

Oklahoma Firefighters Pension and Retirement Plan

Administered by
**Oklahoma Firefighters Pension
and Retirement System**

Financial Statements

June 30, 2008 and 2007
(With Independent Auditors' Report Thereon)



OKLAHOMA FIREFIGHTERS PENSION AND RETIREMENT PLAN
Administered by
OKLAHOMA FIREFIGHTERS PENSION AND RETIREMENT SYSTEM

FINANCIAL STATEMENTS

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INDEPENDENT AUDITORS' REPORT

Board of Trustees
Oklahoma Firefighters Pension and Retirement System

We have audited the accompanying Statements of Plan Net Assets of the Oklahoma Firefighters Pension and Retirement Plan (the "Plan"), administered by the Oklahoma Firefighters Pension and Retirement System, which is a part of the State of Oklahoma financial reporting entity, as of June 30, 2008 and 2007, and the related Statements of Changes in Plan Net Assets for the years then ended. These financial statements are the responsibility of the Plan's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with auditing standards generally accepted in the United States and the standards applicable to financial audits contained in *Government Auditing Standards*, issued by the Comptroller General of the United States. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free 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 audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets of the Plan as of June 30, 2008 and 2007, and the changes in net assets of the Plan for the years then ended in conformity with accounting principles generally accepted in the United States.

Our audits were made for the purpose of forming an opinion on the basic financial statements taken as a whole. The required supplementary information contained in Management's Discussion and Analysis, the Schedule of Funding Progress, and the Schedule of Contributions from Employer and Other Contributing Entities 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 primarily of inquiries of management regarding the methods of measurement and presentation of the supplementary information. However, we did not audit the information and do not express an opinion on it.

(Continued)

INDEPENDENT AUDITORS' REPORT, CONTINUED

In accordance with *Government Auditing Standards*, we have also issued our report dated October 8, 2008, on our consideration of the Plan's internal control over financial reporting and on our tests of its compliance with certain provisions of laws, regulations, contracts, and grant agreements and other matters. The purpose of that report is to describe the scope of our testing of internal control over financial reporting and compliance and the results of that testing, and not to provide an opinion on the internal control over financial reporting or on compliance. That report is an integral part of an audit performed in accordance with *Government Auditing Standards* and should be considered in assessing the results of our audit.

Finley + Cook, PLLC

Shawnee, Oklahoma
October 8, 2008

MANAGEMENT'S DISCUSSION AND ANALYSIS

The discussion and analysis of the financial performance of the Oklahoma Firefighters Pension and Retirement Plan administered by the Oklahoma Firefighters Pension and Retirement System (collectively referred to as the "System") provides an overview of the System's activities for the fiscal years ended June 30, 2008 and 2007. Please read it in conjunction with the System's financial statements, which begin on page 3.

Financial Highlights

	<u>2008</u>	<u>2007</u>
• Net assets of the System	\$ 1,745,219,502	1,848,149,410
• Contributions:		
Legislative appropriations	-	35,000,000
Insurance premium taxes	53,172,116	56,406,791
Participating municipalities	30,383,932	28,170,588
Plan members/employees	17,926,342	16,324,672
• Net investment (loss) income	(69,253,419)	253,670,246
• Benefits paid, including refunds	133,767,091	125,766,146
• Change in net assets	(102,929,908)	262,305,547

DISCUSSION OF THE BASIC FINANCIAL STATEMENTS

This annual financial report consists of two parts: Management's Discussion and Analysis (this section) and the basic financial statements. The System is a pension trust fund of the State of Oklahoma. The financial statements are presented using the economic measurement focus and the accrual basis of accounting. The statements provide financial information about the activities and operations of the System and are presented in a manner similar to those of a private business. The Statements of Plan Net Assets present the assets of the System, along with liabilities, as of the end of the fiscal year. The System's investments are presented at fair market value. The Statements of Changes in Plan Net Assets are presented in order to show the change in net assets during the year. Activity of the System consists primarily of contributions to the System, realized and unrealized gains and losses on investments, investment income, benefits paid, and investment and administrative expenses.

MANAGEMENT'S DISCUSSION AND ANALYSIS, CONTINUED

**CONDENSED FINANCIAL INFORMATION COMPARING
THE CURRENT YEAR TO THE PRIOR YEAR**

Net Assets: The following table summarizes the net assets as of June 30 and the % changes in the balances:

	<u>2008</u>	<u>2007</u>	<u>% Increase (Decrease)</u>
Cash and cash equivalents	\$ 39,339,244	53,261,555	(26)%
Receivables	15,472,029	16,121,668	(4)%
Investments at fair value	1,691,929,296	1,780,478,036	(5)%
Securities lending short-term collateral	236,656,984	147,298,681	61%
Capital assets, net	<u>36,084</u>	<u>43,449</u>	(17)%
Total assets	<u>1,983,433,637</u>	<u>1,997,203,389</u>	(1)%
Liabilities	<u>238,214,135</u>	<u>149,053,979</u>	60%
Net assets	<u>\$ 1,745,219,502</u>	<u>1,848,149,410</u>	(6)%

Investments are made in accordance with the investment policy approved by the Board of Trustees. A more detailed description of the types of investments held and the investment policy is presented in Note 4 to the financial statements.

Operating Income: The following table summarizes the changes in operating income between fiscal years 2008 and 2007 the % changes in the balances:

	<u>2008</u>	<u>2007</u>	<u>% Increase (Decrease)</u>
Contributions	\$ 101,482,390	135,902,051	(25)%
Net investment (loss) income	<u>(69,253,419)</u>	<u>253,670,246</u>	(127)%
Total additions	<u>32,228,971</u>	<u>389,572,297</u>	(92)%
Benefits and refunds	133,767,091	125,766,146	6%
Administrative expenses	<u>1,391,788</u>	<u>1,500,604</u>	(7)%
Total deductions	<u>135,158,879</u>	<u>127,266,750</u>	6%
Change in net assets	<u>\$ (102,929,908)</u>	<u>262,305,547</u>	(139)%

MANAGEMENT'S DISCUSSION AND ANALYSIS, CONTINUED

ANALYSIS OF THE OVERALL FINANCIAL POSITION AND RESULTS OF OPERATIONS

Funding for the System is provided by contributions from the participating municipalities and the System's members, as well as funds received from the State of Oklahoma Insurance Department for the System's share of insurance premium taxes.

Investment income decreased during the year ended June 30, 2008, by approximately 127% as a result of unrealized loss due to the decline of the market. As the System accounts for its investments at fair value, rises and declines in the prices of stocks and bonds have a direct effect and impact on the net assets and operating results of the System. The System's net yield on its average assets for the years ended June 30, 2008 and 2007, and the yield for the S&P 500 during the same period were as follows:

	<u>2008</u>	<u>2007</u>
System yield on average assets	(3)%	16%
S&P 500	(13)%	20%

Benefit payments increased during the year by approximately 7%. This was due to an increase in the number of retirees and cost-of-living adjustments.

Administrative expenses remained relatively consistent from the fiscal year 2007 to 2008. The major components of the administrative expenses are payroll and related expenses for the employees of the System, professional fees, and miscellaneous office expenses.

The System has no debt or infrastructure assets.

DESCRIPTION OF CURRENTLY KNOWN FACTS, DECISIONS, OR CONDITIONS THAT ARE EXPECTED TO HAVE A SIGNIFICANT EFFECT ON THE FINANCIAL POSITION OR RESULTS OF OPERATIONS

While the System is directly impacted by the overall investment market changes, investments are made based on their expected long-term performance and best interest of the members of the System. With over \$1.7 billion of net assets and a wide range of diversity of investments, the System has the financial resources to maintain its current investment strategies, while continuing to review for other investment options to benefit its members.

The impact in the investment markets after June 30, 2008, have resulted in a material decline in overall fund value. Management is confident that through prudent diversified investment practices fund values will recover as the nation's economy recovers.

Other than changes in the value of the System's assets as impacted by the investment markets, no other items are known by management to have a significant impact on the operations or financial position of the System as of October 8, 2008.

