432
Investments	<u>142,901</u>	<u>135,145</u>
Total Assets	147,416	136,577
Total Liabilities	<u>106</u>	<u>145</u>
Total Plan Net Assets	<u>\$ 147,310</u>	<u>\$ 136,432</u>

As of June 30, 2007, the System had \$147,310,000 in Plan Net Assets. The Net Assets represents funds available for future benefit payments. However, public pension funds are not required to disclose the future obligations owed to retirees. Only current liabilities are reported on the Statement of Plan Net Assets.

Condensed Statement of Changes in Plan Net Assets

	<u>June 30,</u>	
	<u>2007</u>	<u>2006</u>
	(In Thousands)	
Employer Contributions	\$ 3,852	\$ 1,427
Employee Contributions	7	57
Investment Gain	<u>21,851</u>	<u>13,713</u>
Total Additions	25,710	15,197
Benefit Payments	14,572	14,190
Administrative Expenses	<u>260</u>	<u>234</u>
Total Deductions	<u>14,832</u>	<u>14,424</u>
Net (Decrease) Increase	<u>\$ 10,878</u>	<u>\$ 773</u>

During the year ended June 30, 2007, Plan Net Assets increased by \$10,878,000, primarily as a result of the good market conditions in the current year and the supplemental contribution by the City of \$3,832,000 from the Contribution Agreement.

Reporting PFPRS's Fiduciary Responsibilities

The Pasadena Fire and Police Retirement System is a fiduciary for the pension plan of the City of Pasadena. Accordingly, the System is responsible for ensuring that the assets reported in the statements are used for the intended purpose of paying expenses and providing retirement benefits to the retirees/beneficiaries of the System.

Pasadena Fire and Police Retirement System Management's Discussion and Analysis (MD&A) (Unaudited)

Contacting PFPRS's Management

This financial report is designed to provide the Retirement Board, the City, the members, and citizens with a general overview of the System's finances and show the accountability for the money. Any question about this report can be addressed to the Retirement Office, 100 N. Garfield Avenue, #N204, Pasadena, CA 91101.

Respectfully submitted,

Mary Smith
Retirement Administrator

**PASADENA FIRE AND POLICE RETIREMENT SYSTEM
STATEMENTS OF PLAN NET ASSETS
JUNE 30, 2007 AND 2006**

	June 30,	
	2007	2006
	(In Thousands)	
Assets		
Cash	\$ 4,084	\$ 1,084
Accrued Interest Receivable	431	348
Investments, at fair value		
U.S. Government obligations	23,071	18,148
Domestic corporate bonds	18,909	17,453
International corporate bonds	1,015	775
Real estate (REITS)	9,876	18,836
International stock	16,952	17,008
Domestic stock	73,078	62,925
Total Investments, at fair value	142,901	135,145
Total Assets	147,416	136,577
Liabilities		
Accounts payable	106	145
Net assets held in trust for pension benefits (a schedule of funding progress is presented in the required supplemental information)		
	\$ 147,310	\$ 136,432

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

**PASADENA FIRE AND POLICE RETIREMENT SYSTEM
STATEMENTS OF CHANGES IN PLAN NET ASSETS
FOR THE YEARS ENDED JUNE 30, 2007 AND 2006**

	June 30,	
	2007	2006
	(In Thousands)	
Additions		
Contributions		
City	\$ 3,852	\$ 1,427
Plan members	7	57
Total Contributions	3,859	1,484
Investment Income		
Net appreciation in fair market value of investments	19,155	11,287
Interest	2,193	2,133
Dividends	995	978
Net Investing Activity Income	22,343	14,398
Less investment expenses	(492)	(685)
Total Net Investment Income	21,851	13,713
Total Additions	25,710	15,197
Deductions		
Benefits paid to participants	14,572	14,190
Administrative expenses	260	234
Total Deductions	14,832	14,424
Net Increase	10,878	773
Net Assets Held in Trust for Pension Benefits		
Beginning of Year	136,432	135,659
End of Year	\$ 147,310	\$ 136,432

