



Oklahoma City Employee Retirement System

A Pension Trust Fund of Oklahoma City, Oklahoma

Comprehensive Annual Financial Report For the Fiscal Year Ended June 30, 2004

THE OKLAHOMA CITY EMPLOYEE RETIREMENT SYSTEM

A Pension Trust Fund of
Oklahoma City, Oklahoma

Board of Trustees

W. B. Smith, Chairman

Ken Culver, Vice-Chairman
Frances Kersey, Secretary (ex-officio)
Rhnea Stewart, Treasurer (ex-officio)
Dianna Berry
Paul Bronson
George Brooks
Dennis Spencer
Mary Fawcett
Susan McNitt
Catherine O'Connor
Steve Shafer
Deena Yates

Mayor and City Council

Mick Cornett, Mayor

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Larry McAtee
Brent Rinehart
Jerry W. Foshee
Ann Simank
Willa Johnson
Ward 8, Vacant

Comprehensive Annual Financial Report
for the Fiscal Year Ended June 30, 2004

Prepared by The Oklahoma City Finance Department, Accounting Services Division
Catharine A. Bush, Controller



OKLAHOMA CITY EMPLOYEE RETIREMENT SYSTEM

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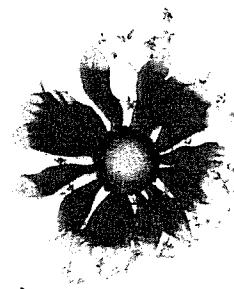
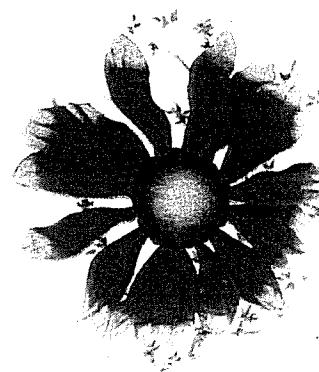
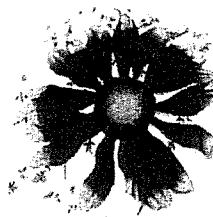
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OKLAHOMA CITY EMPLOYEE RETIREMENT SYSTEM

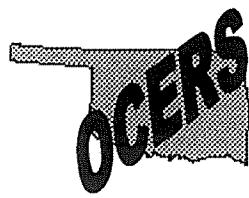
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Introductory Section



Oklahoma State Flower
Indian Blanket with Redbud



Oklahoma City Employee Retirement System

Board of Trustees

WB Smith

Legal Investigator
Chairman

Ken Culver
Vice Chair

Frances Kersey
City Clerk
Secretary

Rhnea Stewart
City Treasurer
Treasurer

Dianna Berry
Personnel Director

Paul Bronson
Business Manager

George Brooks
Unit Operations Manager III

Mary Fawcett
Retired

Susan McNitt
City Auditor

Catherine O'Connor
Assistant City Manager/
Finance Director

Steve Shafer

Dennis Spencer

Staff
Rena Hutton
Administrator

Debbie Hayes
Analyst

December 17, 2004

The Board of Trustees
Oklahoma City Employee Retirement System
Oklahoma City, Oklahoma 73102

I am pleased to present the Comprehensive Annual Financial Report (CAFR) of the Oklahoma City Employee Retirement System ("OCERS") for fiscal year ended June 30, 2004. During the past years OCERS has seen significant advances and celebrated numerous successes and the OCERS will continue to meet the challenges of tomorrow.

FINANCIAL INFORMATION

The OCERS' management is responsible for both the accuracy of the data and the completeness of the presentation of the financial statements, including all notes and disclosures. To the best of my knowledge and belief the enclosed data is accurate in all material aspects and is reported in a manner designed to fairly present the financial position of the OCERS. The OCERS' management is also responsible for establishing and maintaining an internal control structure designed to ensure that assets are protected from loss, theft, or misuse and to ensure that adequate accounting information is generated in order to prepare financial statements in conformity with generally accepted accounting principles (GAAP). The internal control structure is designed to provide reasonable, but not absolute, assurance that these objectives are met. Sufficient internal accounting controls exist to provide reasonable assurance regarding safekeeping of assets and fair presentation of the financial statements and supporting schedules.

PricewaterhouseCoopers, LLP, a firm of licensed certified public accountants have audited the OCERS' financial statements. The goal of the independent audit was to provide reasonable assurance that the financial statements of the OCERS for the fiscal year ended June 30, 2004 are free from material misstatement. The independent audit involved examining, on a test basis, evidence supporting the amounts and disclosures in the statements, assessing the accounting principles used and evaluating the overall financial statement presentation. The independent auditor concluded based upon the audit, that there was a reasonable basis for rendering an unqualified opinion that the OCERS's financial statements for the fiscal year ended June 30, 2004 are fairly presented in conformity with GAAP. The Report of Independent Auditors is presented as the first component of the Financial Section of this report.