MANAGEMENT'S DISCUSSION AND ANALYSIS, CONTINUED

DESCRIPTION OF CURRENTLY KNOWN FACTS, DECISIONS, OR CONDITIONS THAT ARE EXPECTED TO HAVE A SIGNIFICANT EFFECT ON THE FINANCIAL POSITION OR RESULTS OF OPERATIONS, CONTINUED

The System received insurance premium taxes of approximately \$53 million and \$56 million in the years ended June 30, 2008 and 2007, respectively. The System receives 34% of the total taxes collected on insurance premiums. During 2007, the System received a \$35 million appropriation from the State legislature.

REQUESTS FOR INFORMATION

This financial report is designed to provide a general overview of the System's finances for all those with an interest. Questions concerning any of the information provided in this report or requests for additional financial information should be addressed to the Executive Director or Comptroller of the System, c/o Oklahoma Firefighters Pension and Retirement System, 4545 N. Lincoln Blvd., Suite 265, Oklahoma City, Oklahoma 73105-3414.

OKLAHOMA FIREFIGHTERS PENSION AND RETIREMENT PLAN
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STATEMENTS OF PLAN NET ASSETS

<i>June 30,</i>	<i>2008</i>	<i>2007</i>
Assets		
Cash and cash equivalents	\$ 39,339,244	53,261,555
Receivables:		
Employees' contributions	543,334	190,491
Employer's contributions	910,675	314,037
Due from the Oklahoma State Insurance Department	11,504,263	12,826,154
Net due from brokers for security transactions	1,172,734	1,480,978
Accrued interest and dividends	996,233	1,058,711
Other	344,790	251,297
Total receivables	<u>15,472,029</u>	<u>16,121,668</u>
Investments, at fair value:		
U.S. government securities	235,446,636	254,375,228
Domestic corporate bonds	139,838,277	130,375,456
Domestic stocks	704,133,147	788,396,981
International stocks	214,375,084	248,894,330
Alternative investments	398,136,152	358,436,041
Total investments, at fair value	<u>1,691,929,296</u>	<u>1,780,478,036</u>
Securities lending short-term collateral	236,656,984	147,298,681
Capital assets, net of accumulated depreciation	<u>36,084</u>	<u>43,449</u>
Total assets	<u>1,983,433,637</u>	<u>1,997,203,389</u>
Liabilities		
Accounts payable and accrued expenses	1,557,151	1,755,298
Securities lending collateral	<u>236,656,984</u>	<u>147,298,681</u>
Total liabilities	<u>238,214,135</u>	<u>149,053,979</u>
Net assets held in trust for pension benefits (Schedule of Funding Progress is presented in Exhibit I)	<u>\$ 1,745,219,502</u>	<u>1,848,149,410</u>

See Independent Auditors' Report.
See accompanying notes to financial statements.

OKLAHOMA FIREFIGHTERS PENSION AND RETIREMENT PLAN

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OKLAHOMA FIREFIGHTERS PENSION AND RETIREMENT SYSTEM**STATEMENTS OF CHANGES IN PLAN NET ASSETS**

<i>Years Ended June 30,</i>	<i>2008</i>	<i>2007</i>
Additions:		
Contributions:		
Legislative appropriations	\$ -	35,000,000
Insurance premium taxes	53,172,116	56,406,791
Participating municipalities	30,383,932	28,170,588
Plan members/employees	17,926,342	16,324,672
Total contributions	101,482,390	135,902,051
Investment income:		
From investment activities:		
Net (depreciation) appreciation in fair value of investments	(84,144,252)	235,101,930
Interest	2,146,185	3,713,130
Dividends	19,995,374	19,145,470
Total investment (loss) income	(62,002,693)	257,960,530
Less: Investment expense	(8,830,989)	(4,680,089)
(Loss) income from investment activities	(70,833,682)	253,280,441
From securities lending activities:		
Securities lending income	8,867,352	7,774,940
Securities lending expenses:		
Borrower rebates	(6,759,850)	(7,254,881)
Management fees	(527,239)	(130,254)
Income from securities lending activities	1,580,263	389,805
Net investment (loss) income	(69,253,419)	253,670,246
Total additions	32,228,971	389,572,297
Deductions:		
Pension benefit payments	132,498,461	124,587,364
Death benefit payments	915,000	795,000
Refunds to terminated participants	353,630	383,782
Total benefits and refunds	133,767,091	125,766,146
Administrative expense	1,391,788	1,500,604
Total deductions	135,158,879	127,266,750
Net (decrease) increase	(102,929,908)	262,305,547
Net assets held in trust for pension benefits:		
Beginning of year	1,848,149,410	1,585,843,863
End of year	\$ 1,745,219,502	1,848,149,410

See Independent Auditors' Report.

See accompanying notes to financial statements.

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NOTES TO FINANCIAL STATEMENTS

June 30, 2008 and 2007

(1) NATURE OF OPERATIONS AND DESCRIPTION OF THE SYSTEM

The Oklahoma Firefighters Pension and Retirement System (the “System”) was established by legislative act and became effective on January 1, 1981. The System assumed responsibility for all previous existing municipal firefighters’ pension plans in the state of Oklahoma. These municipalities transferred all existing pension assets and pension payment obligations to the System. The System recorded the investments at fair value as of the date of transfer. The System is administered by a 13-member board which acts as a fiduciary for investment of funds and the application of plan interpretations. At June 30, 2008, there were 470 cities, 22 fire protection districts, and 98 county fire departments participating in the System.

The System is a part of the State of Oklahoma financial reporting entity, which is combined with other similar funds (multiple-employer, cost-sharing) to comprise the fiduciary-pension trust funds of the State of Oklahoma.

The System’s participants at June 30 consisted of:

	<u>2008</u>	<u>2007</u>
Retirees and beneficiaries currently receiving benefits	8,993	9,021
Vested members with deferred benefits	1,208	913
Deferred option plan members	143	164
	<u>10,344</u>	<u>10,098</u>
Active plan members:		
Vested	4,674	4,712
Nonvested	7,110	6,933
Total active plan members	<u>11,784</u>	<u>11,645</u>
Total	<u><u>22,128</u></u>	<u><u>21,743</u></u>

The System administers the Oklahoma Firefighters Pension and Retirement Plan (the “Plan”). For report purposes, the System is deemed to be the administrator of the Plan.

See Independent Auditors’ Report.

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NOTES TO FINANCIAL STATEMENTS, CONTINUED

(2) SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The following are the significant accounting policies followed by the Plan.

Basis of Accounting

The financial statements are prepared using the accrual basis of accounting, under which expenses are recorded when the liability is incurred, revenues are recorded in the accounting period in which they are earned and become measurable, and investment purchases and sales are recorded as of their trade date. The financial statements are in conformity with provisions of Statement No. 25, *Financial Reporting for Defined Benefit Pension Plans and Note Disclosures for Defined Contribution Plans*, issued by the Governmental Accounting Standards Board (GASB No. 25) and Statement No. 50, *Pension Disclosures* (GASB No. 50).

The Plan is administered by the System, a part of the State of Oklahoma financial reporting entity, which together with other similar pension and retirement funds comprise the fiduciary-pension trust funds of the State of Oklahoma. Administrative expenses are paid with funds provided by operations of the Plan.

Investments

The Plan is authorized to invest in eligible investments as approved by the Board of Trustees as set forth in the investment policy.

Method Used to Value Investments—Plan investments are reported at fair value. Short-term investments are considered cash equivalents and consist primarily of U.S. Treasury bills and investments in units of a commingled trust fund of the Plan's custodial agent, earning interest at variable rates, and are reported at cost, which approximates fair value. Debt and equity securities are reported at fair value, as determined by the Plan's custodial agent, using pricing services or prices quoted by independent brokers based on the latest reported sales prices at current exchange rates for securities traded on national or international exchanges. The fair value of the pro rata share of units owned by the Plan in equity index and commingled trust funds is determined by the respective fund trustee based on quoted sales prices of the underlying securities. The fair value of the real estate investments is determined from independent appraisals. Investments which do not have an established market are reported at estimated fair value.

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NOTES TO FINANCIAL STATEMENTS, CONTINUED

(2) SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES, CONTINUED

Investments, Continued

Net investment income includes net (depreciation) appreciation in the fair value of investments, interest income, dividend income, foreign currency translation gains and losses, and investment expenses, which include investment management and custodial fees and all other significant investment related costs. Interest and dividends earned in commingled funds are reflected as a component of net appreciation in fair value of assets. The fair value of the limited partnerships is determined by managers of the partnerships based on the values of the underlying assets.

