



EMPLOYEES' RETIREMENT SYSTEM OF GEORGIA
(Including All Plans and Funds Administered by the
Employees' Retirement System of Georgia)
(A Component Unit of the State of Georgia)

Financial Statements,
Required Supplementary Schedules, and
Additional Information

June 30, 2010

(With Independent Auditors' Report Thereon)

EMPLOYEES' RETIREMENT SYSTEM OF GEORGIA
(Including All Plans and Funds Administered by the
Employees' Retirement System of Georgia)
(A Component Unit of the State of Georgia)

Table of Contents

	Page
Independent Auditors' Report	1
Management's Discussion and Analysis (Unaudited)	3
Basic Financial Statements:	
Combined Statement of Net Assets as of June 30, 2010 (with comparative totals as of June 30, 2009)	10
Combined Statement of Changes in Net Assets for the year ended June 30, 2010 (with comparative totals for the year ended June 30, 2009)	11
Combining Statement of Net Assets as of June 30, 2010	12
Defined Benefit Plans – Combining Statement of Net Assets as of June 30, 2010	13
Combining Statement of Changes in Net Assets for the year ended June 30, 2010	14
Defined Benefit Plans – Combining Statement of Changes in Net Assets for the year ended June 30, 2010	15
Notes to Financial Statements	16
Required Supplementary Schedules (Unaudited)	
Schedules of Funding Progress	38
Schedules of Employer Contributions	39
Notes to Required Supplementary Schedules	40
Additional Information	
Administrative Expenses Schedule – Contributions and Expenses for the year ended June 30, 2010 (with comparative totals for the year ended June 30, 2009)	42



KPMG LLP
Suite 2000
303 Peachtree Street, N.E.
Atlanta, GA 30308-3210

Independent Auditors' Report

The Board of Trustees
Employees' Retirement System of Georgia:

We have audited the accompanying financial statements of the Employees' Retirement System of Georgia (the System), a component unit of the state of Georgia, as of and for the year ended June 30, 2010 as listed in the table of contents. 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. The prior year summarized comparative information has been derived from the System's June 30, 2009 financial statements and, in our report dated September 30, 2009, we expressed an unqualified opinion on those financial statements.

We conducted our audit in accordance with auditing standards generally accepted in the United States of America 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 consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the System's internal control over financial reporting. Accordingly, we express no such opinion. An audit also includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, 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 System's net assets as of June 30, 2010 and the changes in net assets for the year then ended in conformity with U.S. generally accepted accounting principles.

In accordance with *Government Auditing Standards*, we have also issued our report dated September 28, 2010 on our consideration of the System'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.

The management's discussion and analysis, the schedules of funding progress, and schedules of employer contributions on pages 3 through 9 and pages 38 through 39, respectively, are not a required part of the basic financial statements but are supplementary information required by U.S. generally accepted accounting principles. We have applied certain limited procedures, which consisted principally of inquiries of management regarding the methods of measurement and presentation of the required supplementary information. However, we did not audit the information, and express no opinion on it.



Our audit was conducted for the purpose of forming an opinion on the basic financial statements taken as a whole. The supplementary information included in the administrative expenses schedule is presented for purposes of additional analysis and is not a required part of the basic financial statements. 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.

KPMG LLP

September 28, 2010

EMPLOYEES' RETIREMENT SYSTEM OF GEORGIA

(Including All Plans and Funds Administered by the
Employees' Retirement System of Georgia)
(A Component Unit of the State of Georgia)

Management's Discussion and Analysis (Unaudited)

June 30, 2010

This section provides a discussion and analysis of the financial performance of the Employees' Retirement System of Georgia (the System) for the year ended June 30, 2010. The discussion and analysis of the System's financial performance is within the context of the accompanying basic financial statements, notes to the financial statements, required supplementary schedules, and additional information following this section.

The System is responsible for administering a cost-sharing, multiple-employer defined benefit pension plan for various employer agencies of Georgia, along with eight other defined benefit pension plans and three defined contribution plans.

The defined benefit pension plans include:

- Employees' Retirement System (ERS)
- Public School Employees Retirement System (PSERS)
- Legislative Retirement System (LRS)
- Georgia Judicial Retirement System (GJRS)
- Georgia Military Pension Fund (GMPF)
- State Employees' Assurance Department Active Members Trust Fund (SEAD-Active)
- State Employees' Assurance Department Retired and Vested Inactive Members Trust Fund (SEAD-OPEB)
- Superior Court Judges Retirement Fund (SCJRF)
- District Attorneys Retirement Fund (DARF)

The defined contribution retirement plans include:

- Georgia Defined Contribution Plan (GDGP)
- 401(k) Deferred Compensation Plan (401(k))
- 457 Deferred Compensation Plan (457)

Financial Highlights

The following highlights are discussed in more detail later in this analysis:

- The net assets of the System increased by \$521 million, or 4.0%, from \$13.2 billion at June 30, 2009 to \$13.7 billion at June 30, 2010. The increase was primarily due to the increase in the bond and equities markets in 2010.
- For the year ended June 30, 2010, the total additions to net assets were an increase of \$1.8 billion compared to a decrease of \$1.7 billion for the year ended June 30, 2009. For the year ended June 30, 2010, the additions consisted of employer and member contributions totaling \$410 million, insurance premiums of \$7.6 million, net investment income of \$1.4 billion, participant fees of \$0.9 million, and other income of

EMPLOYEES' RETIREMENT SYSTEM OF GEORGIA

(Including All Plans and Funds Administered by the
Employees' Retirement System of Georgia)
(A Component Unit of the State of Georgia)

Management's Discussion and Analysis (Unaudited)

June 30, 2010

\$0.3 million. For the year ended June 30, 2009, the additions consisted of employer and member contributions totaling \$422 million, insurance premiums of \$8.4 million, net investment loss of \$2.1 billion, participant fees of \$1.4 million, and other income of \$0.9 million.

- Net investment income of \$1.4 billion in 2010 (comprised of interest and dividend income, the change in fair value of investments, and other, reduced by investment expenses) represents a \$3.5 billion increase, compared to the net investment loss of \$2.1 billion for the year ended June 30, 2009. The net investment income is due primarily to the increase in the bond and equities markets in 2010.
- The total deductions were \$1.3 billion and \$1.3 billion for the years ended June 30, 2009 and 2010, respectively. For the year ended June 30, 2010, the deductions consisted of benefit payments of \$1.3 billion, refunds of \$18 million, death benefits of \$28 million, and administrative expenses of \$21 million. For the year ended June 30, 2009, the deductions consisted of benefit payments of \$1.2 billion, refunds of \$18 million, death benefits of \$26 million, and administrative expenses of \$21 million.
- Benefit payments paid to retirees and beneficiaries increased by \$18.1 million, or 1.5% from \$1.24 billion in 2009 to \$1.26 billion in 2010. This increase was the result of increases in the number of retirees and beneficiaries receiving benefits across all plans.

Overview of the Financial Statements

The basic financial statements include (1) the combined statement of net assets and changes in net assets, (2) the combining statements of net assets and changes in net assets, and (3) notes to the financial statements. The System also includes in this report additional information to supplement the financial statements.

In addition, the System presents two types of required supplementary schedules, which provide historical trend information about the plans' funding. The two types of schedules include (1) a schedule of funding progress and (2) a schedule of employer contributions.

The System prepares its financial statements on the accrual basis of accounting in accordance with U.S. generally accepted accounting principles. These statements provide information about the System's overall financial status.

Description of the Financial Statements

The *Combined Statement of Net Assets* is the statement of financial position presenting information that includes all of the System's assets and liabilities, with the balance representing the *Net Assets Held in Trust for Pension Benefits*. The investments of the System in this statement are presented at fair value. This statement is presented on page 10.

EMPLOYEES' RETIREMENT SYSTEM OF GEORGIA

(Including All Plans and Funds Administered by the
Employees' Retirement System of Georgia)
(A Component Unit of the State of Georgia)

Management's Discussion and Analysis (Unaudited)

June 30, 2010

The *Combined Statement of Changes in Net Assets* reports how the System's net assets changed during the fiscal year. The additions and deductions to net assets are summarized in this statement. The additions include contributions to the retirement plans from employers and members, group life insurance premiums, participant fees, and net investment income, which includes interest and dividends and the net increase in the fair value of investments. The deductions include benefit payments, life insurance death benefit payments, refunds of member contributions and interest, and administrative expenses. This statement is presented on page 11.

The *Combining Statement of Net Assets* and the *Combining Statement of Changes in Net Assets* present the financial position and change in financial position for each of the funds administered by the System, including the Pooled Investment Fund that holds and invests funds from each of the participating plans and funds. These statements begin on page 12.

Notes to the Financial Statements are presented to provide the information necessary for a full understanding of the financial statements. The notes to the financial statements begin on page 16.

There are two *Required Supplementary Schedules* included in this report. These required schedules are applicable to five of the defined benefit plans: ERS, PSERS, LRS, GJRS, and GMPF. The *Schedule of Funding Progress* presents historical trend information about the actuarially determined funded status of the plans from a long-term, ongoing plan perspective, and the progress made in accumulating sufficient assets to fund benefit payments as they become due. The *Schedule of Employer Contributions* presents historical trend information about the annual required contributions of employers and percentage of such contributions in relation to actuarially determined requirements for the years presented. The required supplementary schedules begin on page 38.

Notes to Required Supplementary Schedules are presented to provide the information necessary for a full understanding of the supplementary schedules. The notes to required supplementary schedules begin on page 40.

Additional information is presented, beginning on page 42. This section includes the *Administrative Expenses Schedule*. The *Administrative Expenses Schedule* presents the expenses incurred in the administration of these plans and funds, and the contributions from each plan and fund to provide for these expenses.

EMPLOYEES' RETIREMENT SYSTEM OF GEORGIA

(Including All Plans and Funds Administered by the
Employees' Retirement System of Georgia)
(A Component Unit of the State of Georgia)

Management's Discussion and Analysis (Unaudited)

June 30, 2010

Financial Analysis of the System

A summary of the System's net assets at June 30, 2010 and 2009 is as follows:

	<u>Net assets</u>		<u>Amount</u>	<u>Percentage</u>
	<u>2010</u>	<u>2009</u>	<u>change</u>	<u>change</u>
	(In thousands)			
Assets:				
Cash and receivables	\$ 89,833	137,999	(48,166)	(34.9)%
Investments	13,620,392	13,103,879	516,513	3.9
Capital assets, net	<u>6,789</u>	<u>9,791</u>	<u>(3,002)</u>	<u>(30.7)</u>
Total assets	13,717,014	13,251,669	465,345	3.5
Liabilities:				
Due to brokers and accounts payable	<u>38,437</u>	<u>94,537</u>	<u>(56,100)</u>	<u>(59.3)</u>
Net assets	<u>\$ 13,678,577</u>	<u>13,157,132</u>	<u>521,445</u>	<u>4.0%</u>

EMPLOYEES' RETIREMENT SYSTEM OF GEORGIA

(Including All Plans and Funds Administered by the
Employees' Retirement System of Georgia)
(A Component Unit of the State of Georgia)

Management's Discussion and Analysis (Unaudited)

June 30, 2010

The following table presents the investment allocation at June 30, 2010 and 2009:

	<u>2010</u>	<u>2009</u>
Asset allocation at June 30 (in percentages):		
Equities	57.8%	52.3%
Domestic obligations:		
U.S. Treasuries	19.6	23.3
U.S. Agencies	1.8	2.0
Corporate and other bonds	9.6	14.5
International obligations:		
Governments	1.4	—
Corporates	0.6	—
Mutual and common collective trust funds and separate accounts	6.4	6.1
Short-term securities	2.8	1.8
Asset allocation at June 30 (in thousands):		
Equities	\$ 7,870,484	6,857,211
Domestic obligations:		
U.S. Treasuries	2,673,779	3,054,228
U.S. Agencies	244,955	256,591
Corporate and other bonds	1,302,714	1,901,645
International obligations:		
Governments	195,900	—
Corporates	88,327	—
Mutual and common collective trust funds and separate accounts	867,117	798,581
Short-term securities	377,116	235,623
	<u>\$ 13,620,392</u>	<u>13,103,879</u>

The total investment portfolio increased by \$517 million from 2009, which is due to the increase in the bond and equities markets in 2010.