June 30, 2004

GAAP requires that management provide a narrative introduction, overview and analysis to accompany the basic financial statements in the form of Management's Discussion and Analysis (MD&A). This letter of transmittal is designed to complement the MD&A and should be read in conjunction with it. The OCERS MD&A can be found immediately following the Report of Independent Auditors.

COMPREHENSIVE ANNUAL FINANCIAL REPORT

The CAFR is divided into five sections:

- The Introductory Section, which contains this letter of transmittal, Certificate of Excellence, Board of Trustees, along with the organizational structure, and the Chairman's Report;
- The Financial Section, which contains the Report of the Independent Auditors, Management's Discussion and Analysis (MD&A), the basic financial statements, related notes and required supplementary information regarding the funds administered by the OCERS;
- The Investment Section, which contains the report on investment activity, investment policy summary, investment results, asset allocation and various investment schedules;
- The Actuarial Section, which contains the Actuary's Disclosure Certification, a summary of actuarial assumptions and methods and various schedules of plan membership details; and
- The Statistical Section, which contains statistical information regarding the membership of the OCERS and comparative information regarding plan income and expenses.

PROFILE OF THE OCERS

The Oklahoma City Employee Retirement System was created under the authority granted by Chapter 11 of the Oklahoma State Statutes on January 21, 1958, to provide pension and survivor benefits to all full-time civilian employees of The City of Oklahoma City (The City). The benefit provisions of the OCERS are established by City Ordinance. The OCERS provides normal service retirement and early service retirement benefits for members who attain certain age and service requirements. Coverage for employment-connected (duty) disability benefits is immediate upon entry into the OCERS; while for non-duty-related injuries or illnesses, disability benefits are provided after attainment of fifteen years of service. Members are vested after five years of service and are eligible for benefits at their early or normal service retirement date. For additional information on benefit provisions see the Actuarial Section, Summary of Plan Provisions Evaluated or Considered.

FUNDING

A pension plan is said to be "well-funded" when it has enough money in reserve to meet all expected future obligations to its members. The OCERS funding objective is to meet long-term benefit promises through contributions that remain approximately level as a percent of member payroll. The greater the level of funding, the larger the ratio of assets accumulated to fund the actuarial accrued liabilities. Also, a better level of funding gives the members a higher degree of assurance that their pension benefits are secure. As of December 31, 2003, the OCERS had an actuarial asset value of \$374,192,000 and an actuarial accrued liability of \$391,023,000, resulting in an unfunded actuarial accrued liability of \$16,831,000.

June 30, 2004

The ratio of actuarial assets to actuarial accrued liabilities is 96%. The OCERS is considered "well-funded", even though not currently funded at a 100% level. The City's dedication to provide a financially sound plan for its members is illustrated in the "Solvency Test-Schedule of Funding Progress" found in the Actuarial Section of the CAFR. This illustration presents the accrued liabilities calculated according to the plan funding method and the historical progress made toward the funding of those liabilities. The "funded ratio" presents a positive indication of the financial strength of the OCERS.

FACTORS AFFECTING FINANCIAL CONDITION

As provided in the plan provisions, Section 40-95 of the Oklahoma City Municipal Code, the Board of Trustees is authorized to invest the plan assets and to take appropriate action regarding the investment, management, and custodianship of the plan assets. The investment responsibilities of the Board of Trustees include establishing reasonable investment objectives, developing investment policy guidelines, selecting investment managers, and evaluating performance results to assure adherence to guidelines and the achievement of objectives.

Primarily, an investment authority known as the "prudent person rule" governs the investments of the OCERS. The prudent person rule establishes a standard for all fiduciaries, which includes anyone who has authority with respect to the fund. The prudent person rule states that fiduciaries shall discharge their duties solely in the interest of the fund participants and beneficiaries and with the degree of diligence, care, and skill which prudent men and women would ordinarily exercise under similar circumstances in a like position. The Board of Trustees recognizes that the objective of a sound and prudent policy is to produce investment results, which will preserve the plan's assets, as well as maximize earnings consistent with long-term needs. Furthermore, through diversification of plan assets over several investment classifications, the Board of Trustees recognizes the need to maintain a balanced investment approach to not only maximize investment results but also to reduce risk. The Board of Trustees along with the investment advisor is involved in a thorough review of each investment manager and asset type to assure they are fulfilling their role in achieving total portfolio performance. It is important that each investment manager maintain their assigned investment style so the OCERS total portfolio is less likely to experience erratic market fluctuations. For fiscal year 2004, investments provided a 2.6 percent rate of return. The OCERS earned an annualized rate of return over the past three years of 3.6 percent and 4.0 percent over the last five years. As the Board of Trustees looks forward, it does not appear that financial markets, in the near future, will be replicating the long period of above average returns experienced in the prior decade. The financial markets will continue to change and the OCERS will have to be as diligent and proactive as it has been in the past. The Board of Trustees continues to monitor the cost of benefits as well as the financial stability of the OCERS to ensure all benefits promised are paid to our members.