The Plan authorizes its international investment managers to enter into forward foreign exchange contracts to minimize the short-term impact of foreign currency fluctuations on the asset and liability positions of foreign investments. The gains and losses on these contracts are included in income in the period in which the exchange rates change. Gains on open contracts which hedge specific foreign currency denominated commitments are deferred and recognized in the period in which the transaction is completed, while losses on the open contracts are included in current net investment income. The Plan had no material gains or losses on open contracts at June 30, 2008 or 2007.

The Plan invests in various traditional financial instruments that fall under the broad definition of derivatives. The Plan's derivatives include U.S. Treasury STRIPS, collateralized mortgage obligations, convertible stocks and bonds, and variable rate instruments. These investments are not speculative in nature and do not increase investment risk beyond allowable limits specified in the Plan's investment policy.

The Plan's investment policy provides for investments in any combination of stocks, bonds, fixed-income securities, and other investment securities, along with investments in commingled, mutual, and index funds. Investment securities and investment securities underlying commingled or mutual fund investments are exposed to various risks, such as interest rate, market, and credit risks. Due to the risks associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities may occur in the near term and that such changes could materially affect the amounts reported in the Statements of Plan Net Assets.

The investment policy limits the concentration of each portfolio manager. Except as noted below, no single investment exceeds 5% or more of the Plan's net assets. In addition, the Plan has no investments in loans, real estate, or leases, except through the Plan's investment in certain alternative investments as described in Note 5.

See Independent Auditors' Report.

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NOTES TO FINANCIAL STATEMENTS, CONTINUED

(2) SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES, CONTINUED

Investments, Continued

The following table presents the individual securities exceeding the 5%⁽¹⁾ threshold at June 30:

<u>Type of Security</u>	<u>Name of Security</u>	<u>Shares Held</u>	<u>Cost</u>	<u>Market Value</u>
<u>2008</u>				
Alternative investment	Private Advisors Stable Value ERISA Fund, Ltd.	98,007,498	\$ 101,000,000	114,625,062
Domestic stock	SSGA S&P Flagship Fund	39,191,071	94,199,964	97,725,387
Domestic stock	S&P 500 Equal Weight CTF	2,746,089	67,807,660	92,309,789
U.S. government securities	Bond Market Index Fund	11,456,670	194,125,012	235,446,636
Domestic corporate bonds	Pass. Inter. Agg. Bond SL	8,538,699	113,199,203	139,838,277
<u>2007</u>				
Alternative investment	Private Advisors Stable Value ERISA Fund, Ltd.	81,000,000	81,000,000	95,252,113
Domestic stock	SSGA S&P Flagship Fund	391,371	94,198,964	112,419,810
Domestic stock	S&P 500 Equal Weight CTF	2,689,828	65,752,771	112,327,201
U.S. government securities	Bond Market Index Fund	13,267,367	224,786,652	254,375,228
Domestic corporate bonds	Pass. Inter. Agg. Bond SL	8,535,777	113,151,207	130,375,456

⁽¹⁾ While the individual investment may exceed 5% of the Plan's net assets, each investment is comprised of numerous individual securities. As such, no individual security exceeds the 5% threshold.

See Independent Auditors' Report.

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NOTES TO FINANCIAL STATEMENTS, CONTINUED

(2) SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES, CONTINUED

Capital Assets

Capital assets, which consist of furniture, fixtures, and equipment, are stated at cost, less accumulated depreciation. Depreciation is calculated using the straight-line method over the estimated useful lives of the related assets (primarily 10 years).

Use of Estimates

The preparation of the Plan's financial statements in conformity with accounting principles generally accepted in the United States requires the Plan's management to make significant estimates and assumptions that affect the reported amounts of net assets held in trust for pension benefits at the date of the financial statements and the actuarial information included in the required supplementary information as of the benefit information date, the changes in plan net assets during the reporting period and, when applicable, the disclosures of contingent assets and liabilities at the date of the financial statements. Actual results could differ from those estimates.

Risks and Uncertainties

Contributions to the Plan and the actuarial information included in the required supplementary information are reported based on certain assumptions pertaining to interest rates, inflation rates, and employee compensation and demographics. Due to the changing nature of these assumptions, it is at least reasonably possible that changes in these assumptions may occur in the near term and, due to uncertainties inherent in setting assumptions, that the effect of such changes could be material to the financial statements.

Income Taxes

The Plan is exempt from federal and state income taxes.

Plan Termination

In the event the Plan terminates, the Oklahoma statutes contain no provision for the order of distribution of net assets of the Plan. Plan termination would take an act of the Oklahoma Legislature, at which time the order of distribution of net assets would be addressed.

See Independent Auditors' Report.

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NOTES TO FINANCIAL STATEMENTS, CONTINUED

(2) SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES, CONTINUED

Administrative Items

Operating Leases:

The Plan has an operating lease which ended June 30, 2008. The lease has been renewed for the period July 1, 2008, through June 30, 2009. Total lease expense for 2008 and 2007 was approximately \$32,000 and \$30,000, respectively, for each year.

Compensated Absences:

Employees of the System earn annual vacation leave at the rate of 10 hours per month for up to 5 years of service, 12 hours per month for service of 5 to 10 years, 13.3 hours per month for service of 10 to 20 years, and 16.7 hours per month for over 20 years of service. Unused annual leave may be accumulated to a maximum of 480 hours. All accrued annual leave is payable upon termination, resignation, retirement, or death. As of June 30, 2008 and 2007, approximately \$73,000 was included in accrued expenses as the accruals for compensated absences. A summary of changes in compensated absences is as follows:

	<u>2008</u>	<u>2007</u>
Balance at beginning of year	\$ 73,000	72,000
Additions	44,000	41,000
Deductions	<u>(44,000)</u>	<u>(40,000)</u>
Balance at end of year	<u>\$ 73,000</u>	<u>73,000</u>

See Independent Auditors' Report.

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NOTES TO FINANCIAL STATEMENTS, CONTINUED

(2) SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES, CONTINUED

Administrative Items, Continued

Retirement Expense:

The employees of the System are eligible to participate in the Oklahoma Public Employees Retirement Plan, which is administered by the Oklahoma Public Employees Retirement System (OPERS). OPERS is a multiple-employer, cost-sharing public retirement defined benefit pension plan. OPERS provides retirement, disability, and death benefits to its plan members and beneficiaries. OPERS issues a publicly available financial report which includes financial statements and required supplementary information for OPERS. That report may be obtained by writing to the Oklahoma Public Employees Retirement System, 5801 N. Broadway Extension, Suite 400, Oklahoma City, OK 73118-7484.

Employees of the System are required to contribute 3.5% of their annual covered salary. The System was required to contribute 13.5% and 12.5% of annual covered payroll in 2008 and 2007, respectively. During 2008, 2007, and 2006, totals of \$88,081, \$82,674, and \$77,388, respectively, were paid to OPERS. The System's and employees' portions of those amounts were as follows:

	<u>2008</u>	<u>2007</u>	<u>2006</u>
System portion	\$ 68,135	63,831	60,269
Employee portion	<u>19,946</u>	<u>18,843</u>	<u>17,119</u>
	<u>\$ 88,081</u>	<u>82,674</u>	<u>77,388</u>

The System has contributed 100% of required contributions to OPERS for 2008, 2007, and 2006.

See Independent Auditors' Report.

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NOTES TO FINANCIAL STATEMENTS, CONTINUED

(2) SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES, CONTINUED

Administrative Items, Continued

Risk Management:

The Risk Management Division of the Department of Central Services (the "Division") is empowered by the authority of Title 74 O.S. Supp. 1993, Section 85.34 et seq. The Division is responsible for the acquisition and administration of all insurance purchased by the State or administration of any self-insurance plans and programs adopted for use by the State for certain organizations and bodies outside of state government, at the sole expense of such organizations and bodies.