The investment rate of return in fiscal year ended June 30, 2010 was 11.0% with a 13.8% return on equities and an 8.7% return on fixed income investments. The five-year annualized rate of return on investments at June 30, 2010 was 2.6%, with a (0.2%) return on equities and a 5.9% return on fixed income investments.

EMPLOYEES' RETIREMENT SYSTEM OF GEORGIA

(Including All Plans and Funds Administered by the
Employees' Retirement System of Georgia)
(A Component Unit of the State of Georgia)

Management's Discussion and Analysis (Unaudited)

June 30, 2010

A summary of the changes in the System's net assets for the years ended June 30, 2010 and 2009 is as follows:

	Changes in net assets		Amount change	Percentage change
	2010	2009		
	(In thousands)			
Additions:				
Employer contributions	\$ 290,459	298,356	(7,897)	(2.6)%
Member contributions	119,943	123,509	(3,566)	(2.9)
Participant fees	853	1,376	(523)	(38.0)
Insurance premiums	7,655	8,431	(776)	(9.2)
Net investment income (loss)	1,430,494	(2,111,007)	3,541,501	(167.8)
Other	292	903	(611)	(67.7)
Total additions	1,849,696	(1,678,432)	3,528,128	(210.2)
Deductions:				
Benefit payments	1,261,079	1,242,927	18,152	1.5
Refunds	17,533	17,547	(14)	(0.1)
Death benefits	28,459	26,475	1,984	7.5
Administrative expenses	21,180	21,044	136	0.6
Total deductions	1,328,251	1,307,993	20,258	1.5
Net increase (decrease) in net assets	\$ 521,445	(2,986,425)	3,507,870	(117.5)%

Additions – The System accumulates resources needed to fund benefit payments through contributions and returns on invested funds. In fiscal year 2010, total contributions decreased 2.7%, reflecting a contribution percentage that remained unchanged along with a decrease in the number of active contributing members and a reduction in contributions receivable. Employer contributions to ERS for a group of local tax commissioners are statutorily paid by the Department of Revenue (DOR) with state appropriations. These DOR contributions were not appropriated and will not be received in fiscal year 2011 and accordingly at June 30, 2010 contributions receivable was reduced \$5.7 million. Net investment income increased by \$3.5 billion, due to the increase in the bond and equities markets in 2010.

Deductions – For fiscal year 2010, total deductions increased 1.5%, primarily because of a 1.5% increase in benefit payments. This was due to an increase of approximately 3% in the number of retirees receiving benefit payments across all defined benefit plans. Refunds decreased 0.1%, which was primarily due to a decrease in the number of refunds processed during 2010. Death benefits increased 7.5%, which was primarily due to an increase in the number of death claims processed during 2010. Administrative expenses increased 0.6% over the prior year, primarily due to increases in the employer portion of health insurance and contractual services.

EMPLOYEES' RETIREMENT SYSTEM OF GEORGIA

(Including All Plans and Funds Administered by the
Employees' Retirement System of Georgia)
(A Component Unit of the State of Georgia)

Management's Discussion and Analysis (Unaudited)

June 30, 2010

Funding Status

The schedules of funding progress and employer contributions provide information regarding how the plans are performing and funded from an actuarial perspective. The information is based upon actuarial valuations conducted by certified actuaries. The funding ratio, which is presented on the schedule of funding progress, indicates the ratio of the actuarial value of assets and the actuarial accrued liabilities. The higher this ratio, the better position the System is in with regards to its funding requirements. The June 30, 2009 and 2008 actuarial valuations, the latest valuations available, indicate the actuarial value of assets and funding ratios for the five applicable defined benefit retirement plans were as follows:

	Actuarial value of plan assets		Funding ratio	
	June 30, 2009	June 30, 2008	June 30, 2009	June 30, 2008
	(In thousands)			
ERS	\$ 13,613,606	14,017,346	85.7%	89.4%
PSERS	769,618	791,855	93.5	102.7
LRS	30,303	30,706	128.8	125.6
GJRS	317,624	313,315	112.4	116.7
GMPF	6,413	5,269	30.5	27.6

In management's opinion, the System continues to operate on an actuarially sound basis, as evidenced by the funding ratios. A funding ratio over 100% indicates the plans, from an actuarial perspective, have more assets available than will be necessary to satisfy the obligations of the plans. GMPF is a relatively new plan that was established in 2002 and is being increasingly funded over time in accordance with contribution amounts recommended by the actuary.

Requests for Information

This financial report is designed to provide a general overview of the System's finances for all those with interest in the System's finances. Questions concerning any of the information provided in this report or requests for additional information should be addressed to Employees' Retirement System of Georgia, Two Northside 75, Suite 300, Atlanta, GA 30318.

EMPLOYEES' RETIREMENT SYSTEM OF GEORGIA

(Including All Plans and Funds Administered by the
Employees' Retirement System of Georgia)
(A Component Unit of the State of Georgia)

Combined Statement of Net Assets

June 30, 2010

(with comparative totals as of June 30, 2009)

(In thousands)

Assets	2010	2009
Cash	\$ 8,623	6,858
Receivables:		
Employer and member contributions	20,521	27,277
Interest and dividends	48,332	56,471
Due from brokers for securities sold	11,081	45,433
Other	1,276	1,960
Total receivables	<u>81,210</u>	<u>131,141</u>
Investments – at fair value:		
Short-term	377,116	235,623
Domestic obligations:		
U.S. Treasuries	2,673,779	3,054,228
U.S. Agencies	244,955	256,591
Corporate and other bonds	1,302,714	1,901,645
International obligations:		
Governments	195,900	—
Corporates	88,327	—
Common stocks	7,870,484	6,857,211
Mutual funds, common collective trust funds, and separate accounts	867,117	798,581
Total investments	<u>13,620,392</u>	<u>13,103,879</u>
Capital assets, net	<u>6,789</u>	<u>9,791</u>
Total assets	<u>13,717,014</u>	<u>13,251,669</u>
Liabilities		
Accounts payable and other	21,934	66,649
Due to brokers for securities purchased	16,503	27,888
Total liabilities	<u>38,437</u>	<u>94,537</u>
Net assets held in trust for pension benefits	<u>\$ 13,678,577</u>	<u>13,157,132</u>

See accompanying notes to financial statements.

EMPLOYEES' RETIREMENT SYSTEM OF GEORGIA

(Including All Plans and Funds Administered by the
Employees' Retirement System of Georgia)
(A Component Unit of the State of Georgia)

Combined Statement of Changes in Net Assets

Year ended June 30, 2010

(with comparative totals for the year ended June 30, 2009)

(In thousands)

	<u>2010</u>	<u>2009</u>
Net assets held in trust for pension benefits – beginning of year	\$ 13,157,132	16,143,557
Additions:		
Contributions:		
Employer	290,459	298,356
Member	119,943	123,509
Participant fees	853	1,376
Insurance premiums	7,655	8,431
Administrative expense allotment	292	903
Investment income (loss):		
Net increase (decrease) in fair value of investments	1,084,565	(2,526,222)
Interest and dividends	353,775	423,042
Other	1,701	1,608
Total investment income (loss)	<u>1,440,041</u>	<u>(2,101,572)</u>
Less investment expenses	<u>(9,547)</u>	<u>(9,435)</u>
Net investment income (loss)	<u>1,430,494</u>	<u>(2,111,007)</u>
Total additions	<u>1,849,696</u>	<u>(1,678,432)</u>
Deductions:		
Benefit payments	1,261,079	1,242,927
Refunds of member contributions and interest	17,533	17,547
Death benefits	28,459	26,475
Administrative expenses	21,180	21,044
Total deductions	<u>1,328,251</u>	<u>1,307,993</u>
Net increase (decrease) in net assets	<u>521,445</u>	<u>(2,986,425)</u>
Net assets held in trust for pension benefits – end of year	<u>\$ 13,678,577</u>	<u>13,157,132</u>

See accompanying notes to financial statements.

EMPLOYEES' RETIREMENT SYSTEM OF GEORGIA

(Including All Plans and Funds Administered by the
Employees' Retirement System of Georgia)

(A Component Unit of the State of Georgia)

Combining Statement of Net Assets

June 30, 2010

(In thousands)

Assets	Defined contribution plans					Eliminations	Total
	Defined Benefit Plans	Pooled Investment Fund	Georgia Defined Contribution Plan	401(k) Plan	457 Plan		
Cash	\$ 8,135	1	441	23	23	—	8,623
Receivables:							
Employer and member contributions	17,529	—	898	1,529	565	—	20,521
Interest and dividends	—	48,211	120	1	—	—	48,332
Due from brokers for securities sold	—	11,081	—	—	—	—	11,081
Other	883	—	—	174	219	—	1,276
Unremitted insurance premiums	1,188	—	—	—	—	(1,188)	—
Total receivables	19,600	59,292	1,018	1,704	784	(1,188)	81,210
Investments – at fair value:							
Short-term	—	306,257	70,859	—	—	—	377,116
Domestic obligations:							
U.S. Treasuries	—	2,661,276	12,503	—	—	—	2,673,779
U.S. Agencies	—	230,646	14,309	—	—	—	244,955
Corporate and other bonds	—	1,302,714	—	—	—	—	1,302,714
International obligations:							
Governments	—	195,900	—	—	—	—	195,900
Corporates	—	88,327	—	—	—	—	88,327
Common stocks	—	7,870,484	—	—	—	—	7,870,484
Mutual funds, common collective trust funds, and separate accounts	—	—	—	358,990	508,127	—	867,117
Equity in pooled investment fund	12,696,959	—	—	—	—	(12,696,959)	—
Total investments	12,696,959	12,655,604	97,671	358,990	508,127	(12,696,959)	13,620,392
Capital assets, net	6,789	—	—	—	—	—	6,789
Total assets	12,731,483	12,714,897	99,130	360,717	508,934	(12,698,147)	13,717,014
Liabilities							
Accounts payable and other	18,378	1,435	573	177	1,371	—	21,934
Due to brokers for securities purchased	—	16,503	—	—	—	—	16,503
Insurance premiums payable	1,188	—	—	—	—	(1,188)	—
Due to participating systems	—	12,696,959	—	—	—	(12,696,959)	—
Total liabilities	19,566	12,714,897	573	177	1,371	(12,698,147)	38,437
Net assets held in trust for pension benefits	\$ 12,711,917	—	98,557	360,540	507,563	—	13,678,577

See accompanying notes to financial statements.