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

**PASADENA FIRE AND POLICE RETIREMENT SYSTEM
NOTES TO FINANCIAL STATEMENTS
JUNE 30, 2007**

NOTE 1 – PENSION PLAN DESCRIPTION

General

The Pasadena Fire and Police Retirement System ("System") is a defined benefit Plan governed by a Retirement Board ("Board") under provisions of the City of Pasadena ("City") Charter. The Retirement Board has sole and exclusive responsibility over the assets of the System and the responsibility to administer the Plan to assure prompt delivery of benefits and related services as provided in Article XV of the Pasadena City Charter. The Board has five members. The Board members as of June 30, 2007 were as follows:

Keith Jones, Chair
John Tennant, Vice Chair
Peter Boyle, Board Member
John Brinsley, Board Member
Sid Tyler, Board Member

The Plan covers all fire and police personnel who were employed by the City prior to July 1, 1977, except for those who elected to transfer to the California Public Employees Retirement System ("CalPERS") when the System closed to new members or in June 2004. In June 2004 active members were provided a one-time opportunity to transfer from the System to CalPERS as provided by an agreement with the City. Once transferred to CalPERS, retirement benefits for all fire and police personnel employed thereafter are provided under CalPERS.

The System is a single-employer public employees' retirement system which is included as a pension trust fund in the financial statements of the City of Pasadena, California. The System provides basic lifetime retirement, disability and death benefits to members who meet the minimum age and length-of-service requirements.

As of June 30, 2007, there were 307 retirees and beneficiaries currently receiving benefits and one active employee, who is fully vested in the Plan. As of June 30, 2006, there were 314 retirees and beneficiaries currently receiving benefits and one active employee.

Benefit provisions are established and, subject to any constitutional limitations, may be amended by the City Charter.

Pension Plan Benefits

Members are entitled to annual pension benefits beginning at normal retirement age (50) equal to 1/50 of final compensation, times the member's number of years of service, times an actuarial equivalent based on the actual retirement age. The Plan permits service retirement at age 50, provided at least 15 years of service have been rendered, or retirement after 25 years of service, regardless of age.

Disability Benefits

Generally, active members who become totally disabled receive annual disability benefits that are equal to 50% of final compensation.

Death Benefits

Upon the death of a retiree, the qualified beneficiary is entitled to receive retirement benefits equal to 60% continuance for a service retirement and 100% continuance for a service-connected disability retirement.

NOTE 1 – PENSION PLAN DESCRIPTION (Continued)

Cost of Living Adjustment (COLA)

Monthly retiree benefits are eligible for an annual cost of living adjustment based on the Consumer Price Index (CPI) for the Los Angeles-Riverside-Orange County, CA area for the previous year, December to December, and the change is rounded to the nearest whole. The adjustments are calculated by the actuary, adopted by the Board and become effective on July 1 of each year. The COLA increase for 2007 and 2006 was 4% for each year.

NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The System follows the accounting principles and reporting guidelines as set forth in Statement No. 25 of the Governmental Accounting Standards Board ("GASB"). The financial statements are prepared and presented using the accrual basis of accounting. Member and employer contributions are recognized in the period in which the contributions are due and when the City has made a formal commitment to provide the contributions. Benefits are recognized when payable, in accordance with the terms of the Plan.

Estimates

The preparation of financial statements in accordance with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect certain reported amounts and disclosures. Accordingly, actual results could differ from those estimates.

Reporting Entity

PFPRS's annual audited financial statements are included in the City of Pasadena's financial reports as a pension trust fund.

Cash Equivalents

PFPRS's cash and short-term investments are managed by the Northern Trust Bank (master custodian for investment securities) and the City Treasurer.

City Treasury

Cash necessary for PFPRS's daily operations is pooled with other City funds for short-term investment by the City Treasurer. The City is responsible for the control and safekeeping of all instruments of title and for all investment of the pooled funds.

The PFPRS has designated \$1,350,000 in cash reserves to be invested by the City Treasurer in pooled cash. The funds equal one month of benefits and administrative expenses and are restricted for use in the event of major emergency or disaster.

NOTE 3 – INVESTMENTS

Investments are reported at fair market value. Fair value for investments of publicly traded stocks and bonds and issues of the U.S. Government and its agencies is based on the last reported sale price as of the fiscal year end. Fair value of securities denominated in a foreign currency reflects exchange rates in effect at fiscal year end. Fair value of investments in commingled funds in real estate is based on the fund share price provided by the fund manager which is based on net asset value.