The Division is authorized to settle claims of the State and shall govern the dispensation and/or settlement of claims against a political subdivision. In no event shall self-insurance coverage provided by the State, an agency, or other covered entity exceed the limitations on the maximum dollar amount of liability specified by the Oklahoma Government Tort Claims Act, as provided by Title 51 O.S. Supp. 1988, Section 154. The Division oversees the collection of liability claims owed to the State incurred as the result of a loss through the wrongful or negligent act of a private person or other entity.

The Division is also charged with the responsibility to immediately notify the attorney general of any claims against the State presented to the Division. The Division purchases insurance policies through third-party insurance carriers that ultimately inherit the risk of loss. The Division annually assesses each State agency, including the Plan, their pro rata share of the premiums purchased. The Plan has no obligations for any claims submitted to the Division against the Plan.

Reclassification of Prior Year Amounts

Certain amounts for 2007 have been reclassified to make them comparable with the 2008 presentation. Management fees for the alternative investments were classified in 2008 as investment expenses, whereas in prior years these fees are reflected in net (depreciation) appreciation in fair value of investments.

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OKLAHOMA FIREFIGHTERS PENSION AND RETIREMENT PLAN
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NOTES TO FINANCIAL STATEMENTS, CONTINUED

(3) DESCRIPTION OF THE PLAN

The following brief description of the Plan is provided for general information purposes only. Participants should refer to Title 11 of the Oklahoma Statutes, Section 49–100.1 through 49–143.3, as amended, for more complete information.

General

The Plan is a multiple-employer, cost-sharing public employee retirement plan covering members who have actively participated in firefighting activities.

Contributions

Funding Policy—The contribution requirements of the Plan are at an established rate determined by Oklahoma statute and are not based on actuarial calculations.

Participating paid firefighters contribute 8% of applicable earnings, while member cities contribute 13% of the member’s applicable earnings. In addition, the member cities contribute \$60 for each volunteer firefighter unless their annual income in the general fund is less than \$25,000, in which case they are exempt. The State of Oklahoma allocated 34% of the insurance premium tax collected from various types of insurance policies to the Plan during the years ended June 30, 2008 and 2007. The State may also allocate additional funds annually as needed to pay current costs and to amortize the unfunded actuarial present value of accumulated plan benefits. During 2007, the State contributed \$35 million to the Plan. No such appropriations were received during the year ended June 30, 2008.

Funded Status and Funding Progress

As of July 1, 2008, the most recent actuarial valuation date, the Plan was 61.8% funded. The actuarial accrued liability for benefits was \$2.9 billion, and the actuarial value of assets was \$1.8 billion, resulting in an unfunded actuarial accrued liability (UAAL) of \$1.1 billion. The covered payroll (annual payroll of active employees covered by the Plan) was \$235.4 million, and the ratio of UAAL to covered payroll was 477.6%.

The schedule of funding progress, presented as Required Supplementary Information (RSI) following the notes to the financial statements, presents multiyear trend information about whether the actuarial value of plan assets are increasing or decreasing over time relative to the actuarial accrued liability for benefits.

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NOTES TO FINANCIAL STATEMENTS, CONTINUED

(3) DESCRIPTION OF THE PLAN, CONTINUED

Actuarial Methods and Assumptions

In the July 1, 2008, actuarial valuation, the entry age actuarial cost method was used. The actuarial assumptions included (a) a 7.5% investment rate of return (net of administrative expenses) and (b) projected salary increases ranging from 4% to 10% per year. Both (a) and (b) included an inflation component of 2% to 3%. The projection of benefits for financial accounting purposes also does not explicitly incorporate the potential effects of any limitation on the State's contribution rate disclosed above under *Funding Policy*. The actuarial value of assets was determined using techniques that spread the effects of short-term volatility in the market value of investments over a 5-year period. The UAAL is being amortized as a level dollar amount on a closed basis. The remaining amortization period at July 1, 2008, was 25 years.

Benefits

In general, the Plan provides defined retirement benefits based on members' final average compensation, age, and term of service. In addition, the retirement program provides for benefits upon disability and to survivors upon death of eligible members. Retirement provisions are as follows:

- Normal retirement is attained upon completing 20 years of service. The normal retirement benefit is equal to 50% of the member's final average compensation. Final average compensation is defined as the monthly average of the highest 30 consecutive months of the last 60 months of participating service. For volunteer firefighters, the monthly pension benefit for normal retirement is \$150.60 per month.
- All firefighters are eligible for immediate disability benefits. For paid firefighters, the disability benefit is equal to 2.5% of final average monthly compensation per year of service, with a minimum service credit of 20 years and a maximum of 30 years. For disabilities not in the line of duty, final average monthly compensation is based on 60 months instead of 30 months. For volunteer firefighters, the disability benefit is \$7.53 per year of service, with a maximum of 30 years. For disabilities in the line of duty, there is a minimum service credit of 20 years.
- A \$5,000 lump sum death benefit is payable to the qualified spouse or designated recipient upon the participant's death. The \$5,000 death benefit does not apply to members electing the vested benefit. For the years ended June 30, 2008 and 2007, total death benefits of \$915,000 and \$795,000, respectively, were paid from the Plan.

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NOTES TO FINANCIAL STATEMENTS, CONTINUED

(3) DESCRIPTION OF THE PLAN, CONTINUED

Benefits, Continued

- A member who terminates after 10 years of credited service is eligible for a vested severance benefit determined by the normal retirement formula, based on service and salary history to date of termination. The benefit is payable at age 50, or when the member would have completed 20 years of service, whichever is later, provided the member's contribution accumulation is not withdrawn. Members terminating with less than 10 years of credited service receive a refund of their contribution accumulation without interest.
- Firefighters with 20 or more years of service may elect to participate in the Oklahoma Firefighters Deferred Option Plan (the "Deferred Option Plan"). Active participation in the Deferred Option Plan shall not exceed 5 years. Under the Deferred Option Plan, retirement benefits are calculated based on compensation and service at the time of election. The retirement benefits plus half of the municipal contributions on behalf of the participant are deposited into a deferred retirement account. The Deferred Option Plan accounts are credited with interest at a rate of 2% below the rate of return on the investment portfolio of the Plan, with a guaranteed minimum interest rate equal to the assumed actuarial interest rate of 7.5%, as approved by the Board of Trustees. The participant is no longer required to make contributions. Upon retirement, the firefighter receives his/her monthly retirement benefit as calculated at the time of election. In addition, the amount accumulated in the deferred retirement account is payable either as a lump sum or as regular payments. As of June 30, 2008, there were 147 members actively participating in the Deferred Option Plan.
- In the 2003 Legislative Session, Senate Bill 286 and House Bill 1464 created a "Back" DROP for members of the System effective July 1, 2003. The "Back" DROP is a modified deferred retirement option retirement plan. The "Back" DROP allows the member flexibility by not having to commit to terminate employment within 5 years. Once a member has met their normal retirement period of 20 years, the member can choose, upon retirement, to be treated as if the member had entered into the Deferred Option Plan. A member, however, cannot receive credit to the Deferred Option Plan account based upon any years prior to when the member reached their normal retirement date. Once a member is ready to retire, the member can make the election to participate in the "Back" DROP and can receive a Deferred Option Plan benefit based upon up to 5 years of participation. The member's regular retirement benefit will not take into account any years of service credited to the "Back" DROP. As of June 30, 2008, there were 216 members participating in the "Back" DROP Plan.
- Firefighters with 20 years of service as of May 26, 1983, are entitled to post-retirement adjustments equal to one-half the increase or decrease for top step firefighters. Pensions will not be adjusted below the level at which the firefighter retired.

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NOTES TO FINANCIAL STATEMENTS, CONTINUED

(4) CASH, CASH EQUIVALENTS, AND INVESTMENTS

At June 30, cash and cash equivalents were composed of the following:

	<u>2008</u>	<u>2007</u>
Cash on deposit with the State	\$ 2,224,661	1,596,048
Cash on deposit with custodial agent:		
U.S. currency deposits	784,608	19,999,125
Foreign currency deposits	2,355,526	2,565,228
Short-term investments	<u>33,974,449</u>	<u>29,101,154</u>
	<u>\$ 39,339,244</u>	<u>53,261,555</u>

The Plan's short-term investments are considered cash equivalents and consist primarily of temporary investments in U.S. Treasury bills and a commingled trust fund of the Plan's custodial agent. The trust fund is composed of high-grade money market instruments with short maturities. Each participant in the trust fund shares the risk of loss in proportion to their respective investment in the fund.