EMPLOYEES' RETIREMENT SYSTEM OF GEORGIA
(Including All Plans and Funds Administered by the
Employees' Retirement System of Georgia)
(A Component Unit of the State of Georgia)

Defined Benefit Plans – Combining Statement of Net Assets

June 30, 2010

(In thousands)

Assets	Defined benefit plans									Defined Benefit Plans Total
	Employees' Retirement System	Public School Employees Retirement System	Legislative Retirement System	Georgia Judicial Retirement System	State Employees' Assurance Department Active	State Employees' Assurance Department OPEB	Georgia Military Pension Fund	Superior Court Judges Retirement Fund	District Attorneys Retirement Fund	
Cash	\$ 7,602	45	28	223	87	43	86	20	1	8,135
Receivables:										
Employer and member contributions	16,580	2	34	913	—	—	—	—	—	17,529
Interest and dividends	—	—	—	—	—	—	—	—	—	—
Due from brokers for securities sold	—	—	—	—	—	—	—	—	—	—
Other	882	—	—	—	—	—	—	—	1	883
Unremitted insurance premiums	—	—	—	—	132	1,056	—	—	—	1,188
Total receivables	17,462	2	34	913	132	1,056	—	—	1	19,600
Investments – at fair value:										
Short-term	—	—	—	—	—	—	—	—	—	—
Domestic obligations:										
U.S. Treasuries	—	—	—	—	—	—	—	—	—	—
U.S. Agencies	—	—	—	—	—	—	—	—	—	—
Corporate and other bonds	—	—	—	—	—	—	—	—	—	—
International obligations:										
Governments	—	—	—	—	—	—	—	—	—	—
Corporates	—	—	—	—	—	—	—	—	—	—
Common stocks	—	—	—	—	—	—	—	—	—	—
Mutual funds, common collective trust funds, and separate accounts	—	—	—	—	—	—	—	—	—	—
Equity in pooled investment fund	10,942,725	616,219	24,810	270,556	155,913	679,350	6,635	751	—	12,696,959
Total investments	10,942,725	616,219	24,810	270,556	155,913	679,350	6,635	751	—	12,696,959
Capital assets, net	6,789	—	—	—	—	—	—	—	—	6,789
Total assets	10,974,578	616,266	24,872	271,692	156,132	680,449	6,721	771	2	12,731,483
Liabilities										
Accounts payable and other	17,114	933	23	248	—	—	25	35	—	18,378
Due to brokers for securities purchased	—	—	—	—	—	—	—	—	—	—
Insurance premiums payable	1,168	—	3	17	—	—	—	—	—	1,188
Due to participating systems	—	—	—	—	—	—	—	—	—	—
Total liabilities	18,282	933	26	265	—	—	25	35	—	19,566
Net assets held in trust for pension benefits	\$ 10,956,296	615,333	24,846	271,427	156,132	680,449	6,696	736	2	12,711,917

See accompanying notes to financial statements.

EMPLOYEES' RETIREMENT SYSTEM OF GEORGIA

(Including All Plans and Funds Administered by the
Employees' Retirement System of Georgia)
(A Component Unit of the State of Georgia)

Combining Statement of Changes in Net Assets

Year ended June 30, 2010

(In thousands)

	Defined Benefit Plans	Pooled Investment Fund	Defined contribution plans			Total
			Georgia Defined Contribution Plan	401(k) Plan	457 Plan	
Net assets held in trust for pension benefits – beginning of year	\$ 12,274,161	—	83,968	309,756	489,247	13,157,132
Additions:						
Contributions:						
Employer	274,795	—	—	15,664	—	290,459
Member	48,871	—	16,002	33,899	21,171	119,943
Participant fees	—	—	—	385	468	853
Insurance premiums	7,655	—	—	—	—	7,655
Administrative expense allotment	292	—	—	—	—	292
Investment income (loss):						
Net increase (decrease) in fair value of investments	—	1,023,038	32	25,485	36,010	1,084,565
Interest and dividends	—	352,912	818	31	14	353,775
Other	—	—	—	707	994	1,701
Less investment expenses	(1,343)	(6,003)	(49)	(940)	(1,212)	(9,547)
Allocation of investment income	1,360,429	(1,369,947)	9,518	—	—	—
Net investment income	1,359,086	—	10,319	25,283	35,806	1,430,494
Total additions	1,690,699	—	26,321	75,231	57,445	1,849,696
Deductions:						
Benefit payments	1,200,438	—	9	23,618	37,014	1,261,079
Refunds of member contributions and interest	6,920	—	10,613	—	—	17,533
Death benefits	28,459	—	—	—	—	28,459
Administrative expenses	17,126	—	1,110	829	2,115	21,180
Total deductions	1,252,943	—	11,732	24,447	39,129	1,328,251
Net increase (decrease) in net assets	437,756	—	14,589	50,784	18,316	521,445
Net assets held in trust for pension benefits – end of year	\$ 12,711,917	—	98,557	360,540	507,563	13,678,577

See accompanying notes to financial statements.

EMPLOYEES' RETIREMENT SYSTEM OF GEORGIA
(Including All Plans and Funds Administered by the
Employees' Retirement System of Georgia)
(A Component Unit of the State of Georgia)

Defined Benefit Plans – Combining Statement of Changes in Net Assets

Year ended June 30, 2010

(In thousands)

	Defined benefit plans									
	Employees' Retirement System	Public School Employees Retirement System	Legislative Retirement System	Georgia Judicial Retirement System	State Employees' Assurance Department Active	State Employees' Assurance Department OPEB	Georgia Military Pension Fund	Superior Court Judges Retirement Fund	District Attorneys Retirement Fund	Defined Benefit Plans Total
Net assets held in trust for pension benefits – beginning of year	\$ 10,626,096	597,318	23,644	248,261	144,161	628,199	5,229	1,251	2	12,274,161
Additions:										
Contributions:										
Employer	263,064	5,530	75	3,369	—	—	1,434	1,243	80	274,795
Member	42,052	1,483	318	5,018	—	—	—	—	—	48,871
Participant fees	—	—	—	—	—	—	—	—	—	—
Insurance premiums	—	—	—	—	900	6,755	—	—	—	7,655
Administrative expense allotment	—	—	110	175	—	—	—	6	1	292
Investment income (loss):										
Net increase (decrease) in fair value of investments	—	—	—	—	—	—	—	—	—	—
Interest and dividends	—	—	—	—	—	—	—	—	—	—
Other	—	—	—	—	—	—	—	—	—	—
Less investment expenses	(1,343)	—	—	—	—	—	—	—	—	(1,343)
Allocation of investment income	1,178,084	66,404	2,610	27,378	15,910	69,340	565	138	—	1,360,429
Net investment income	1,176,741	66,404	2,610	27,378	15,910	69,340	565	138	—	1,359,086
Total additions	1,481,857	73,417	3,113	35,940	16,810	76,095	1,999	1,387	81	1,690,699
Deductions:										
Benefit payments	1,130,669	53,195	1,744	12,365	—	—	489	1,896	80	1,200,438
Refunds of member contributions and interest	6,483	251	47	139	—	—	—	—	—	6,920
Death benefits	—	—	—	—	4,817	23,642	—	—	—	28,459
Administrative expenses	14,505	1,956	120	270	22	203	43	6	1	17,126
Total deductions	1,151,657	55,402	1,911	12,774	4,839	23,845	532	1,902	81	1,252,943
Net increase (decrease) in net assets	330,200	18,015	1,202	23,166	11,971	52,250	1,467	(515)	—	437,756
Net assets held in trust for pension benefits – end of year	\$ 10,956,296	615,333	24,846	271,427	156,132	680,449	6,696	736	2	12,711,917

See accompanying notes to financial statements.

EMPLOYEES' RETIREMENT SYSTEM OF GEORGIA

(Including All Plans and Funds Administered by the
Employees' Retirement System of Georgia)
(A Component Unit of the State of Georgia)

Notes to Financial Statements

June 30, 2010

(1) General

The accompanying basic financial statements of the Employees' Retirement System of Georgia, including all plans and funds administered by the Employees' Retirement System of Georgia (collectively, the System), is comprised of the Employees' Retirement System of Georgia (ERS), Public School Employees Retirement System (PSERS), Legislative Retirement System (LRS), Georgia Judicial Retirement System (GJRS), Georgia Military Pension Fund (GMPF), State Employees' Assurance Department Active Members Trust Fund (SEAD-Active), State Employees' Assurance Department Retired and Vested Inactive Members Trust Fund (SEAD-OPEB), Superior Court Judges Retirement Fund (SCJRF), District Attorneys Retirement Fund (DARF), Georgia Defined Contribution Plan (GDCP), 401(k) Deferred Compensation Plan (401(k) Plan), and the 457 Deferred Compensation Plan (457 Plan). All significant accounts and transactions among the various systems, departments, and funds have been eliminated.

In evaluating how to define the System for financial reporting purposes, the management of the System has considered all potential component units. The decision to include a potential component unit in the reporting entity is made by applying the criteria set forth by Governmental Accounting Standards Board (GASB) Statement No. 14, *The Financial Reporting Entity*, as amended by GASB Statement No. 39, *Determining Whether Certain Organizations Are Component Units*. Based on these criteria, the System has not included any other entities in its reporting entity.

Although the System is a component unit of the State of Georgia's financial reporting entity, it is accountable for its own fiscal matters and presentation of its separate financial statements. The Board of Trustees, comprised of active and retired members, ex-officio state employees, and appointees by the Governor, are ultimately responsible for the administration of the System.

(2) Authorizing Legislation and Plan Descriptions

Each plan and fund, including benefit and contribution provisions, was established and can be amended by state law. The following summarizes authorizing legislation and the plan description of each retirement fund:

- (a)** ERS is a cost-sharing multiple-employer defined benefit pension plan established by the Georgia General Assembly during the 1949 Legislative Session for the purpose of providing retirement allowances for employees of the State of Georgia and its political subdivisions. ERS is directed by a Board of Trustees and has the powers and privileges of a corporation.