NOTE 3 – INVESTMENTS (Continued)

Authorized Investments

In conformance with its Charter, the Retirement Board shall have the sole power and authority under such general ordinances as may be adopted by the legislative body to hear and determine all facts pertaining to applications for and awards of any benefits under the System, or any matters pertaining to the administration thereof. The Retirement Board shall have exclusive control of the administration and investment of such fund or funds as may be established and all investments shall be subject to the same terms, limitations and restrictions as are imposed by the Constitution and laws of the State upon the investment of the CalPERS Funds, as now enacted or hereafter amended.

Pursuant to this authority, the Retirement Board has authorized investment in the following securities:

- Securities of the U.S. Government or its agencies
- Certificates of Deposit, or Time Deposits, placed with commercial banks and savings and loan associations
- Negotiable Certificates of Deposit
- Banker's acceptances
- Commercial paper (rated A-1/P-1 or better)
- Medium-Term Corporate Notes (up to five years maturity)
- Corporate and Municipal Bonds
- Preferred stock
- Common stock
- Fixed-income funds
- Foreign stock and corporate bonds
- Mutual funds
- Real Estate Investment Trust (REIT)

Deposit and Investment Risks

GASB Statement No. 40 requires the disclosure of the following specific risks that apply to the Plan's investments:

Credit Risk and Market Value of Investments
Custodial Credit Risk – Deposits and Investments
Concentration of Credit Risk
Interest Rate Risk
Highly Sensitive Investments
Foreign Currency Risk
Cash and Investments

GASB Statement No. 40 also requires the disclosure of deposit or investment policies (or the lack thereof) that relate to the investment risks that are required to be disclosed.

NOTE 3 – INVESTMENTS (Continued)

Investment Policies

The Board has chosen to manage the investment risks described by GASB No. 40 by contractually requiring each portfolio investment manager to abide by the investment guidelines specifically tailored to that individual manager rather than adopting across-the-board investment policies with respect to these investment risks. The guidelines stipulate the investment style, performance objective, performance benchmarks, and portfolio characteristics.

Each manager is subject to a “manager standard of care” that establishes a fiduciary relationship requiring the manager to act prudently and solely in the best interest of the PFPRS.

Credit Risk and Market Value of Investments

The Board has the exclusive control over the System's investment portfolio as prescribed by Article XV, Section 1502 of the City of Pasadena Charter. The Board has established the Investment Objectives, Guidelines and Standards of Performance in accordance with applicable local, State, and Federal laws. The Board members exercise authority and control over the management of PFPRS's assets (the Plan) by setting policy which the Board executes through the use of external prudent experts. The Board oversees and guides the Plan subject to the following basic fiduciary responsibilities:

- Solely in the interest of, and for the exclusive purpose of, providing economic benefits to participants and their beneficiaries.
- With the care, skill, prudence and diligence under the circumstances then prevailing that a prudent person acting in a like capacity and familiar with these matters would use in the conduct of an enterprise of a like character with like objectives.
- Diversify the investments of the Plan so as to minimize the risk of loss and to maximize the rate of return, unless under the circumstances, it is clearly prudent not to do so. Diversification is applicable to the deployment of the assets as a whole.

The Investment Guidelines encompasses the following asset classes and the asset allocation goals:

- Domestic Fixed Income – 30%
- Domestic Equity – 50% (25% Large Cap Value, 25% Large Cap Growth)
- International Equity – 10%
- Real Estate Investment Trust – 10%

The System requires \$1,350,000 monthly, withdrawn from the fund, to cover the benefit payments and administrative costs. When an asset class exceeds the allocation goals, the Board and Investment Consultant review the allocation and determine the appropriate asset class/classes from which to withdraw the monies. This also serves as an ongoing rebalancing of the fund to maintain the allocation goals.