Custodial Credit Risk

Custodial credit risk is the risk that in the event of the failure of a counterparty, the Plan will not be able to recover the value of its investments. Deposits are exposed to custodial credit risk if they are uninsured and uncollateralized. Investment securities are exposed to custodial credit risk if they are uninsured, are not registered in the name of the Plan, or are held by a counterparty or the counterparty's trust department but not in the name of the Plan. While the investment policy does not specifically address custodial credit risk of deposits, it does limit the amount of cash and short-term investments of each manager's portfolio. At June 30, 2008 and 2007, the carrying amount of the Plan's cash and cash equivalents was \$39,339,244 and \$53,261,555, respectively, and the bank balances were \$41,707,586 and \$55,642,247, respectively. The difference in balances was primarily due to outstanding checks. Approximately \$3,140,000 and \$22,564,000 of the bank balances of deposits were uninsured and uncollateralized as of June 30, 2008 and 2007, respectively. The policy also provides that investment collateral be held by a third-party custodian with whom the Plan has a current custodial agreement in the Plan's name.

Foreign Currency Risk

Foreign currency risk is the risk that changes in exchange rates will adversely affect the fair value of an investment or a deposit. The investment policy states that while there are no percentage limits with regard to country weightings, the investment manager should use prudent investment judgment. Investment in cash and cash equivalents and foreign equities is shown by monetary unit to indicate possible foreign currency risk.

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NOTES TO FINANCIAL STATEMENTS, CONTINUED

(4) CASH, CASH EQUIVALENTS, AND INVESTMENTS, CONTINUED

Foreign Currency Risk, Continued

The System's exposure to foreign currency risk at June 30 was as follows:

<u>Currency</u>	2008				<u>Percentage</u>
	<u>Cash and</u>	<u>Equities</u>	<u>Total</u>		
	<u>Cash Equivalents</u>				
Australian dollar	\$ 536,426	14,315,828	14,852,254		6.853%
Brazilian real	21,721	2,065,070	2,086,791		0.963%
Canadian dollar	757,534	3,609,230	4,366,764		2.015%
Czech koruna	-	2,793,354	2,793,354		1.289%
Danish krone	-	1,942,506	1,942,506		0.896%
Estonian krune	426	15,177	15,603		0.008%
Euro currency unit	256,251	80,072,688	80,328,939		37.064%
Hong Kong dollar	69,402	3,729,933	3,799,335		1.753%
Hungarian forint	-	3,851,573	3,851,573		1.778%
Indonesian rupiah	38,072	62,078	100,150		0.046%
Japanese yen	430,576	31,384,343	31,814,919		14.679%
Mexican peso	-	910,020	910,020		0.420%
New Bulgaria lev	113,603	1,382,705	1,496,308		0.690%
New Russian ruble	(327)	194,232	193,905		0.089%
New Turkish lira	(213,564)	25,249	(188,315)		-0.087%
New Zealand dollar	4,998	667,236	672,234		0.310%
Norwegian krone	169,721	5,395,559	5,565,280		2.568%
Philippines peso	762	-	762		0.000%
Polish zloty	310	5,190,145	5,190,455		2.395%
Pound sterling	25,316	35,074,116	35,099,432		16.195%
Singapore dollar	-	1,714,356	1,714,356		0.791%
South Korean won	4,223	326,227	330,450		0.152%
Swedish krona	5,497	4,668,912	4,674,409		2.157%
Swiss franc	134,579	14,984,547	15,119,126		6.976%
	<u>\$ 2,355,526</u>	<u>214,375,084</u>	<u>216,730,610</u>		<u>100.000%</u>

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NOTES TO FINANCIAL STATEMENTS, CONTINUED

(4) CASH, CASH EQUIVALENTS, AND INVESTMENTS, CONTINUED

Foreign Currency Risk, Continued

	2007			
<u>Currency</u>	<u>Cash and</u> <u>Cash Equivalents</u>	<u>Equities</u>	<u>Total</u>	<u>Percentage</u>
Australian dollar	\$ 11	7,440,382	7,440,393	2.959%
Brazilian real	564	221,458	222,022	0.088%
Canadian dollar	317	1,171,229	1,171,546	0.466%
Danish krone	59,519	1,388,988	1,448,507	0.576%
Euro currency unit	300,651	114,519,726	114,820,377	45.662%
Hong Kong dollar	44,395	2,978,109	3,022,504	1.202%
Hungarian forint	1,824	4,960,757	4,962,581	1.974%
Indonesian rupiah	34,689	81,720	116,409	0.046%
Japanese yen	2,315,194	33,039,827	35,355,021	14.060%
Mexican peso	4,260	696,832	701,092	0.279%
New Russian ruble	-	3,117	3,117	0.001%
New Turkish lira	(200,235)	1,436,121	1,235,886	0.491%
New Zealand dollar	2,798	3,265,325	3,268,123	1.300%
Norwegian krone	(767)	6,604,715	6,603,948	2.626%
Philippines peso	745	22,401	23,146	0.009%
Polish zloty	(7)	6,369,951	6,369,944	2.533%
Pound sterling	21,922	36,886,936	36,908,858	14.678%
South Korean won	-	646,765	646,765	0.257%
Swedish krona	(18,463)	11,022,418	11,003,955	4.376%
Swiss franc	(1,445)	15,958,851	15,957,406	6.346%
Thailand baht	-	178,702	178,702	0.071%
Yuan renminbi	(744)	-	(744)	0.000%
	<u>\$ 2,565,228</u>	<u>248,894,330</u>	<u>251,459,558</u>	<u>100.000%</u>

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NOTES TO FINANCIAL STATEMENTS, CONTINUED

(4) CASH, CASH EQUIVALENTS, AND INVESTMENTS, CONTINUED

Credit Risk

Fixed-income securities are subject to credit risk. Credit quality rating is one method of assessing the ability of the issuer to meet its obligation. The investment policy for fixed-income investment managers requires the securities to be rated at least “investment grade” by at least two rating agencies. Exposure to credit risk as of June 30 was as follows:

<u>Investment Type</u>	<u>S&P Ratings (Unless Noted)</u>	<u>2008</u>	
		<u>Fair Value</u>	<u>Fair Value as a Percent of Total Fixed Maturity Fair Value</u>
U.S. government securities:			
Bond Market Index Fund	Not Rated	<u>\$ 235,446,636</u> ⁽¹⁾	<u>100.00%</u>
Domestic corporate bonds:			
Pass. Inter. Agg. Bond SL	Not Rated	<u>\$ 139,838,277</u> ⁽²⁾	<u>100.00%</u>

⁽¹⁾ The Bond Market Index Fund is considered a U.S. government security. The fund invests primarily in treasury, corporate, and mortgage-backed securities. The concentration of the securities is long-term debt of 3 or more years. The majority of the fund is Aaa rated, while approximately 7% is invested in Baa or lower.

⁽²⁾ The Pass. Inter. Agg. Bond SL is considered a domestic corporate bond. The fund invests primarily in domestic, corporate, treasury, and mortgage-backed securities. The concentration of the securities is long-term of 3 or more years. The majority of the fund is invested in Aaa rated securities, while approximately 6% is invested in Baa or lower.

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NOTES TO FINANCIAL STATEMENTS, CONTINUED

(4) CASH, CASH EQUIVALENTS, AND INVESTMENTS, CONTINUED

Credit Risk, Continued

<u>Investment Type</u>	<u>S&P Ratings (Unless Noted)</u>	<u>2007</u>	
		<u>Fair Value</u>	<u>Fair Value as a Percent of Total Fixed Maturity Fair Value</u>
U.S. government securities:			
Bond Market Index Fund	Not Rated	<u>\$ 254,375,228</u> ⁽¹⁾	<u>100.00%</u>
Domestic corporate bonds:			
Pass. Inter. Agg. Bond SL	Not Rated	<u>\$ 130,375,456</u> ⁽²⁾	<u>100.00%</u>

⁽¹⁾ The Bond Market Index Fund is considered a U.S. government security. The fund invests primarily in treasury, corporate, and mortgage-backed securities. The concentration of the securities is long-term debt of 3 or more years. The majority of the fund is Aaa rated, while approximately 7% is invested in Baa or lower.