EMPLOYEES' RETIREMENT SYSTEM OF GEORGIA

(Including All Plans and Funds Administered by the
Employees' Retirement System of Georgia)
(A Component Unit of the State of Georgia)

Notes to Financial Statements

June 30, 2010

Membership

As of June 30, 2010, participation in ERS is as follows:

Retirees and beneficiaries currently receiving benefits	38,518
Terminated employees entitled to benefits but not yet receiving benefits	68,290
Active plan members	68,567
Total	<u>175,375</u>
Employers	741

Benefits

Unless the employee elects otherwise, an employee who currently maintains membership with ERS based upon state employment that started prior to July 1, 1982 is an "old plan" member subject to the plan provisions in effect prior to July 1, 1982. Members hired on or after July 1, 1982 but prior to January 1, 2009 are "new plan" members, subject to the modified plan provisions. Effective January 1, 2009, newly hired state employees, as well as rehired state employees who did not maintain eligibility for the "old" or "new" plan, are members of the Georgia State Employees' Pension and Savings Plan (GSEPS). ERS members hired prior to January 1, 2009 also have the option to irrevocably change their membership to the GSEPS plan.

Under the old plan, the new plan, and GSEPS, a member may retire and receive normal retirement benefits after completion of 10 years of creditable service and attainment of age 60 or 30 years of creditable service regardless of age. Additionally, there are some provisions allowing for early retirement after 25 years of creditable service for members under age 60.

Retirement benefits paid to members are based upon the monthly average of the member's highest 24 consecutive calendar months, multiplied by the number of years of creditable service, multiplied by the applicable benefit factor. Annually, postretirement cost-of-living adjustments may also be made to members' benefits, provided the members were hired prior to July 1, 2009. The normal retirement pension is payable monthly for life; however, options are available for distribution of the member's monthly pension, at reduced rates, to a designated beneficiary upon the member's death. Death and disability benefits are also available through ERS.

Contributions and Vesting

Member contributions under the old plan are 4% of annual compensation, up to \$4,200 plus 6% of annual compensation in excess of \$4,200. Under the old plan, the state pays member contributions in excess of 1.25% of annual compensation. Under the old plan, these state contributions are included in the members' accounts for refund purposes and are used in the computation of the members' earnable compensation for the purpose of computing retirement benefits. Member contributions under the new plan and GSEPS are 1.25% of annual compensation. The state is required to contribute at a specified percentage of active member payrolls, determined annually by actuarial

EMPLOYEES' RETIREMENT SYSTEM OF GEORGIA

(Including All Plans and Funds Administered by the
Employees' Retirement System of Georgia)
(A Component Unit of the State of Georgia)

Notes to Financial Statements

June 30, 2010

valuation. The state contributions are not at any time refundable to the member or his/her beneficiary.

Employer contributions required for fiscal year 2010 were based on the June 30, 2007 actuarial valuation for the old plan and new plans and were set by the Board of Trustees on September 18, 2008 for GSEPS as follows:

	<u>Old plan</u>	<u>New plan</u>	<u>GSEPS</u>
Employer:			
Normal	2.08%	6.83%	2.96%
Employer paid for member	4.75	—	—
Accrued liability	<u>3.58</u>	<u>3.58</u>	<u>3.58</u>
Total	<u><u>10.41%</u></u>	<u><u>10.41%</u></u>	<u><u>6.54%</u></u>

Members become vested after ten years of membership service. Upon termination of employment, member contributions with accumulated interest are refundable upon request by the member. However, if an otherwise vested member terminates and withdraws his/her member contributions, the member forfeits all rights to retirement benefits.

The employer contributions are projected to liquidate the unfunded actuarial accrued liability within 30 years, based upon the actuarial valuation at June 30, 2009, on the assumption that the total payroll of active members will increase by 3.75% each year.

On November 20, 1997, the ERS Board of Trustees created the Supplemental Retirement Benefit Plan of ERS (SRBP). SRBP was established as a qualified governmental excess benefit plan in accordance with Section 415 of the Internal Revenue Code (IRC §415) as a portion of ERS. The purpose of the SRBP is to provide retirement benefits to employees covered by ERS whose benefits are otherwise limited by IRC §415.

Beginning January 1, 1998, all members and retired former members in ERS are eligible to participate in this plan whenever their benefits under ERS exceed the limitation on benefits imposed by IRC §415.

There were 124 members eligible to participate in this portion of ERS for the year ended June 30, 2010. Employer contributions of \$1,870,000 and benefit payments of \$1,866,177 under the SRBP are included in the combined statements of changes in net assets for the year ended June 30, 2010. Cash of \$12,750 under the SRBP is included in the combined statements of net assets as of June 30, 2010.

EMPLOYEES' RETIREMENT SYSTEM OF GEORGIA

(Including All Plans and Funds Administered by the
Employees' Retirement System of Georgia)
(A Component Unit of the State of Georgia)

Notes to Financial Statements

June 30, 2010

- (b) PSERS is a cost-sharing multiple-employer defined benefit pension plan established by the Georgia General Assembly in 1969 for the purpose of providing retirement allowances for public school employees who are not eligible for membership in the Teachers Retirement System of Georgia. The ERS Board of Trustees, plus two additional trustees, administers PSERS.

Membership

As of June 30, 2010, participation in PSERS is as follows:

Retirees and beneficiaries currently receiving benefits	13,995
Terminated employees entitled to benefits but not yet receiving benefits	68,951
Active plan members	<u>39,962</u>
Total	<u><u>122,908</u></u>
Employers	195

Benefits

A member may retire and elect to receive normal monthly retirement benefits after completion of ten years of creditable service and attainment of age 65. A member may choose to receive reduced benefits after age 60 and upon completion of ten years of service.

Upon retirement, the member will receive a monthly benefit of \$14.75, multiplied by the number of years of creditable service. Death and disability benefits are also available through PSERS. Additionally, PSERS makes periodic cost-of-living adjustments to the monthly benefits.

Contributions and Vesting

Members contribute \$4 per month for nine months each fiscal year. The State of Georgia, although not the employer of PSERS members, is required by statute to make employer contributions actuarially determined and approved and certified by the PSERS Board of Trustees.

Employer contributions required for the year ended June 30, 2010 were \$141.46 per active member and were based on the June 30, 2007 actuarial valuation.

Members become vested after ten years of creditable service. Upon termination of employment, member contributions with accumulated interest are refundable upon request by the member. However, if an otherwise vested member terminates and withdraws his/her member contribution, the member forfeits all rights to retirement benefits.

EMPLOYEES' RETIREMENT SYSTEM OF GEORGIA

(Including All Plans and Funds Administered by the
Employees' Retirement System of Georgia)
(A Component Unit of the State of Georgia)

Notes to Financial Statements

June 30, 2010

- (c) LRS is a cost-sharing multiple-employer defined benefit plan established by the Georgia General Assembly in 1979 for the purpose of providing retirement allowances for all members of the Georgia General Assembly. LRS is administered by the ERS Board of Trustees.

Membership

As of June 30, 2010, participation in LRS is as follows:

Retirees and beneficiaries currently receiving benefits	235
Terminated employees entitled to benefits but not yet receiving benefits	124
Active plan members	216
	<hr/>
Total	575
	<hr/> <hr/>
Employers	1

Benefits

A member's normal retirement is after eight years of creditable service and attainment of age 65, or eight years of membership service (four legislative terms) and attainment of age 62. A member may retire early and elect to receive a monthly retirement benefit after completion of eight years of membership service and attainment of age 60; however, the retirement benefit is reduced by 5% for each year the member is under age 62.

Upon retirement, the member will receive a monthly service retirement allowance of \$36, multiplied by the number of years of creditable service, reduced by age reduction factors, if applicable. Death benefits are also available through the plan.

Contributions and Vesting

Member contributions are 8.5% of annual salary. The state pays member contributions in excess of 4.75% of annual compensation. Employer contributions are actuarially determined and approved and certified by the ERS Board of Trustees.

There were no employer contributions required for the year ended June 30, 2010 based on the June 30, 2007 actuarial valuation.

Members become vested after eight years of creditable service. Upon termination of employment, member contributions with accumulated interest are refundable upon request by the member.

However, if an otherwise vested member terminates and withdraws his/her member contributions, the member forfeits all rights to retirement benefits.

EMPLOYEES' RETIREMENT SYSTEM OF GEORGIA

(Including All Plans and Funds Administered by the
Employees' Retirement System of Georgia)
(A Component Unit of the State of Georgia)

Notes to Financial Statements

June 30, 2010

- (d) The GJRS is a system created to serve the members and beneficiaries of the Trial Judges and Solicitors Retirement Fund, the Superior Court Judges Retirement System, and the District Attorneys Retirement System (collectively, the Predecessor Retirement Systems). As of June 30, 1998, any person who was an active, inactive, or retired member or beneficiary of the Predecessor Retirement Systems was transferred to GJRS in the same status effective July 1, 1998. All assets of the Predecessor Retirement Systems were transferred to GJRS as of July 1, 1998. The ERS Board of Trustees and three additional trustees administer GJRS.

GJRS is a cost-sharing multiple-employer defined benefit pension plan established by the Georgia General Assembly for the purpose of providing retirement allowances for judges and solicitors generals of the state courts and juvenile court judges in Georgia, and their survivors and other beneficiaries, superior court judges of the state of Georgia, and district attorneys of the state of Georgia.

Membership

As of June 30, 2010, participation in GJRS is as follows:

Retirees and beneficiaries currently receiving benefits	206
Terminated employees entitled to benefits but not yet receiving benefits	55
Active plan members	495
	<hr/>
Total	756
	<hr/> <hr/>
Employers	96

Benefits

The normal retirement for GJRS is age 60, with 16 years of creditable service; however, a member may retire at age 60 with a minimum of 10 years of creditable service.

Annual retirement benefits paid to members are computed as 66⅔% of state paid salary at retirement for district attorneys and superior court judges and 66⅔% of the average over 24 consecutive months for trial judges and solicitors, plus 1% for each year of credited service over 16 years, not to exceed 24 years. Early retirement benefits paid to members are computed as the pro rata portion of the normal retirement benefit, based on service not to exceed 16 years. Death, disability, and spousal benefits are also available.

Contributions and Vesting

Members are required to contribute 7.5% of their annual salary plus an additional 2.5% of their annual salary if spousal benefit is elected. Employer contributions are actuarially determined and approved and certified by the GJRS Board of Trustees.

EMPLOYEES' RETIREMENT SYSTEM OF GEORGIA

(Including All Plans and Funds Administered by the
Employees' Retirement System of Georgia)
(A Component Unit of the State of Georgia)

Notes to Financial Statements

June 30, 2010

Employer contributions required for fiscal year 2010 were based on the June 30, 2007 actuarial valuation as follows:

Employer:	
Normal	12.05%
Accrued liability	<u>(8.20)</u>
Total	<u><u>3.85%</u></u>

Members become vested after ten years of creditable service. Upon termination of employment, member contributions with accumulated interest are refundable upon request by the member. However, if an otherwise vested member terminates and withdraws his/her member contributions, the member forfeits all rights to retirement benefits.

The employer contributions are projected to liquidate the actuarial accrued funding excess within 10 years, based upon the actuarial valuation at June 30, 2009, assuming that the amount of accrued liability payment increases 3.75% each year.

- (e) The GMPF is a single-employer defined benefit pension plan established on July 1, 2002 by the Georgia General Assembly for the purpose of providing retirement allowances and other benefits for members of the Georgia National Guard (National Guard). The ERS Board of Trustees administers the GMPF.