Credit Risk

Credit Risk is the risk that the issuer of a debt security or other counterparty to an investment will not fulfill its obligations. The individual investment guidelines for the fixed income investment manager describe applicable restrictions on credit risk. The System seeks to maintain a diversified portfolio of fixed income instruments in order to obtain the highest total return for the fund at an acceptable level of risk within this asset class. The credit quality ratings of investments in fixed income securities by a nationally recognized statistical rating organization, the S & P, as of June 30, 2007 are as follows:

NOTE 3 – INVESTMENTS (Continued)

Credit Risk (Continued)

Credit Quality Ratings of Investments in Fixed Income Securities

<u>Quality Ratings - S & P</u>	<u>Fair Value</u>	<u>Percentage</u>
AAA	\$ 25,687,617	59.75%
A	1,779,862	4.14%
BBB	4,095,430	9.53%
BB	398,926	0.93%
B	156,876	0.36%
Not Rated/Rating NA**	4,354,147	10.13%
Rating Not Determined	6,522,364	15.17%
Total	<u>\$ 42,995,222</u>	<u>100.00%</u>

** Minus: Not rated: STIF of \$3,401,016

Custodial Credit Risk – Deposits

Custodial credit risk for deposits is the risk that, in the event of a financial institution's failure, the System will not be able to recover deposits nor be able to recover collateral securities that are in the possession of an outside party. Deposits are exposed to custodial credit risk if they are not insured or not collateralized. As of June 30, 2007, the System is not exposed to such risk on the fair value of total international investments. The System's policy requires the international investment managers to hold no more than 7% of their portfolios in the form of cash.

Custodial Credit Risk – Investments

Custodial credit risk for investments is the risk that, in the event of the failure of the counterparty to a transaction, the System will not be able to recover the value of the investment or collateral securities that are in the possession of an outside party. The individual investment guidelines for each investment manager require that managed investments be held and maintained with the master custodian in the name of the PFPRS. Investment securities are exposed to custodial credit risk if the securities are not insured, or are not registered in the System's name, and held by the counterparty. The System's investments are not exposed to custodial credit risk if they are insured or registered in the System's name. The System's investments are not exposed to custodial credit risk since all securities are held by the System's custodial bank in the System's name.

Concentration of Credit Risk

Concentration of Credit Risk is the risk of loss attributed to the magnitude of PFPRS's investment in a single issuer of securities. The individual investment guidelines for each fixed income manager forbid concentrations greater than 5% in the securities of any one issuer (excepting issues issued by or explicitly guaranteed by the U.S. government). As of June 30, 2007, the PFPRS portfolio did not hold any investments in any one issuer that would represent five percent (5%) or more of total investments.

Interest Rate Risk

Interest rate risk is the risk that changes in market interest rates will adversely affect the fair value of an investment. Duration is a measure of the price sensitivity of a fixed income portfolio to changes in interest rates. It uses the present values of cash flows, weighted for those cash flows as a percentage of the investment's full price. The longer the duration of a portfolio, the greater its price sensitivity is to changes in interest rates.

NOTE 3 – INVESTMENTS (Continued)Interest Rate Risk (Continued)

One of the ways the System manages its exposure to interest rate risk is by requiring the fixed income investment managers to maintain their portfolio effective duration within a specified range of the Lehman U.S. Universal Bond Index, the Lehman Intermediate Government Credit Index, or the Lehman Aggregate Bond Index, depending on the Board's mandates. The effective duration is a measure, in years, of interest-rate sensitivity in debt investments. The longer the effective duration, the greater the sensitivity to interest rate changes.

Information about the sensitivity of the fair values of the System's investments to market interest rate fluctuations is provided by the following table that shows the weighted average effective duration of the System's fixed income investments by investment type:

Fixed Income Securities
As of June 30, 2007

<u>Investment Type</u>	<u>Fair Value</u>	<u>Duration</u>
U.S. Government and Agency Instruments		
Government Bonds	\$ 15,934,581	5.10
Government Agencies	122,114	11.93
Government Mortgage Backed Securities	6,722,079	5.78
Government Issued Commercial Mortgage Backed	<u>414,596</u>	10.25
Total	<u>23,193,370</u>	
Corporate Securities		
Corporate Bonds	7,520,112	4.88
Non-Government Backed C.M.O.'s	5,118,784	3.64
Asset Backed Securities	2,443,956	3.92
Commercial Mortgage Backed Securities	<u>4,634,000</u>	3.99
Total	<u>19,716,852</u>	
Other Fixed Income	<u>85,000</u>	8.83
Total Fixed Income Securities	<u>\$ 42,995,222</u>	