⁽²⁾ The Pass. Inter. Agg. Bond SL is considered a domestic corporate bond. The fund invests primarily in domestic, corporate, treasury, and mortgage-backed securities. The concentration of the securities is long-term of 3 or more years. The majority of the fund is invested in Aaa rated securities, while approximately 6% is invested in Baa or lower.

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NOTES TO FINANCIAL STATEMENTS, CONTINUED

(4) CASH, CASH EQUIVALENTS, AND INVESTMENTS, CONTINUED

Interest Rate Risk

Interest rate risk is the risk that changes in interest rates will adversely affect the fair value of an investment. While all investments are subject to market changes, securities invested in fixed-income index funds are more sensitive to market risk. The investment policy does not establish an overall duration period; however, it does establish benchmarks for each investment manager. As of June 30, the Plan had the following maturities:

Investment Maturities at Fair Value (in Years)						
	<u>Less than 1</u>	<u>1 or more, Less than 5</u>	<u>5 or more, Less than 10</u>	<u>More than 10</u>	<u>Commingled Funds with No Duration</u>	<u>Total Fair Value</u>
2008	\$ -	-	-	-	375,284,913	375,284,913
2007	\$ -	-	-	-	384,750,684	384,750,684

Security Lending

The Plan’s investment policy provides for its participation in a securities lending program. The program is administered by the Plan’s custodial agent. Certain securities of the Plan are loaned to participating brokers, who must provide collateral in the form of cash or U.S. Treasury or government agency securities. Under the program, the securities loaned are collateralized at a minimum of 105% of their fair values. The Plan does not have the ability to pledge or sell collateral securities without borrower default. The collateral is marked to market daily such that at the close of trading on any business day, the value of the collateral shall not be less than 100% of the fair value of the loaned securities. The Plan did not impose any restrictions regarding the amount of loans made, and the custodial agent indemnified the Plan by agreeing to purchase replacement securities or return cash collateral in the event of borrower default. There were no such failures during 2008 or 2007. The indemnification does not cover market losses associated with investing the security lending cash collateral. The loan premium paid by the borrower of the securities is apportioned between the Plan and its custodial agent in accordance with the securities lending agreement.

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NOTES TO FINANCIAL STATEMENTS, CONTINUED

(4) CASH, CASH EQUIVALENTS, AND INVESTMENTS, CONTINUED

Security Lending, Continued

During the fiscal year, the Plan and the borrowers maintained the right to terminate all securities lending transactions on demand. The cash collateral received on each loan was invested, together with the cash collateral of other qualified tax-exempt plan lenders, in a collective investment pool. The average duration of such investment pool was 42 and 68 days as of June 30, 2008 and 2007, respectively. Because the loans were terminable at will, their duration did not generally match the duration of the investments made with cash collateral. On June 30, 2008 and 2007, the Plan had no credit risk exposure to borrowers. The collateral held and the fair value of securities on loan for the Plan as of June 30 were as follows:

Year Ended <u>June 30</u>	Collateral <u>Held</u>	Fair Value of Securities on <u>Loan</u>
2008	\$ <u>236,656,984</u>	<u>229,206,343</u>
2007	\$ <u>147,298,681</u>	<u>143,218,861</u>

Translation Gains and Losses

The Plan's international securities are recorded at fair value, which includes foreign currency gains and losses attributable to fluctuations in the exchange rate between the foreign denominated currency of the investment and the U.S. dollar. This translation gain or loss is calculated based on month-end exchange rates. The cumulative unrealized translation exchange gains/(losses) for the years ended June 30 consisted of the following:

	<u>2008</u>	<u>2007</u>
Unrealized translation (loss) at beginning of year	\$ (91,277)	(38,566)
Net gain on foreign currency translations	1,319,993	804,725
Realized translation (loss)	<u>(1,632,100)</u>	<u>(857,436)</u>
Unrealized translation (loss) at end of year	<u>\$ (403,384)</u>	<u>(91,277)</u>

At June 30, 2008 and 2007, the Plan's international securities consisted of \$214,375,084 and \$248,894,330, respectively, of equity securities.

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NOTES TO FINANCIAL STATEMENTS, CONTINUED

(4) CASH, CASH EQUIVALENTS, AND INVESTMENTS, CONTINUED

Forward Contracts

The international investment managers for the Plan have entered into forward contracts to purchase or sell securities at specified dates in the future at a guaranteed price in a foreign currency. The Plan authorizes these contracts to protect against fluctuations in exchange rates of foreign currency for the U.S. dollar.

(5) ALTERNATIVE INVESTMENTS

The Plan invests in alternative investments such as limited partnerships, limited liability companies, and other entities. The alternative investments at June 30 are summarized in the following table:

<u>Investment</u>	<u>Purpose</u>	<u>Fair Market Value</u>	
		<u>2008</u>	<u>2007</u>
Pequot Core Investors Fund, Inc.	Invests primarily in equity securities, domestic and foreign.	\$ 51,427,186	40,113,309
JPMorgan Chase Bank Strategic Property Fund	Invests in real estate investments owned directly or through partnership interests, and mortgage loans on income-producing property.	64,523,509	58,964,664
Private Advisors Stable Value ERISA Fund, Ltd.	Invests in private investment companies and short-term money market funds.	114,450,548	95,252,113
T.A. Realty Associates Fund VII, L.P.	Invests in income-producing real estate properties.	28,898,340	26,438,070
Attalus Long/Short Equity Fund, Ltd.	Invests in investment companies that are managed by external investment managers.	55,579,219	52,586,985
Grosvenor Global Long/Short Equity Fund, L.P.	Invests in domestic and international securities.	83,257,350	85,080,900
		<u>\$ 398,136,152</u>	<u>358,436,041</u>

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(5) ALTERNATIVE INVESTMENTS, CONTINUED

Each of the entities accounts for their investments at fair value. Pequot Core Investors Fund, Inc. and Grosvenor Global Long/Short Equity Fund, L.P. invests in both domestic and foreign equity securities. As such, it may enter into forward contracts to purchase or sell securities at specified dates in the future at a guaranteed price in a foreign country to protect against fluctuation in exchange rates of foreign currency.

(6) DEFERRED OPTION PLAN

As noted previously, the Plan has a Deferred Option Plan available to its members. A summary of the Deferred Option Plan for 2008 and 2007 is as follows:

	<u>2008</u>	<u>2007</u>
Assets at beginning of year	\$ 240,881,309	221,047,869
Employer's contributions	450,986	605,486
Retirement benefit payments	(17,422,740)	(15,509,467)
Transfers from pension plan	3,534,556	4,676,670
Interest	<u>17,560,124</u>	<u>30,060,751</u>
Assets at end of year	<u>\$ 245,004,235</u>	<u>240,881,309</u>

The assets shown above are included in the net assets held in trust for pension benefits as reflected on the Statements of Plan Net Assets.

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NOTES TO FINANCIAL STATEMENTS, CONTINUED

(7) “BACK” DROP PLAN

As noted previously, the Plan has a “Back” DROP Plan available to the members effective July 1, 2003. A summary of the “Back” DROP Plan for 2008 and 2007 is as follows:

	<u>2008</u>	<u>2007</u>
Assets at beginning of year	\$ 13,356,073	5,375,525
Employer contributions	2,869,852	1,556,780
Retirement benefit payments	(2,873,607)	(1,786,352)
Transfers from pension plan	10,499,881	5,472,244
Interest	<u>5,016,350</u>	<u>2,737,876</u>
Assets at end of year	<u>\$ 28,868,549</u>	<u>13,356,073</u>

The assets shown are included in the net assets held in trust for pension benefits as reflected on the Statements of Plan Net Assets.