Membership

As of June 30, 2010, GMPF had 480 retirees and beneficiaries currently receiving benefits. Active and inactive plan member information is maintained by one employer, the Georgia Department of Defense.

Benefits

A member becomes eligible for benefits upon attainment of age 60, with 20 or more years of creditable service (including at least 15 years of service as a member of the National Guard), having served at least 10 consecutive years as a member of the National Guard immediately prior to discharge, and having received an honorable discharge from the National Guard.

The retirement allowance is payable for life in the amount of \$50 per month, plus \$5 per month for each year of creditable service in excess of 20 years. The maximum benefit is \$100 per month.

Contributions and Vesting

Employer contributions are actuarially determined and approved and certified by the ERS Board of Trustees. There are no member contributions required.

EMPLOYEES' RETIREMENT SYSTEM OF GEORGIA

(Including All Plans and Funds Administered by the
Employees' Retirement System of Georgia)
(A Component Unit of the State of Georgia)

Notes to Financial Statements

June 30, 2010

Employer contributions required for the year ended June 30, 2010 were \$119.30 per active member and were based on the June 30, 2007 actuarial valuation.

A member becomes vested after 20 years of creditable service (including at least 15 years of service as a member of the National Guard), having served at least 10 consecutive years as a member of the National Guard immediately prior to discharge, and having received an honorable discharge from the National Guard.

The employer contributions are projected to liquidate the unfunded actuarial accrued liability within 20 years, based upon the actuarial valuation at June 30, 2009.

- (f) SEAD-Active was created in 2007 by the Georgia General Assembly to amend Title 47 of the Official Code of Georgia Annotated, relating to retirement, so as to establish a fund for the provision of term life insurance to active members of ERS, LRS, GJRS, and SCJRF. Effective January 1, 2009, members of ERS under the GSEPS plan are not eligible for term life insurance. The SEAD-Active trust fund accumulates in the fund the premiums received from the aforementioned retirement systems, including interest earned on deposits and investments of such payments from active members.

Employee contribution rates of 0.05% and 0.02% of members' salaries for old plan members and new plan members, respectively, were appropriated for the fiscal year ending June 30, 2010. There were no employer contribution rates required for the fiscal year ended June 30, 2010. Old plan members were hired prior to July 1, 1982, and new plan members were hired on or after July 1, 1982, but prior to January 1, 2009.

According to the policy terms covering the lives of members, insurance coverage is provided on a monthly, renewable term basis, and no return premiums or cash value are earned. The net assets represent the excess accumulation of investment income and premiums over benefit payments and expenses and are held as a reserve for payment of death benefits under existing policies.

- (g) SEAD-OPEB was created in 2007 by the Georgia General Assembly to amend Title 47 of the Official Code of Georgia Annotated, relating to retirement, so as to establish a fund for the provision of term life insurance to retired and vested inactive members of ERS, LRS, GJRS, and SCJRF. The SEAD-OPEB trust fund accumulates in the fund the premiums received from the aforementioned retirement systems, including interest earned on deposits and investments of such payments from retired and vested inactive members.

Employee contribution rates of 0.45% and 0.23% of members' salaries for old plan members and new plan members, respectively, were appropriated for the fiscal year ending June 30, 2010. There were no employer contribution rates required for the fiscal year ended June 30, 2010. Old plan members were hired prior to July 1, 1982, and new plan members were hired on or after July 1, 1982.

EMPLOYEES' RETIREMENT SYSTEM OF GEORGIA

(Including All Plans and Funds Administered by the
Employees' Retirement System of Georgia)
(A Component Unit of the State of Georgia)

Notes to Financial Statements

June 30, 2010

According to the policy terms covering the lives of members, insurance coverage is provided on a monthly, renewable term basis, and no return premiums or cash value are earned. The net assets represent the excess accumulation of investment income and premiums over benefit payments and expenses and are held as a reserve for payment of death benefits under existing policies.

- (h) SCJRF is a single-employer defined benefit pension plan established by the Georgia General Assembly in 1945 for the purpose of providing retirement benefits to the superior court judges of the state of Georgia. SCJRF is directed by its own Board of Trustees. The Boards of Trustees for ERS and SCJRF entered into a contract for ERS to administer the plan effective July 1, 1995.

Membership

As of June 30, 2010, SCJRF had 27 retirees and beneficiaries currently receiving benefits and no active members. No new members are allowed into SCJRF.

Benefits

The normal retirement for SCJRF is age 68, with 19 years of creditable service, with a benefit of two-thirds the salary paid to superior court judges. A member may also retire at age 65, with a minimum of 10 years of creditable service, with a benefit of one-half the salary paid to superior court judges. Death, disability, and spousal benefits are also available.

Contributions and Vesting

Employer contributions are not actuarially determined, but are provided on an as-needed basis to fund current benefits.

- (i) DARF is a defined benefit pension plan established by the Georgia General Assembly in 1949 for the purpose of providing retirement benefits to the district attorneys of the state of Georgia. DARF is directed by its own Board of Trustees. The Boards of Trustees for ERS and DARF entered into a contract for ERS to administer the plan effective July 1, 1995.

Membership

As of June 30, 2010, DARF had 7 retirees and beneficiaries currently receiving benefits and no active members. No new members are allowed into DARF.

Benefits

Persons appointed as district attorney emeritus shall receive an annual benefit of \$15,000, or one-half of the state salary received by such person as a district attorney for the calendar year immediately prior to the person's retirement, whichever is greater.

Contributions and Vesting

Employer contributions are not actuarially determined, but are provided on an as-needed basis to fund current benefits.

EMPLOYEES' RETIREMENT SYSTEM OF GEORGIA

(Including All Plans and Funds Administered by the
Employees' Retirement System of Georgia)
(A Component Unit of the State of Georgia)

Notes to Financial Statements

June 30, 2010

- (j) GDCP is a defined contribution plan established by the Georgia General Assembly in July 1992 for the purpose of providing retirement allowances for state employees who are not members of a public retirement or pension system and do not participate in Social Security. GDCP is administered by the ERS Board of Trustees.

Membership

As of June 30, 2010, participation in GDCP is as follows:

Retirees and beneficiaries currently receiving benefits	1
Terminated employees entitled to benefits but not yet receiving benefits	100,516
Active plan members	16,502
	<hr/>
Total	117,019
	<hr/> <hr/>
Employers	378

Benefits

A member may retire and elect to receive periodic payments after attainment of age 65. The payments will be based upon mortality tables and interest assumptions adopted by the ERS Board of Trustees. If a terminated member has less than \$5,000 credited to his/her account, the ERS Board of Trustees has the option of requiring a lump-sum distribution to the member. Upon the death of a member, a lump-sum distribution equaling the amount credited to his/her account will be paid to the member's designated beneficiary.

Contributions

Members are required to contribute 7.5% of their annual salary. There are no employer contributions. Earnings will be credited to each member's account as adopted by the ERS Board of Trustees. Upon termination of employment, the amount of the member's account is refundable upon request by the member.

- (k) The 401(k) Plan was established by the State of Georgia Employee Benefit Plan Council (the Council) in accordance with Georgia Law 1985, as amended, Official Code of Georgia, Sections 45-18-50 through 45-18-58, and Section 401(k) of the Internal Revenue Code (IRC). On October 1, 1994, activity commenced when the 401(k) Plan became available to employees of the State of Georgia Community Service Boards (CSBs). On December 1, 1998, the 401(k) Plan became available to employees of the Georgia Lottery Corporation (GLC). On July 1, 2005, the Plan became available to employees of Fayette County Board of Education; on July 1, 2006, the Plan became available to employees of Walton County Board of Education; and on January 1, 2010 the Plan became available to employees of Henry County Board of Education.

Effective July 1, 1998, the State of Georgia Employee's Deferred Compensation Group Trust (Master Trust) was formed for the State of Georgia Deferred Compensation Program to serve as the

EMPLOYEES' RETIREMENT SYSTEM OF GEORGIA

(Including All Plans and Funds Administered by the
Employees' Retirement System of Georgia)
(A Component Unit of the State of Georgia)

Notes to Financial Statements

June 30, 2010

funding medium for the 401(k) Plan. At that time, the 401(k) Plan began operating on an employee elective deferral basis for all state employees working at least 1,000 hours in a 12-month period. All assets of the 401(k) Plan are held in trust for the exclusive benefit of the participants and their beneficiaries. The assets of the 401(k) Plan and the State of Georgia Employees' Deferred Compensation 457 Plan are commingled in the Master Trust with the respective trusts owning units of the Master Trust. Participant contributions are invested according to the participant's investment election. If the participant does not make an election, investments are automatically defaulted to a Lifecycle fund based on the participant's date of birth.

Effective July 1, 2005 (HB275), ERS became the trustee of the 401(k) Plan. ING LLC and State Street Bank and Trust Company hold, administer, and invest the assets of the Master Trust.

Contributions and Vesting

Participating CSBs, the GLC and Walton and Henry County Boards of Education offer employer contributions to eligible employees of up to 7.5% of base salary (limited to a maximum of \$245,000 base salary for 2009 and 2010) as either a contribution matching employee elective contributions or an automatic contribution regardless of employee participation. As of January 1, 2009 individual participants may defer up to 80% of eligible compensation, or up to limits prescribed by the IRC (whichever is less).

Effective January 1, 2009, in accordance with O.C.G.A. 47-2-350 through 47-2-360, newly hired state employees, as well as rehired state employees who did not maintain eligibility for the ERS "old" or "new" plan, are members of the Georgia State Employees' Pension and Savings Plan (GSEPS). The GSEPS plan includes automatic enrollment in the 401(k) plan at a contribution rate of 1% of salary, along with a matching contribution from the state. The state will match 100% of the employee's initial 1% contribution. Employees can elect to contribute up to an additional 4% and the state will match 50% of the additional 4% of salary. Therefore, the state will match 3% against the employee's 5% total savings. Contributions greater than 5% do not receive any matching funds. Employees who are not participants of the GLC, CSB, or GSEPS plans do not receive any employer contributions in their 401(k) plan.

All employer contributions are subject to a vesting schedule, which determines eligibility to receive all or a portion of the employer contribution balance at the time of any distribution from the account after separation from all state service. Vesting is determined based on the following schedule:

Less than 1 year	—%
1	20
2	40
3	60
4	80
5 or more years	100

EMPLOYEES' RETIREMENT SYSTEM OF GEORGIA

(Including All Plans and Funds Administered by the
Employees' Retirement System of Georgia)
(A Component Unit of the State of Georgia)

Notes to Financial Statements

June 30, 2010

For CSB/GLC participants whose services terminated prior to January 1, 2010 but after December 31, 2001, the following vesting schedule applies:

Less than 2 years	—%
2	20
3	40
4	60
5	80
6 or more years	100

For CSB/GLC participants whose services terminated prior to January 1, 2002, the following vesting schedule applies:

Less than 3 years	—%
3	20
4	40
5	60
6	80
7 or more years	100

Employee contributions and earnings thereon are 100% vested at all times. The 401(k) Plan also allows participants to roll over amounts from other qualified plans to their respective account in the 401(k) Plan on approval by the 401(k) Plan Administrator. Such rollovers are 100% vested at the time of transfer.