Highly Sensitive Investments

Highly Sensitive Investments are certain debt investments whose terms may cause their fair value to be highly sensitive to market interest rate changes. Terms include such information as embedded options, coupon multipliers, benchmark indexes, and reset dates. The System's asset-backed investments have embedded prepayment options that will typically cause prepayments by the obligees of the underlying investments when interest rates fall. Prepayments eliminate the stream of future interest payments and, therefore, diminish the fair value of the asset-backed investment. The following table shows the fair value of the System's asset-backed investments by investment type:

NOTE 3 – INVESTMENTS (Continued)Highly Sensitive Investments (Continued)

<u>Investment Type</u>	<u>Amount</u>
Government Mortgage Backed Securities	\$ 6,722,079
Government Issued Mortgage Backed Securities	414,596
Asset Backed Securities	2,443,956
Commercial Mortgage Backed Securities	4,634,000
Non-Government Backed Commercial Mortgage Obligations	<u>5,118,784</u>
Total	<u>\$ 19,333,415</u>

Foreign Currency Risk

Foreign currency risk is the risk that changes in foreign exchange rates will adversely affect the fair value of an investment or deposit. The System's asset allocation policy sets a target of 10% of the total portfolio for non-U.S. investments in equities. Currency hedging will be permitted as part of a defensive strategy to protect the portfolio's underlying assets.

The System's non-U.S. investment holdings as of June 30, 2007 are as follows:

<u>Foreign Currency Type</u>	<u>Fair Value in USD</u>
Australian Dollar	\$ 133,881
Bermudian Dollar	157,669
United Kingdom Pounds	478,235
Mexican Peso	<u>245,530</u>
Total International Investments	<u>\$ 1,015,315</u>

Cash and Investments

Cash and investments as of June 30 were held as follows:

	<u>June 30,</u>	
	<u>2007</u>	<u>2006</u>
	<u>(In Thousands)</u>	
Unrestricted Pooled Cash	\$ 409	\$ 1,084
Restricted Pooled Cash	1,350	-
Cash with Fiscal Agent	2,325	-
Investments - Held by Trustee	<u>142,901</u>	<u>135,145</u>
	<u>\$ 146,985</u>	<u>\$ 136,229</u>

NOTE 4 – CONTRIBUTION INFORMATION

Contribution requirements are established by the City Charter and by contract, and, subject to any constitutional limitations, may be amended by the City Charter or further agreement between the City and the System.

General

Historically, the City has made monthly contributions to the System based on actuarially determined employer contribution rates which, together with employee contributions, were expected to provide sufficient assets to pay funded basic benefits when due. However, the Charter did not require actuarially determined funding for unfunded basic, 1919, and COLA benefits, which are funded under Contribution Agreement No. 16,900, dated March 18, 1999 between the City and the Retirement System. Per the terms negotiated through their respective recognized Associations, employee contributions of 9% for both fire and police personnel base earnings were made by the City on behalf of the employee and credited to their individual accounts.

Member Contributions

As a condition of participation, members were required to contribute the following percentage of their annual salary to the Plan:

<u>Age of Entry Into the Plan</u>	<u>Percent of Annual Salary Contributed</u>
21	9.10
22	9.19
23	9.29
24	9.38
25	9.48
26	9.57
27	9.67
28	9.77
29	9.87
30	9.96
31	10.06
32	10.16
33	10.27
34	10.37
35	10.47

The funding Plan was updated on March 18, 1999 when the System entered into Contribution Agreement No. 16,900 with the City of Pasadena. As a result of this agreement, the City of Pasadena made a contribution of \$100,000,000 to the System on August 5, 1999. Per the Contribution Agreement, the System is considered to meet minimum funding requirements for the year ended June 30, 2001 if the funded percentage exceeded 70%. The minimum funded percentage will increase by 1/2% each year until it reaches 80% in the year ending June 30, 2020. Thereafter it may, but need not, be changed by the System.

Based on the Contribution Agreement, the City discontinued its 9% contribution to the Fire and Police Retirement System on behalf of these employees, as the City considered these contributions fully funded. These contributions terminated on August 1, 1999 through April 5, 2001.

During May and June of 2000 the Pasadena Police Officers Association, Pasadena Police Sergeants Association, the Pasadena Firefighters Management Association, and the Pasadena Fire Fighters Association filed grievances to have these contributions reinstated. As a result these contributions were reinstated and will continue indefinitely regardless of the funding status of the Plan. In addition, the 9% contributions were retroactively credited with interest for the period of August 1, 1999 through April 4, 2001. These retroactive contributions were \$207,000 and \$249,000, respectively, for 2001 and 2000.