(8) CAPITAL ASSETS

The Plan has only one class of capital assets, consisting of furniture, fixtures, and equipment. A summary as of June 30 is as follows:

	<u>2008</u>			
	<u>Balance at</u> <u>June 30, 2007</u>	<u>Additions</u>	<u>Disposals</u>	<u>Balance at</u> <u>June 30, 2008</u>
Cost	\$ 215,081	1,748	-	216,829
Accumulated depreciation	<u>(171,632)</u>	<u>(9,113)</u>	<u>-</u>	<u>(180,745)</u>
Capital assets, net	<u>\$ 43,449</u>	<u>(7,365)</u>	<u>-</u>	<u>36,084</u>

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NOTES TO FINANCIAL STATEMENTS, CONTINUED

(8) CAPITAL ASSETS, CONTINUED

	2007			
	<u>Balance at</u> <u>June 30, 2006</u>	<u>Additions</u>	<u>Disposals</u>	<u>Balance at</u> <u>June 30, 2007</u>
Cost	\$ 214,130	951	-	215,081
Accumulated depreciation	<u>(162,282)</u>	<u>(9,350)</u>	<u>-</u>	<u>(171,632)</u>
Capital assets, net	<u>\$ 51,848</u>	<u>(8,399)</u>	<u>-</u>	<u>43,449</u>

(9) FEDERAL INCOME TAX STATUS

As an instrumentality of the State of Oklahoma, the Plan is tax-exempt. It is not subject to the Employee Retirement Income Security Act of 1974. The Plan has received favorable determination from the Internal Revenue Service regarding its tax-exempt status. The Plan has been amended since receiving the determination letter. However, the plan administrator believes that the Plan is designed and is currently being operated in substantial compliance with the applicable requirements of the Internal Revenue Code.

(10) PLAN TERMINATION AND STATE FUNDING

The Plan has not developed an allocation method if it were to terminate. The Oklahoma Legislature is required by statute to make such appropriation as necessary to assure that benefit payments are made.

A suggested minimum contribution from the State of Oklahoma is computed annually by an actuary hired by the Plan. However, funding by the State of Oklahoma to the Plan is based on statutorily determined amounts rather than the actuarial calculations of the amount required to fund the Plan.

(11) HISTORICAL INFORMATION

Historical trend information designed to provide information about the System's progress made in accumulating sufficient assets to pay benefits when due is presented in Exhibits I and II.

See Independent Auditors' Report.

OKLAHOMA FIREFIGHTERS PENSION AND RETIREMENT PLAN
Administered by
OKLAHOMA FIREFIGHTERS PENSION AND RETIREMENT SYSTEM

NOTES TO FINANCIAL STATEMENTS, CONTINUED

(12) LEGISLATIVE AMENDMENTS

Effective July 1, 2008, House Bill 3112 provided a 4% cost-of-living allowance (COLA) for members receiving benefits as of June 30, 2007.

During the year ended June 30, 2008, there were several legislative amendments which impacted the Plan, but none had any material effects on the financial statements.

(13) CONTINGENCIES

As of June 30, 2008, the Plan was involved as a defendant in various litigation cases. Primarily, the cases involve methods of determination of benefits (cost-of-living adjustments, eligible years of service, etc.) to participants. The effect of the litigation on the Plan could not be estimated. Some of the cases have been pending for several years. Management intends to vigorously defend the lawsuits.

(14) SUBSEQUENT EVENT

Benefit Payments

The Board has modified the method used by the System for determining cost of living increases involving city raises authorized by repealed Section 49-136 of the Title 11 of the Oklahoma Statutes (the "escalator") and increases authorized by subsequent legislative action for members or survivors who were retired or eligible to retire prior to May 26, 1983, and who were still receiving benefits as of September 30, 2008. Based on the action of the Board, management has determined and calculated the escalator calculations and determined that the majority of the members receiving benefits would receive retro-active benefit increases. As a result, in fiscal year 2009 the System will pay the members approximately \$5,980,000.

Market Fluctuations

Subsequent to June 30, 2008, the United States financial market has had considerable downward fluctuation. As the investments of the Plan are at market value, these values have varied considerably and may continue to vary. Several financial institutions have failed and others have been negatively affected, resulting in loss of value of investment holdings.

See Independent Auditors' Report.

**SUPPLEMENTARY INFORMATION
REQUIRED BY
GOVERNMENTAL ACCOUNTING STANDARDS BOARD
STATEMENT NOS. 25 AND 50**

OKLAHOMA FIREFIGHTERS PENSION AND RETIREMENT PLAN
Administered by
OKLAHOMA FIREFIGHTERS PENSION AND RETIREMENT SYSTEM

SCHEDULE OF FUNDING PROGRESS

June 30, 2008

Actuarial Valuation Date	Actuarial Value of Plan Assets (a)	Actuarial Accrued Liability (AAL) Entry Age (b)	Unfunded AAL (UAAL) (b-a)	Funded Ratio (a/b)	Covered Payroll (c)	UAAL as a Percent of Covered Payroll ((b-a)/c)
July 1, 2008	\$ 1,817,177,365	2,941,207,332	1,124,029,967	61.8%	235,371,501	477.6%
July 1, 2007	1,717,070,814	2,785,218,488	1,068,147,674	61.6%	216,710,606	492.9%
July 1, 2006	1,546,486,429	2,666,305,915	1,119,819,486	58.0%	204,206,759	548.4% ⁽¹⁾
July 1, 2005	1,485,516,048	2,332,601,300	847,085,252	63.7%	188,968,929	448.3%
July 1, 2004	1,473,396,552	2,233,519,875	760,123,323	66.0%	173,178,595	438.9% ⁽²⁾
July 1, 2003	1,496,885,848	1,946,753,099	449,867,251	76.9%	163,684,035	274.8%
July 1, 2002	1,457,170,001	1,858,079,585	400,909,584	78.4%	153,775,079	260.7%
July 1, 2001	1,438,496,849	1,734,900,620	296,403,771	82.9%	147,626,303	200.8%
July 1, 2000	1,355,708,774	1,665,329,807	309,621,033	81.4%	142,276,079	217.6%
July 1, 1999	1,235,758,489	1,562,965,242	327,206,753	79.1%	136,198,897	240.2%

⁽¹⁾ At July 1, 2006, an additional 1% COLA assumption was included for future benefit increases.

⁽²⁾ At July 1, 2004, a 1% COLA assumption was included for future benefit increases.

See Independent Auditors' Report.

See accompanying notes to required supplementary information.

OKLAHOMA FIREFIGHTERS PENSION AND RETIREMENT PLAN
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SCHEDULE OF CONTRIBUTIONS FROM EMPLOYER AND OTHER CONTRIBUTING ENTITIES*June 30, 2008*

Year Ended June 30,	Annual Required Contributions	Contributions by Source		Total Amount Contributed	Percentage Contributed
		Employer Contributions	State Contributions		
2008	\$ 147,273,273	29,932,946	53,172,116	83,105,062	56.4%
2007	146,828,788	26,008,322	91,406,791	117,415,113	80.0%
2006	118,296,060	24,506,356	57,849,910	82,356,266	69.6%
2005	106,735,523	23,995,404	58,208,918	82,204,322	77.0%
2004	73,681,227	22,820,020	-	22,820,020	31.0%
2003	76,522,653	22,306,819	50,206,475	72,513,294	94.8%
2002	63,101,261	21,442,143	47,349,618	68,791,761	109.0%
2001	61,937,990	20,217,253	45,364,211	65,581,464	105.9%
2000	56,993,710	19,406,860	42,118,025	61,524,885	108.0%
1999	56,998,185	18,093,467	40,897,464	58,990,931	103.5%

See Independent Auditors' Report.

See accompanying notes to required supplementary information.

OKLAHOMA FIREFIGHTERS PENSION AND RETIREMENT PLAN
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NOTES TO REQUIRED SUPPLEMENTARY INFORMATION

June 30, 2008

The information presented in the required supplementary schedules was determined as part of an actuarial valuation by an independent enrolled actuary (Buck Consultants, LLC) at the dates indicated. Additional information as of the July 1, 2008, valuation follows:

Assumptions

Actuarial cost method:	Entry age
Amortization method:	Level dollar—closed
Remaining amortization:	25 years
Asset valuation method:	An expected actuarial value is determined equal to the prior year's actuarial value of assets plus cash flow (excluding realized and unrealized gains and losses) for the year ended on the valuation date and assuming a 7.5% interest return. Twenty percent (20%) of any (gain) loss is amortized over 5 years. The result is constrained to a value of 80% to 120% of the market value at the valuation date.