Distributions

The participant may receive the value of their vested accounts upon attaining age 59.5, qualifying financial hardship, or retirement or other termination of service (employer contribution balances are only eligible for distribution upon separation from service). Upon the death of a participant, his or her beneficiary shall be entitled to the vested value of his or her accounts. Distributions are made in installments or in a lump sum.

- (I) The 457 Plan was established by the State Personnel Board in accordance with Georgia laws 1974, page 198 as amended, Official Code of Georgia, Sections 45-18-30 through 45-18-36, and Section 457 of the Internal Revenue Code (IRC). The 457 Plan is available to employees of the State of Georgia and county health departments and permits such employees to defer a portion of their annual salary until future years. Employee contributions and earnings thereon are 100% vested at all times.

Effective July 1, 1998, the State of Georgia Employee's Deferred Compensation Group Trust (Master Trust) was formed for the State of Georgia Deferred Compensation Program to serve as the funding medium for the 457 Plan. All assets of the 457 Plan are held in trust for the exclusive benefit

EMPLOYEES' RETIREMENT SYSTEM OF GEORGIA

(Including All Plans and Funds Administered by the
Employees' Retirement System of Georgia)
(A Component Unit of the State of Georgia)

Notes to Financial Statements

June 30, 2010

of the participants and their beneficiaries. The assets of the 457 Plan and the State of Georgia Employees' Deferred Compensation 401(k) Plan are commingled in the Master Trust with the respective trusts owning units of the Master Trust. Participant contributions are invested according to the participant's investment election. If the participant does not make an election, investments are automatically defaulted to a Lifecycle fund based on the participant's date of birth.

Effective July 1, 2005 (HB275), ERS became the trustee of the 457 Plan. ING LLC and State Street Bank and Trust Company hold, administer, and invest the assets of the Master Trust.

Distributions

The balance in the employee's account in the 457 Plan is not available to the employee until termination, retirement, death, or unforeseeable emergency as defined in the 457 Plan.

(3) Significant Accounting Policies and System Asset Matters

(a) Basis of Accounting

The System's basic financial statements are prepared on the accrual basis of accounting. Contributions from the employers and members are recognized as additions in the period in which the members provide services. Retirement benefits and refund payments are recognized as deductions when due and payable.

(b) Investments

Investments are reported at fair value. Short-term investments are reported at cost, which approximates fair value. Securities traded on a national or international exchange are valued at the last reported sales price. Investment income is recognized as earned by the System. There are no investments in, loans to, or leases with parties related to the System.

The System utilizes various investment instruments. Investment securities, in general, are exposed to various risks, such as interest rate, credit, and overall market volatility. Due to the level of risk associated with certain investment securities, it is reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect the amounts reported in the financial statements.

(c) Capital Assets

Capital assets, including software development costs, are stated at cost less accumulated depreciation. The capitalization thresholds are \$100,000 for buildings and building improvements and \$5,000 for equipment and vehicles. Depreciation on capital assets is computed using the straight-line method over estimated useful lives of five to forty years. Depreciation expense is included in administrative expenses. Maintenance and repairs are charged to administrative expenses when incurred. When assets are retired or otherwise disposed of, the costs and related accumulated depreciation are removed from the accounts, and any resulting gain or loss is reflected in the statements of changes in net assets in the period of disposal.

EMPLOYEES' RETIREMENT SYSTEM OF GEORGIA

(Including All Plans and Funds Administered by the
Employees' Retirement System of Georgia)
(A Component Unit of the State of Georgia)

Notes to Financial Statements

June 30, 2010

(d) Use of Estimates

The preparation of financial statements in conformity with U.S. generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of net assets and changes therein. Actual results could differ from those estimates.

(4) Investment Program

The System maintains sufficient cash to meet its immediate liquidity needs. Cash not immediately needed is invested in either short-term or long-term investment securities as directed by the Board of Trustees. All investments are held by agent custodial banks in the name of the System.

Cash

Cash balances are fully insured through the Federal Deposit Insurance Corporation, an agency of the U.S. Government. Fiduciary accounts, such as those of the System, are granted \$250,000 of insurance coverage per participant in the System. Temporary cash on hand not committed for a specific purpose is invested overnight.

Investments

State statutes and the System's investment policy authorize the System to invest in a variety of short-term and long-term securities as follows:

(a) Short-Term

Short-term investments are authorized in the following instruments:

- Repurchase and reverse repurchase agreements, whereby the System and a broker exchange cash for direct obligations of the U.S. Government or obligations unconditionally guaranteed by agencies of the U.S. Government or U.S. corporations. The System or broker promises to repay the cash received, plus interest, at a specific date in the future in exchange for the same securities. The System held repurchase agreements of \$377,116,000 at June 30, 2010.
- U.S. Treasury obligations.

Other short-term securities authorized, but not currently used, are as follows:

- Commercial paper, with a maturity of 180 days or less. Commercial paper is an unsecured promissory note issued primarily by corporations for a specific amount and maturing on a specific day. The System considers for investment only commercial paper of the highest quality, rated P-1 and/or A-1 by national credit rating agencies.
- Master notes, an overnight security administered by a custodian bank and an obligation of a corporation whose commercial paper is rated P-1 and/or A-1 by national credit rating agencies.

EMPLOYEES' RETIREMENT SYSTEM OF GEORGIA

(Including All Plans and Funds Administered by the
Employees' Retirement System of Georgia)
(A Component Unit of the State of Georgia)

Notes to Financial Statements

June 30, 2010

Investments in commercial paper or master notes are limited to no more than \$500 million in any one name.

(b) Long-Term

Fixed income investments are authorized in the following instruments:

- U.S. and foreign government obligations. At June 30, 2010, the System held U.S. Treasury bonds of \$2,673,778,920 and international government bonds of \$195,899,890.
- Obligations unconditionally guaranteed by agencies of the U.S. Government. At June 30, 2010, the System held agency bonds of \$244,955,380.
- Corporate bonds with at least an "A" rating by a national rating agency. At June 30, 2010, the System held U.S. corporate bonds of \$1,302,714,400 and international corporate bonds of \$88,326,750.
- Private placements are authorized under the same general restrictions applicable to corporate bonds.

Mortgage investments are authorized to the extent that they are secured by first mortgages on improved real property located in the state of Georgia.

Equity securities are also authorized (in statutes) for investment as a complement to the System's fixed-income portfolio and as a long-term inflation hedge. By statute, no more than 65% of the total invested assets on a historical cost basis may be placed in equities. Equity holdings in any one corporation may not exceed 5% of the outstanding equity of the issuing corporation. The equity portfolio is managed by the Division of Investment Services (the Division), in conjunction with independent advisors. Buy/sell decisions are based on securities meeting rating criteria established by the Board of Trustees, in-house research considering such things as yield, growth, and sales statistics, and analysis of independent market research. Equity trades are approved and executed by the Division's staff. Common stocks eligible for investment are approved by the Investment Committee of the Board of Trustees before being placed on an approved list. The System held common stocks totaling \$7,870,483,513 at June 30, 2010.

The State of Georgia Employee's Deferred Compensation Group Trust (Master Trust) invests in various mutual funds, common collective trust funds, and separate accounts, as selected by participants. Each participant is allowed to select and invest contributions into 3 mutual funds, 7 common collective trust funds, and 4 separate accounts, as authorized by the Board of Trustees. Mutual funds, common collective trust funds, and separate accounts are reported at the fair value of participant balances.

Substantially all of the investments of ERS, PSERS, LRS, SCJRF, GJRS, GMPF, and SEAD are pooled into one common investment fund. Units in the pooled common investment fund are allocated to the respective plans, based upon the cost of assets contributed, and additional units are

EMPLOYEES' RETIREMENT SYSTEM OF GEORGIA

(Including All Plans and Funds Administered by the
Employees' Retirement System of Georgia)
(A Component Unit of the State of Georgia)

Notes to Financial Statements

June 30, 2010

allocated to the participating plans, based on the market value of the pooled common investment fund at the date of contribution. Net income of the pooled common investment fund is allocated monthly to the participating plans, based upon the number of units outstanding during the month.

The units and fair value of each plan's equity in the pooled common investment fund at June 30, 2010 were as follows (dollars in thousands):

	<u>Fair value</u>	<u>Units</u>
Employees' Retirement System	\$ 10,942,725	4,712,638
Public School Employees Retirement System	616,219	265,383
Legislative Retirement System	24,810	10,685
Georgia Judicial Retirement System	270,556	116,519
State Employees' Assurance Department-Active	155,913	67,146
State Employees' Assurance Department-OPEB	679,350	292,572
Georgia Military Pension Fund	6,635	2,857
Superior Court Judges Retirement Fund	751	323
	<u>\$ 12,696,959</u>	<u>5,468,123</u>

Credit Risk. Credit risk is the risk that an issuer or other counterparty to an investment will not fulfill its obligations to the Employees' Retirement System. State law limits investments to investment grade securities.

EMPLOYEES' RETIREMENT SYSTEM OF GEORGIA

(Including All Plans and Funds Administered by the
Employees' Retirement System of Georgia)
(A Component Unit of the State of Georgia)

Notes to Financial Statements

June 30, 2010

It is the System's investment policy to require that the bond portfolio be of high quality and chosen with respect to maturity ranges, coupon levels, refunding characteristics and marketability. The System's policy is to require that new purchases of bonds be restricted to high grade bonds rated no lower than "A" by any nationally recognized statistical rating organization. The quality ratings of investments in fixed income securities as described by Standard & Poor's and by Moody's Investors Service, which are nationally recognized statistical rating organizations, at June 30, 2010 is shown in the following chart.

**Quality Ratings of Fixed Income Investments
Held at June 30, 2010**

<u>Investment type</u>	<u>Standard & Poor's/Moody's quality rating</u>	<u>June 30, 2010 fair value</u>
Domestic obligations:		
U.S. Treasuries		\$ 2,673,778,920
U.S. Agencies	AAA/Aaa	244,955,380
Corporates	AAA/Aaa	63,056,880
	AA/Aa	846,828,750
	AA/A	282,956,070
	A/A	109,872,700
Total Corporates		<u>1,302,714,400</u>
International obligations:		
Governments	AAA/Aaa	95,426,370
	AA/Aa	100,473,520
Total Governments		<u>195,899,890</u>
Corporates	AA/Aaa	<u>88,326,750</u>
Total fixed income investments		<u>\$ 4,505,675,340</u>

The investment policy requires that repurchase agreements be limited to the purchase of U.S. Treasury or Agency obligations or corporate bonds rated no lower than "A" by any nationally recognized statistical rating organization with a market value in excess of funds advanced. As of June 30, 2010, the System held repurchase agreements of \$377,116,000.

Mutual funds, common collective trust funds, and separate accounts investments of the deferred compensation plans are not considered to have credit risk and do not require disclosure of credit risk rating.