NOTE 4 – CONTRIBUTION INFORMATION (Continued)

Active members are also required to make cost-of-living contributions, as a percent of covered salary, which amounted to 5% for 2007 and 2006, and is matched 100% by the City. These contributions are made as long as the funding percentage is less than 100%.

The City Charter requires members' contributions to be credited to the individual account of the member from whose compensation the contribution was deducted. Such contributions accrue interest at a rate determined by the Retirement Board and are either to be refunded to members or their beneficiaries upon separation from City service for reasons other than retirement, or to be applied towards providing members' retirement or death allowances. Amendments to the City Charter cannot prevent the refund of such contributions plus accrued interest. Active members' accumulated contributions at June 30, 2007 and 2006 were \$683,633 and \$614,406, respectively, including interest credited at a rate of 8% for 2007 and 2006.

NOTE 5 – ADMINISTRATIVE COSTS

The administrative costs to administer the Plan are paid by the System.

NOTE 6 – SUPPLEMENTAL FUNDING PLAN

The Plan engages an independent actuary to perform an annual actuarial valuation. The results of the valuation as of June 30, 2007 are presented in the Schedule of Funding Progress. This includes historical trend information about the actuarially determined funded status of the Plan from a long-term ongoing Plan perspective; the progress made in accumulating sufficient assets to pay benefits when due; and the Schedule of Employer Contributions.

The latest annual valuation was performed as of June 30, 2007. The System uses the entry age normal actuarial cost method, which is a projected benefit cost method (that is, it takes into account those benefits that are expected to be earned in the future as well as those already accrued).

According to this cost method, the normal cost for an employee is the level amount which would fund the projected benefit if it were paid annually from the date of employment until retirement.

However, because of inadequate funding of cost-of-living benefits as well as changes through the years in the benefit structure and the actuarial assumptions, and because actuarial gains and losses caused by experience are different from such assumptions, an unfunded actuarial liability had developed.

To fund the unfunded actuarial liability, on November 21, 1989, the Board of Directors of the City of Pasadena approved in concept the assignment of assets to the System. On June 12, 1990, the Board of Directors adopted Resolution No. 6379, which formally assigned the recommended assets to the System in a formal "Contribution Agreement". The funding Plan is evaluated annually based on economic conditions and actuarial assumptions.

The funding Plan was updated on March 18, 1999 when the System entered into Contribution Agreement No. 16,900 with the City of Pasadena. As a result of this agreement, the City of Pasadena made a contribution of \$100,000,000 to the System on August 5, 1999.

During the year ended June 30, 2001, no additional supplemental contribution was made as Contribution Agreement No. 16,900 ("Contribution Agreement") states that no additional supplemental contributions are due if the aggregate funding percentage exceeded the minimum funding percentage of 70% for the year ended June 30, 2000, which is increased by one-half of one percent for each of the next 20 years.

NOTE 6 – SUPPLEMENTAL FUNDING PLAN (Continued)

As of June 30, 2007 and 2006, the actuarially determined unfunded accrued liability was \$51,909,371 and \$57,010,803 and the funded status of the System was 71.6% and 69.1%, respectively. The funded status for 2007 and 2006 was below the required minimum funding percentages of 73.5% and 73%, respectively. The Contribution Agreement states that if the System falls below the minimum funding percentage, the City will reimburse the System in the following fiscal year up to the amount necessary to restore the System to the minimum funding percentage as of the last day of the preceding fiscal year.

The supplemental contributions in each year are subject to certain limitations as provided by the Contribution Agreement.

The minimum funding deficits were \$3,462,757 and \$7,160,798 as of June 30, 2007 and 2006, respectively. The Contribution Agreement states that if this minimum funding deficit is greater than \$3,000,000, the City will pay \$3,000,000 to the System, and any remaining amount necessary to reach the minimum funding percentage is to be phased in over a five-year period. The required supplemental contributions by the City as of June 30, 2007 and 2006 were \$3,185,103 and \$3,832,160, respectively. As provided by the Contribution Agreement, the contribution is due to the System in January of the subsequent fiscal year.