Actuarial assumptions

Investment rate of return:	7.5%
Projected salary increases*:	4% to 10%
Cost-of-living adjustments (COLA):	Half of the dollar amount of a 3% assumed increase in base pay for firefighters with 20 years of service as of May 26, 1983. Members not eligible for this increase are assumed to receive a 2% annual COLA each year.

* Includes inflation at 3%.

See Independent Auditors' Report.

**REPORT ON INTERNAL CONTROL OVER FINANCIAL REPORTING AND
ON COMPLIANCE AND OTHER MATTERS BASED ON
AN AUDIT OF FINANCIAL STATEMENTS PERFORMED IN
ACCORDANCE WITH GOVERNMENT AUDITING STANDARDS**

Board of Trustees
Oklahoma Firefighters Pension and Retirement System

We have audited the financial statements of the Oklahoma Firefighters Pension and Retirement Plan (the “Plan”), administered by the Oklahoma Firefighters Pension and Retirement System (the “System”), as of and for the year ended June 30, 2008, and have issued our report thereon dated October 8, 2008, which included an explanatory paragraph disclaiming an opinion on required supplementary information. We conducted our audit in accordance with auditing standards generally accepted in the United States and the standards applicable to financial audits contained in *Government Auditing Standards*, issued by the Comptroller General of the United States.

Internal Control Over Financial Reporting

In planning and performing our audit, we considered the Plan’s internal control over financial reporting as a basis for designing our auditing procedures for the purpose of expressing our opinion on the financial statements, but not for the purpose of expressing an opinion on the effectiveness of the Plan’s internal control over financial reporting. Accordingly, we do not express an opinion on the effectiveness of the Plan’s internal control over financial reporting.

A control deficiency exists when the design or operation of a control does not allow management or employees, in the normal course of performing their assigned functions, to prevent or detect misstatements on a timely basis. A significant deficiency is a control deficiency, or combination of control deficiencies, that adversely affects the Plan’s ability to initiate, authorize, record, process, or report financial data reliably in accordance with accounting principles generally accepted in the United States such that there is more than a remote likelihood that a misstatement of the Plan’s financial statements that is more than inconsequential will not be prevented or detected by the Plan’s internal control.

A material weakness is a significant deficiency, or combination of significant deficiencies, that results in more than a remote likelihood that a material misstatement of the financial statements will not be prevented or detected by the entity’s internal control.

Our consideration of internal control over financial reporting was for the limited purpose described in the first paragraph of this section and would not necessarily identify all deficiencies in internal control that might be significant deficiencies or material weaknesses. We did not identify any deficiencies in internal control over financial reporting that we consider to be material weaknesses, as defined above. We did note matters relating to internal control over financial reporting, which were communicated to management in a letter dated October 8, 2008.

(Continued)

**REPORT ON INTERNAL CONTROL OVER FINANCIAL REPORTING AND
ON COMPLIANCE AND OTHER MATTERS BASED ON
AN AUDIT OF FINANCIAL STATEMENTS PERFORMED IN
ACCORDANCE WITH GOVERNMENT AUDITING STANDARDS, CONTINUED**

Compliance and Other Matters

As part of obtaining reasonable assurance about whether the Plan's financial statements are free of material misstatement, we performed tests of its compliance with certain provisions of laws, regulations, contracts, and grant agreements, noncompliance with which could have a direct and material effect on the determination of financial statement amounts. However, providing an opinion on compliance with those provisions was not an objective of our audit, and accordingly, we do not express such an opinion. The results of our tests disclosed no instances of noncompliance or other matters that are required to be reported under *Government Auditing Standards*. However, during our audit we became aware of additional matters that are opportunities for strengthening internal controls and operating efficiency.

This report is intended solely for the information and use of the Board of Trustees, management of the System, and the State of Oklahoma. This report is not intended to be and should not be used by anyone other than these specified parties.

Finley + Cook, PLLC

Shawnee, Oklahoma
October 8, 2008



October 8, 2008

Board of Trustees
Oklahoma Firefighters Pension and Retirement System

In planning and performing our audit of the financial statements of the Oklahoma Firefighters Pension and Retirement Plan (the "Plan"), administered by the Oklahoma Firefighters Pension and Retirement System (the "System"), as of and for the year ended June 30, 2008, in accordance with auditing standards generally accepted in the United States, we considered the Plan's internal control over financial reporting (internal control) as a basis for designing our auditing procedures for the purpose of expressing our opinion on the financial statements, but not for the purpose of expressing an opinion on the effectiveness of the Plan's internal control. Accordingly, we do not express an opinion on the effectiveness of the Plan's internal control.

A control deficiency exists when the design or operation of a control does not allow management or employees, in the normal course of performing their assigned functions, to prevent or detect misstatements on a timely basis. A significant deficiency is a control deficiency, or combination of control deficiencies, that adversely affects the entity's ability to initiate, authorize, record, process, or report financial data reliably in accordance with accounting principles generally accepted in the United States such that there is more than a remote likelihood that a misstatement of the entity's financial statements that is more than inconsequential will not be prevented or detected by the entity's internal control.

A material weakness is a significant deficiency, or combination of significant deficiencies, that results in more than a remote likelihood that a material misstatement of the financial statements will not be prevented or detected by the entity's internal control.

Our consideration of internal control was for the limited purpose described in the first paragraph and would not necessarily identify all deficiencies in internal control that might be significant deficiencies or material weaknesses. **We did not identify any deficiencies in internal control that we consider to be material weaknesses, as defined above.** However, we do offer the attached comments for the continued improvement of the Plan's internal control system.

Board of Trustees
Oklahoma Firefighters Pension and Retirement System
October 8, 2008

We appreciate the opportunity to be of service to you and the Plan. Should you have any questions, please do not hesitate to contact me.

This report is intended solely for the information and use of the Board of Trustees, management of the System, and the State of Oklahoma. This report is not intended to be and should not be used by anyone other than these specified parties.

Sincerely,

FINLEY & COOK, PLLC
CERTIFIED PUBLIC ACCOUNTANTS

A handwritten signature in black ink, appearing to read 'Nathan Atchison', with a long horizontal flourish extending to the right.

Nathan Atchison
Partner

OKLAHOMA FIREFIGHTERS PENSION AND RETIREMENT PLAN
Administered by
OKLAHOMA FIREFIGHTERS PENSION AND RETIREMENT SYSTEM

MANAGEMENT LETTER COMMENTS

June 30, 2008

GENERAL LEDGER AND MONTHLY TRIAL BALANCE

Comment

Presently, the statements generated by State Street are used as the Plan's monthly financial statements. A general ledger is being maintained for the Plan to account for its assets and liabilities and various transactions. However, a trial balance and financial statements of some type are not given to the executive director for review on a regular basis. With recent changes and additions made in System personnel, we suggest that on a monthly basis the trial balance and the financial statements be given to the executive director.

We have developed a sample monthly reporting package checklist (Example I) which we believe should be used to assist the controller and executive director in ensuring that the various procedures are performed. We suggest that the Plan implement the checklist as soon as possible.

Follow-up

This is a repeat comment from the prior year. During the year ended June 30, 2008, we noted that progress had been made in that:

- A double-entry system had been developed.
- The 1315A account, while not zeroed each month, now has a set minimum balance.
- All cash accounts had been reconciled.
- Plan B and "Back" DROP had been balanced, with minor reconciling differences.

We would like to see a formal package prepared and given to the executive director monthly. It does appear that the majority of the procedures are being performed.

OKLAHOMA FIREFIGHTERS PENSION AND RETIREMENT PLAN
Administered by
OKLAHOMA FIREFIGHTERS PENSION AND RETIREMENT SYSTEM

SAMPLE MONTHLY REPORTING PACKAGE

June 30, 2008

Items	Planned Date of Completion	Date Completed	Reviewed by
1. Trial balance prepared from double-entry system, and financial statements developed.			
2. Plan B reconciliation performed.			
3. Review of all bank reconciliations.			
4. Reconciliation of State Street information to OFPRS information.			
5. "Back" DROP accounts reconciled.			
6. Other			

All procedures completed and attached to this summary are supporting documentation for review by the Executive Director.

Duane Michael, Controller

Date

Reviewed by the Executive Director: _____

Robert Jones, Executive Director

Date