Concentration of Credit Risk. Concentration of credit risk is the risk of loss that may be attributed to the magnitude of a government's investment in a single issue. On June 30, 2010, the System did not

EMPLOYEES' RETIREMENT SYSTEM OF GEORGIA

(Including All Plans and Funds Administered by the
Employees' Retirement System of Georgia)
(A Component Unit of the State of Georgia)

Notes to Financial Statements

June 30, 2010

have debt or equity investments in any one organization, other than those issued or guaranteed by the U. S. Government or its agencies, which represented greater than 5% of plan net assets.

Interest Rate Risk. Interest rate risk is the risk that changes in interest rates will adversely affect the fair value of an investment. While the System has no formal interest rate risk policy, active management of the bond portfolio incorporates interest rate risk to generate improved returns. This risk is managed within the portfolio using the effective duration method. This method is widely used in the management of fixed income portfolios and quantifies to a much greater degree the sensitivity to interest rate changes when analyzing a bond portfolio with call options, prepayment provisions, and any other cash flows. Effective duration makes assumptions regarding the most likely timing and amounts of variable cash flows and is best utilized to gauge the effect of a change in interest rates on the fair value of a portfolio. It is believed that the reporting of effective duration found in the table below quantifies to the fullest extent possible the interest rate risk of the System's fixed income assets.

**Effective Duration of Fixed Income Assets and
Repurchase Agreements by Security Type**

Fixed income and repurchase agreements security type	Market value June 30, 2010	Percent of all fixed income assets and repurchase agreements	Effective duration (years)
Domestic obligations:			
U.S. Treasuries	\$ 2,673,778,920	54.8%	6.0
U.S. Agencies	244,955,380	5.0	2.0
Corporates	1,302,714,400	26.7	4.3
International obligations:			
Governments	195,899,890	4.0	4.3
Corporates	88,326,750	1.8	3.0
Repurchase agreements	377,116,000	7.7	—
Total	\$ 4,882,791,340	100.0%	4.8*

* Total effective duration (years) does not include repurchase agreements.

Mutual funds, common collective trust funds, and separate investments of the deferred compensation plans are not considered to have interest rate risk and do not require disclosure of interest rate risk.

(5) Investments Lending Program

State statutes and Board of Trustees policies permit the System to lend its securities to broker-dealers with a simultaneous agreement to return the collateral for the same securities in the future. The System is presently involved in a securities lending program with major brokerage firms. The System lends equity and fixed income securities for varying terms and receives a fee based on the loaned securities' value.

EMPLOYEES' RETIREMENT SYSTEM OF GEORGIA

(Including All Plans and Funds Administered by the
Employees' Retirement System of Georgia)
(A Component Unit of the State of Georgia)

Notes to Financial Statements

June 30, 2010

During a loan, the System continues to receive dividends and interest as the owner of the loaned securities. The brokerage firms pledge collateral securities consisting of U.S. Government and agency securities, mortgage-backed securities issued by a U.S. Government agency, and corporate bonds. The collateral value must be equal to at least 102% to 115% of the loaned securities' value, depending on the type of collateral security.

Securities loaned totaled \$3,537,760,045 at fair value at June 30, 2010. The collateral value was equal to 105.7% of the loaned securities' value at June 30, 2010. The System's lending collateral was held in the System's name by the tri-party custodian.

Loaned securities are included in the accompanying combined statement of net assets since the System maintains ownership. The related collateral securities are not recorded as assets on the System's combined statements of net assets, and a corresponding liability is not recorded, since the System is deemed not to have the ability to pledge or trade the collateral securities. The System is deemed not to have the ability to pledge or sell the collateral securities, since the System's lending contracts do not address whether the lender can pledge or sell the collateral securities without a borrower default, the System has not previously demonstrated that ability, and there are no indications of the System's ability to pledge or sell the collateral securities.

(6) Operating Leases

The System leases copier machines and mailing equipment under long-term, noncancelable operating lease agreements. The leases expire at various dates through 2013 and provide for renewal options ranging from one year to five years. Lease expense totaled \$22,228 during 2010. The following is a schedule by years of future minimum rental payments required under operating leases in excess of one year as of June 30, 2010.

Fiscal year ending June 30:	
2011	\$ 12,100
2012	8,573
2013	1,267
2014	—
2015	—
	<hr/>
Total minimum payments required	\$ <u>21,940</u>

EMPLOYEES' RETIREMENT SYSTEM OF GEORGIA

(Including All Plans and Funds Administered by the
Employees' Retirement System of Georgia)
(A Component Unit of the State of Georgia)

Notes to Financial Statements

June 30, 2010

(7) Capital Assets

The following is a summary of capital assets and depreciation information as of and for the year ended June 30, 2010:

	Balance at June 30, 2009	Additions	Disposals	Balance at June 30, 2010
Capital assets:				
Land	\$ 944,225	—	—	944,225
Building	2,800,000	—	—	2,800,000
Equipment	1,363,979	152,116	—	1,516,095
Vehicles	13,381	—	—	13,381
Computer software	14,344,610	—	—	14,344,610
	<u>19,466,195</u>	<u>152,116</u>	<u>—</u>	<u>19,618,311</u>
Accumulated depreciation for:				
Building	(350,000)	(70,000)	—	(420,000)
Equipment	(745,108)	(212,959)	—	(958,067)
Vehicles	(4,633)	(1,911)	—	(6,544)
Computer software	(8,575,953)	(2,868,921)	—	(11,444,874)
	<u>(9,675,694)</u>	<u>(3,153,791)</u>	<u>—</u>	<u>(12,829,485)</u>
Capital assets, net	\$ <u>9,790,501</u>	<u>(3,001,675)</u>	<u>—</u>	<u>6,788,826</u>

During fiscal year 2010, the System did not experience any capital asset impairment loss with respect to the provisions of GASB Statement No. 42, *Accounting and Financial Reporting for Impairment of Capital Assets and for Insurance Recoveries*.

(8) Commitments and Contingencies

Employees' Retirement System of Georgia

In January 2007, multiple retirees filed a civil action in Fulton County Superior Court against the Employees' Retirement System of Georgia (ERS) seeking additional benefits retroactive to the time of their retirement dates for a class of those retirees who elected survivorship options and who retired during the preceding twenty-year period. Plaintiffs alleged that ERS did not use updated mortality tables in the calculation of their benefits. These claims were identical to those brought against the Teachers Retirement System of Georgia (TRS) under class action, by the same attorneys, in 2004. On February 19, 2009, the Court of Appeals issued a final ruling against TRS in favor of the plaintiffs and also denied the parties' motions for reconsideration. Because of this final decision against TRS, ERS has conceded liability on the breach of contract claim.

EMPLOYEES' RETIREMENT SYSTEM OF GEORGIA
(Including All Plans and Funds Administered by the
Employees' Retirement System of Georgia)
(A Component Unit of the State of Georgia)

Notes to Financial Statements

June 30, 2010

At June 30, 2009 management estimated a liability of approximately \$43 million based on the final judgment and estimated final payments. At June 30, 2010, there is no remaining liability related to this action.

The System is subject to legal actions in the ordinary course of its business. In the opinion of management, the System has adequate legal defenses with respect to such actions and their final outcome will not have a material adverse effect upon the financial status of the System.

Public School Employees Retirement System

On August 7, 2008, multiple retirees filed a civil action in Fulton County Superior Court against Public School Employees Retirement (PSERS) seeking additional benefits retroactive to the time of their retirement dates for a class of those retirees who elected survivorship options and who retired during the preceding twenty-year period. The case asserts the same claims as were asserted against the TRS and ERS above. Because of the final decision against TRS, PSERS has conceded liability on the breach of contract claim.

At June 30, 2009, management estimated a liability of approximately \$856,000 related to retroactive benefits and related attorneys' fees. At June 30, 2010 there is no remaining liability related to this action.

(9) Funded Status and Funding Progress

The funded status of each plan as of June 30, 2009, the most recent actuarial valuation date, is as follows (dollar amounts in thousands):

	Actuarial value of plan assets (a)	Actuarial accrued liability (AAL) entry age (b)	Unfunded AAL/ (funding excess) (b-a)	Funding ratio (a/b)	Annual covered payroll (c)	Unfunded AAL/(funding excess) as percentage of covered payroll [(b-a)/c]
ERS	\$ 13,613,606	15,878,022	2,264,416	85.7%	\$ 2,674,155	84.7%
PSERS ¹	769,618	823,232	53,614	93.5	N/A	N/A
LRS	30,303	23,523	(6,780)	128.8	3,780	(179.4)
GJRS	317,624	282,474	(35,150)	112.4	52,083	(67.5)
GMPP ²	6,413	21,021	14,608	30.5	N/A	N/A

¹ No statistics regarding covered payroll are available. Contributions are not based upon members' salaries, but are simply \$4.00 per member per month for nine months each fiscal year.

² No statistics regarding covered payroll are available. Active and inactive plan member information is maintained by the Georgia Department of Defense.

EMPLOYEES' RETIREMENT SYSTEM OF GEORGIA

(Including All Plans and Funds Administered by the
Employees' Retirement System of Georgia)
(A Component Unit of the State of Georgia)

Notes to Financial Statements

June 30, 2010

The schedules of funding progress, presented as required supplementary information (RSI) following the notes to the financial statements, present multiyear trend information about whether the actuarial values of plans assets are increasing or decreasing over time relative to the AALs for benefits.

Additional information as of the latest actuarial valuation follows:

	<u>ERS</u>	<u>PSERS</u>	<u>LRS</u>
Valuation date	June 30, 2009	June 30, 2009	June 30, 2009
Actuarial cost method	Entry age	Entry age	Entry age
Amortization method	Level percent of pay, open	Level dollar, open	Level dollar, open
Remaining amortization period	30 years	30 years	N/A
Asset valuation method	7-year smoothed market	7-year smoothed market	7-year smoothed market
Actuarial assumptions:			
Investment rate of return ¹	7.50%	7.50%	7.50%
Projected salary increases ¹	5.45%-9.25%	N/A	N/A
Postretirement cost-of-living adjustment	None	3.00% annually	3.00% annually
	<u>GJRS</u>	<u>GMPF</u>	
Valuation date	June 30, 2009	June 30, 2009	
Actuarial cost method	Entry age	Entry age	
Amortization method	Level percent of pay, open	Level dollar, open	
Remaining amortization period	10 years	20 years	
Asset valuation method	7-year smoothed market	7-year smoothed market	
Actuarial assumptions:			
Investment rate of return ¹	7.50%	7.50%	
Projected salary increases ¹	6.00%	N/A	
Postretirement cost-of-living adjustment	None	None	

¹ Includes inflation rate of 3.75% in 2010.