NOTE 7 – SETTLEMENT AGREEMENT

In October 2002, the Retirement Board accepted the Actuarial Valuation Report, dated June 30, 2002, including the adoption of a 20% corridor concept in the asset smoothing method. The corridor concept set a 20% corridor around the market value of the assets, which the actuarial value of assets is required to stay within, to ensure that the actuarial value of the assets does not vary significantly from the market value. This method resulted in a minimum funding deficit of \$11,828,000 and a City contribution under the Contribution Agreement of \$4,766,000 that would be due in the subsequent fiscal year. However, the City disputed the use of the corridor concept and in January 2003 engaged an actuary to provide an opinion as to the appropriateness of the corridor concept. Excluding the use of the corridor concept, the City calculated the minimum funding deficit to be \$80,000. This amount was contributed to the System in January 2003.

During 2003, the System filed a claim against the City for payment of the larger amount of the above contribution. This claim was deemed denied by the non-response by the City. In November 2003, the Retirement Board accepted the Actuarial Valuation Report, dated June 30, 2003, which utilized the 20% corridor concept in the asset smoothing method. This method resulted in a minimum funding deficit of \$20,296,000 and a City contribution under the Contribution Agreement of \$8,143,000 that would be due in January 2004.

In June 2004 the City and the System entered into Settlement and Release Agreement No. 18,550 ("Settlement Agreement") to settle the disputed use of the corridor method and the payment of the supplemental contributions. Under the terms of the Settlement Agreement, the City made contributions of \$15,000,000, \$15,000,000, and \$10,000,000 in August 2004, October 2004, and December 2004, respectively. In addition, a debenture was issued by the City in June 2004 for \$13,736,000 and the debenture was to be funded by the contributions provided for by the Settlement Agreement. Contribution amounts in excess of the debenture were applied to the supplemental contribution that was due to the System in January 2005. In consideration, the System agreed to eliminate the use of the corridor concept methodology in all actuarial valuations on or subsequent to June 30, 2005. As of June 30, 2005 \$40,000,000 was collected by the Plan.

In October 2005, the Retirement Board accepted the Actuarial Valuation Report, dated June 30, 2005. The valuation included the \$40,000,000 of contributions received by the System under the Settlement Agreement, and allocated the \$13,736,000 used to repay the debenture issued in June 2004 as a contribution and asset as of June 30, 2004 based upon the provisions of the Settlement Agreement. The debenture of \$13,736,000 replaced earlier debentures issued by the City for Supplemental Contributions under Contribution Agreement No. 16,900. The payments under the Settlement Agreement in excess of the amount allocated to the debenture and included in the Plan assets in the prior year were included in Plan assets as of June 30, 2005.

NOTE 8 – TRANSFER OF MEMBERS TO CALPERS

In June 2004 active members were provided a one-time opportunity to transfer from the System to CalPERS, as provided by an agreement with the City and CalPERS. Ten members elected to transfer to CalPERS, and in July 2004 assets of \$4,687,000 attributable to these members was transferred. These were recognized as payables in FY 2004.

NOTE 9 – COMMITMENTS AND CONTINGENCIES

The City of Pasadena Board of Directors adopted Resolution 6179 at its July 18, 1989 meeting assigning a 93% beneficial interest in the Concord property at 275 E. Cordova, Pasadena, to the Pasadena Fire and Police Retirement System. The property is currently used for federally subsidized housing and it is subject to federal restrictions on its use. Because of uncertainties surrounding the permitted future use of this property by the City, the System's interest in this asset is carried at a zero value.

NOTE 10 – REQUIRED SUPPLEMENTARY INFORMATION

The schedule of the System's funding progress against the actuarial accrued liability and the schedule of required employer Annual Required Contribution (ARC) and the percentage of the ARC recognized by the Plan are presented, where available, on the following pages as Required Supplementary Information.

REQUIRED SUPPLEMENTAL INFORMATION

**PASADENA FIRE AND POLICE RETIREMENT SYSTEM
SCHEDULE OF FUNDING PROGRESS
(AMOUNTS IN THOUSANDS)
JUNE 30, 2007**

Actuarial Valuation Date	(a) Actuarial Value of Plan Assets	(b) Actuarial Liability (AAL)	(b-a) Unfunded AAL	(a/b) Funded Ratio	(c) Annual Covered Payroll	UAAL as a % of Covered Payroll
June 30, 2007	\$ 131,137	\$ 183,046	\$ 51,909	72%	\$ 146	35,607 %
June 30, 2006	127,841	184,852	57,011	69%	141	40,416 %
June 30, 2005	132,730	185,181	52,451	72%	277	18,902 %
June 30, 2004 *	117,100	186,072	68,972	63%	380	18,167 %
June 30, 2003	122,105	199,168	77,063	61%	2,248	3,428 %
June 30, 2002 **	128,325	197,448	69,123	65%	2,697	2,563 %
June 30, 2001 ***	152,700	192,615	39,915	79%	2,976	1,341 %
June 30, 2000	159,718	184,173	24,445	87%	3,016	811 %
June 30, 1999	68,194	213,183	144,988	32%	3,113	4,657 %
June 30, 1998	63,992	214,232	150,240	30%	3,314	4,534 %

* The actuarial value of Plan assets does not include the contribution receivable due under the Settlement Agreement, but does include a receivable for the debenture issued in June 2004 (see Note 7).

** The change in the funded status between June 30, 2001 and June 30, 2002 was affected by changes in benefits assumptions and a refinement of actuarial asset valuation methods.

*** The change in the funded status between June 30, 2000 and June 30, 2001 was affected by changes in benefits and actuarial assumptions.

**PASADENA FIRE AND POLICE RETIREMENT SYSTEM
SCHEDULE OF EMPLOYER CONTRIBUTIONS
(AMOUNTS IN THOUSANDS)
JUNE 30, 2007**

<u>Fiscal Year Ended</u>	<u>Annual Required Contribution</u>	<u>Actual Contribution</u>	<u>Percentage of ARC Recognized as Contribution</u>
June 30, 2007	\$ 13,755	\$ 3,839	28%
June 30, 2006	12,674	1,427	11%
June 30, 2005	16,665	26,293	158%
June 30, 2004	24,425	13,863	57%
June 30, 2003	16,972	212	1%
June 30, 2002	8,688	148	2%
June 30, 2001	5,326	148	3%
June 30, 2000	25,413	100,291	395%
June 30, 1999	24,241	8,918	37%
June 30, 1998	23,611	5,858	25%

**PASADENA FIRE AND POLICE RETIREMENT SYSTEM
NOTES TO REQUIRED SUPPLEMENTAL INFORMATION
JUNE 30, 2007**

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

Valuation date	June 30, 2007
Actuarial cost method	Entry Age Normal
Amortization method	Level dollar
Remaining amortization period	5 years
Asset valuation method	5-year smoothed market
Actuarial assumptions:	
	Interest 8.0%
	Salary scale 5.4%
	Cost of living 3.9%

**PASADENA FIRE AND POLICE RETIREMENT SYSTEM
OTHER SUPPLEMENTAL INFORMATION
REVENUES BY SOURCE AND EXPENSES BY TYPE
(AMOUNTS IN THOUSANDS)**

REVENUES BY SOURCE

Fiscal Year	Employee Contributions	Employer Contributions	Investment Income (Loss)	Total
2007	\$ 7	\$ 3,852	\$ 22,343	\$ 26,202
2006	57	1,427	14,398	15,882
2005	82	26,293	13,635	40,010
2004	355	13,863	15,519	29,737
2003	371	212	2,772	3,355
2002	412	148	(8,945)	(8,385)
2001	664	148	(1,664)	(852)
2000	186	100,291	(14,543)	85,934
1999	455	8,918	5,815	15,188
1998	522	5,858	9,757	16,137

Note: Employer contributions listed under actuarial valuation data for 2004 differ from employer contributions listed under financial statement data due to exclusion for actuarial valuation purposes of contributions receivable due under the Settlement Agreement and inclusion of a receivable from the June 2004 debenture (see Note 7).

EXPENSES BY TYPE

Fiscal Year	Benefits	Administrative Expenses	Investment Expenses	Total
2007	\$ 14,572	\$ 260	\$ 492	\$ 15,324
2006	14,190	234	685	15,109
2005	13,969	229	457	14,655
2004	12,879	302	524	13,705
2003	12,751	225	542	13,518
2002	12,343	225	591	13,159
2001	12,019	254	532	12,805
2000	11,794	251	641	12,686
1999	11,714	235	375	12,324
1998	11,410	256	375	12,041