REQUIRED SUPPLEMENTARY SCHEDULES (UNAUDITED)

(See Accompanying Independent Auditors' Report)

EMPLOYEES' RETIREMENT SYSTEM OF GEORGIA

(Including All Plans and Funds Administered by the
Employees' Retirement System of Georgia)
(A Component Unit of the State of Georgia)

Required Supplementary Schedules

Schedules of Funding Progress

(In thousands)

(Unaudited)

	Actuarial valuation date	Actuarial value of plan assets (a)	Actuarial accrued liability (AAL) entry age (b)	Unfunded AAL/(funding excess) (b-a)	Funding ratio (a/b)	Annual covered payroll (c)	Unfunded AAL/(funding excess) as percentage of covered payroll [(b-a)/c]
Employees' Retirement System	6/30/2004	\$ 12,797,389	13,106,648	309,259	97.6%	\$ 2,445,619	12.6%
	6/30/2005	13,134,472	13,512,773	378,301	97.2	2,514,430	15.0
	6/30/2006	13,461,132	14,242,845	781,713	94.5	2,630,167	29.7
	6/30/2007	13,843,689	14,885,179	1,041,490	93.0	2,680,972	38.8
	6/30/2008	14,017,346	15,680,857	1,663,511	89.4	2,809,199	59.2
	6/30/2009	13,613,606	15,878,022	2,264,416	85.7	2,674,155	84.7
Public School Employees Retirement System ¹	6/30/2004	743,815	666,883	(76,932)	111.5	N/A	N/A
	6/30/2005	753,767	671,040	(82,727)	112.3	N/A	N/A
	6/30/2006	766,277	691,651	(74,626)	110.8	N/A	N/A
	6/30/2007	785,460	746,078	(39,382)	105.3	N/A	N/A
	6/30/2008	791,855	770,950	(20,905)	102.7	N/A	N/A
	6/30/2009	769,618	823,232	53,614	93.5	N/A	N/A
Legislative Retirement System	6/30/2004	27,892	22,023	(5,869)	126.6	3,402	(172.5)
	6/30/2005	28,462	23,531	(4,931)	121.0	3,586	(137.5)
	6/30/2006	29,172	23,407	(5,765)	124.6	3,602	(160.0)
	6/30/2007	30,049	24,357	(5,692)	123.4	3,688	(154.3)
	6/30/2008	30,706	24,454	(6,252)	125.6	3,778	(165.5)
	6/30/2009	30,303	23,523	(6,780)	128.8	3,780	(179.4)
Georgia Judicial Retirement System	6/30/2004	250,313	196,502	(53,811)	127.4	40,908	(131.5)
	6/30/2005	264,924	213,060	(51,864)	124.3	42,916	(120.9)
	6/30/2006	279,564	229,837	(49,727)	121.6	45,308	(109.8)
	6/30/2007	297,090	249,278	(47,812)	119.2	48,621	(98.3)
	6/30/2008	313,315	268,516	(44,799)	116.7	51,102	(87.7)
	6/30/2009	317,624	282,474	(35,150)	112.4	52,083	(67.5)
Georgia Military Pension Fund ²	6/30/2004	1,250	12,343	11,093	10.1	N/A	N/A
	6/30/2005	2,176	14,454	12,278	15.1	N/A	N/A
	6/30/2006	3,100	17,625	14,525	17.6	N/A	N/A
	6/30/2007	4,165	19,887	15,722	20.9	N/A	N/A
	6/30/2008	5,269	19,124	13,855	27.6	N/A	N/A
	6/30/2009	6,413	21,021	14,608	30.5	N/A	N/A

This data, except for annual covered payroll, was provided by the System's actuary.

¹ No statistics regarding covered payroll are available. Contributions are not based upon members' salaries, but are simply \$4.00 per member per month for nine months each fiscal year.

² No statistics regarding covered payroll are available. Active and inactive plan member information is maintained by the Georgia Department of Defense.

See accompanying notes to required supplementary schedules and accompanying independent auditors' report.

EMPLOYEES' RETIREMENT SYSTEM OF GEORGIA

(Including All Plans and Funds Administered by the
Employees' Retirement System of Georgia)
(A Component Unit of the State of Georgia)

Required Supplementary Schedules
Schedules of Employer Contributions
(In thousands)
(Unaudited)

	<u>Year ended June 30</u>	<u>State annual required contribution</u>	<u>Percentage contributed</u>
Employees' Retirement System	2004	\$ 245,388	100%
	2005	243,074	100
	2006	258,482	100
	2007	270,141	100
	2008	286,256	100
	2009	281,206	100
Public School Employees Retirement System	2004	833	100
	2005	833	100
	2006	3,634	100
	2007	6,484	100
	2008	2,866	100
	2009	5,529	100
Legislative Retirement System	2004	—	N/A
	2005	—	N/A
	2006	—	N/A
	2007	—	N/A
	2008	—	N/A
	2009	—	N/A
Georgia Judicial Retirement System	2004	1,558	100
	2005	1,594	100
	2006	1,683	100
	2007	1,778	100
	2008	2,395	100
	2009	1,703	100
Georgia Military Pension Fund	2004	617	100
	2005	891	100
	2006	891	100
	2007	1,005	100
	2008	1,103	100
	2009	1,323	100

This data was provided by the System's actuary.

See accompanying notes to required supplementary schedules and accompanying independent auditors' report.

EMPLOYEES' RETIREMENT SYSTEM OF GEORGIA

(Including All Plans and Funds Administered by the
Employees' Retirement System of Georgia)
(A Component Unit of the State of Georgia)

Notes to Required Supplementary Schedules

June 30, 2010

(1) Schedule of Funding Progress

The actuarial value of assets recognizes a portion of the difference between the fair value of assets and the expected actuarial value of assets, based on the assumed valuation rate of return. The amount recognized each year is 1/7th of the difference between fair value and expected actuarial value.

(2) Schedule of Employer Contributions

The required employer contributions and percent of those contributions actually made are presented in the schedule.

(3) Actuarial Assumptions

The information presented in the required supplementary schedules was determined as part of the actuarial valuations at the dates indicated. Additional information from the actuarial valuations for the most recent two-year period is as follows:

Employees' Retirement System:

Valuation date	June 30, 2009	June 30, 2008
Actuarial cost method	Entry age	Entry age
Amortization method	Level percent of pay, open	Level percent of pay, open
Remaining amortization period of the Unfunded actuarial accrued liability	30 years	26 years
Asset valuation method	7-year smoothed market	7-year smoothed market
Actuarial assumptions:		
Investment rate of return ¹	7.50%	7.50%
Projected salary increases ¹	5.45-9.25%	5.45-9.25%
Postretirement cost-of-living adjustment	None	None

Public School Employees Retirement System:

Valuation date	June 30, 2009	June 30, 2008
Actuarial cost method	Entry age	Entry age
Amortization method	Level dollar, open	Level dollar, open
Remaining amortization period of the Funding Excess	30 years	10 years
Asset valuation method	7-year smoothed market	7-year smoothed market
Actuarial assumptions:		
Investment rate of return ¹	7.50%	7.50%
Projected salary increases	N/A	N/A
Postretirement cost-of-living adjustment	3% annually	3% annually

EMPLOYEES' RETIREMENT SYSTEM OF GEORGIA

(Including All Plans and Funds Administered by the
Employees' Retirement System of Georgia)
(A Component Unit of the State of Georgia)

Notes to Required Supplementary Schedules

June 30, 2010

Legislative Retirement System:

Valuation date	June 30, 2009	June 30, 2008
Actuarial cost method	Entry Age	Entry Age
Amortization method	Level dollar, open	Level dollar, open
Remaining amortization period of the Funding Excess	N/A	N/A
Asset valuation method	7-year smoothed market	7-year smoothed market
Actuarial assumptions:		
Investment rate of return ¹	7.50%	7.50%
Projected salary increases	N/A	N/A
Postretirement cost-of-living adjustment	3% annually	3% annually

Georgia Judicial Retirement System:

Valuation date	June 30, 2009	June 30, 2008
Actuarial cost method	Entry age	Entry age
Amortization method	Level percent of pay, open	Level percent of pay, open
Remaining amortization period of the Funding Excess	10 years	14 years
Asset valuation method	7-year smoothed market	7-year smoothed market
Actuarial assumptions:		
Investment rate of return ¹	7.50%	7.50%
Projected salary increases ¹	6.00%	6.00%
Postretirement cost-of-living adjustment	None	None

Georgia Military Pension Fund:

Valuation date	June 30, 2009	June 30, 2008
Actuarial cost method	Entry age	Entry age
Amortization method	Level dollar, open	Level dollar, open
Remaining amortization period of the unfunded actuarial accrued liability	20 years	30 years
Asset valuation method	7-year smoothed market	7-year smoothed market
Actuarial assumptions:		
Investment rate of return ¹	7.50%	7.50%
Projected salary increases	N/A	N/A
Postretirement cost-of-living adjustment	None	None

¹ Includes inflation rate of 3.75% in 2009 and 3.75% in 2010.

ADDITIONAL INFORMATION

(See Accompanying Independent Auditors' Report)

EMPLOYEES' RETIREMENT SYSTEM OF GEORGIA
(Including All Plans and Funds Administered by the
Employees' Retirement System of Georgia)
(A Component Unit of the State of Georgia)

Administrative Expenses Schedule

Contributions and Expenses

Year ended June 30, 2010

(with comparative amounts for the year ended June 30, 2009)

(In thousands)

	2010	2009
Contributions:		
Employees' Retirement System	\$ 14,505	16,809
Public School Employees Retirement System	1,956	588
Legislative Retirement System	120	110
Georgia Judicial Retirement System	270	175
State Employees' Assurance Department – Active	22	22
State Employees' Assurance Department – OPEB	203	203
Georgia Defined Contribution Plan	1,110	310
401(k) Plan	829	1,028
457 Plan	2,115	1,769
Georgia Military Pension Fund	43	—
Superior Court Judges Retirement Fund	6	24
District Attorneys Retirement Fund	1	6
	21,180	21,044
Expenses:		
Personal services:		
Salaries and wages	5,045	4,887
Retirement contributions	514	511
FICA	358	354
Health insurance	1,043	621
Miscellaneous	35	33
	6,995	6,406
Communications:		
Postage	146	167
Publications and printing	25	47
Telecommunications	78	86
Travel	15	15
	264	315
Professional services:		
Accounting and investment services	5,044	4,802
Computer services	1,547	1,565
Contracts	2,528	2,538
Actuarial services	324	482
Medical services	164	153
Professional fees	150	115
Legal services	74	131
	9,831	9,786

EMPLOYEES' RETIREMENT SYSTEM OF GEORGIA
(Including All Plans and Funds Administered by the
Employees' Retirement System of Georgia)
(A Component Unit of the State of Georgia)

Administrative Expenses Schedule

Contributions and Expenses

Year ended June 30, 2010

(with comparative amounts for the year ended June 30, 2009)

(In thousands)

	2010	2009
Management fees:		
Building maintenance	\$ 636	636
Other services and charges:		
Temporary services	125	521
Supplies and materials	71	147
Repairs and maintenance	41	41
Courier services	11	14
Depreciation	3,154	3,125
Miscellaneous	48	49
Office equipment	4	4
	3,454	3,901
Total expenses	21,180	21,044
Net income	\$ —	—

See accompanying independent auditors' report.