June 30, 2004

AWARDS AND ACKNOWLEDGEMENTS

The Government Finance Officers Association of the United States and Canada (GFOA) awarded a Certificate of Achievement for Excellence in Financial Reporting to the Oklahoma City Employee Retirement System for its CAFR for the fiscal year ended June 30, 2003. Fiscal year 2003 was the fourth year that the OCERS submitted and achieved this prestigious award. In order to be awarded a Certificate of Achievement, a report must satisfy both generally accepted accounting principles and applicable legal requirements.

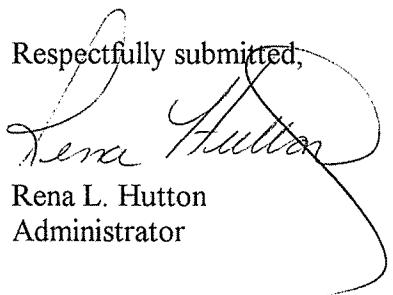
A Certificate of Achievement is valid for a period of one year only. I believe that our current CAFR continues to meet the Certificate of Achievement Program's requirements, and I am submitting it to the GFOA to determine its eligibility for another certificate.

The preparation of this report could not have been accomplished without the dedicated efforts of the City's Controller and her staff. I would like to express my appreciation to all who assisted and contributed to its preparation. I would also like to highlight that the OCERS opted for early implementation of GASB Statement No. 40, Deposit and Investment Risk Disclosures, as presented in the notes to the financial statements of this report. This Statement establishes and modifies disclosure requirements related to investment risk and deposit risk.

On behalf of the Board of Trustees, I would like to take this opportunity to express my gratitude to the City staff, OCERS advisors, and the many people who have worked so diligently to assure the successful operation of the Oklahoma City Employee Retirement System.

Respectfully submitted,

Rena L. Hutton
Administrator

A handwritten signature in black ink, appearing to read "Rena L. Hutton". The signature is fluid and cursive, with a large, stylized "R" at the beginning.

Certificate of Achievement for Excellence in Financial Reporting

Presented to

The Oklahoma City
Employee Retirement System

For its Comprehensive Annual

Financial Report

for the Fiscal Year Ended

June 30, 2003

A Certificate of Achievement for Excellence in Financial Reporting is presented by the Government Finance Officers Association of the United States and Canada to government units and public employee retirement systems whose comprehensive annual financial reports (CAFRs) achieve the highest standards in government accounting and financial reporting.



Nancy L. Ziehl

President

Jeffrey R. Ecker

Executive Director

The Board of Trustees is a policy-making body and is responsible for the OCERS' proper operation. The OCERS is administered under its guidance and direction, subject to such rules, regulations, and ordinances as adopted.

The Board consists of two ex-officio members, the City Treasurer and the City Clerk; two members from various City departments who are appointed by the City Council (Council); three members who have professional experience in investments and/or pension fund management who are appointed by Council; one member elected from the retired membership; three members elected from the active membership; and two members who serve by position, the Finance Director and the City Auditor. The Municipal Counselor's Office serves as the OCERS' legal advisor.

W. B. Smith, Chairman Legal Investigator	Elected by active membership Term expires June 30, 2006
Frances Kersey, Secretary City Clerk	Ex-Officio
Rhnea Stewart, Treasurer City Treasurer	Ex-Officio
Mary Fawcett	Elected by retired membership Term expires December 31, 2005
Dianna Berry Personnel Director	Appointed by the Council
Catherine O'Connor Assistant City Manager/Finance Director	By Position
Paul Bronson Business Manager	Appointed by the Council
Deena Yates Police Court Liaison	Elected by active membership Term expires June 30, 2005
George Brooks Unit Operations Manager	Elected by active membership Term expires June 30, 2007
Susan McNitt City Auditor	By Position
Steve Shafer	Appointed by the Council
Ken Culver	Appointed by the Council
Dennis Spencer	Appointed by the Council

Elected trustees from the active membership serve three-year terms. The elected trustee from the retiree membership serves a two-year term. Appointed trustees continue to serve until replaced by the Council. By position trustees continue to serve as long as they hold their position. There are no limitations on the number of terms an elected trustee may serve.

CONSULTING SERVICES

Legal Counsel

Municipal Counselor's Office
City of Oklahoma City
Amy Douglas

Davis, Graham & Stubbs LLP
Cindy Birley
Denver, Colorado

Actuary

Gabriel, Roeder, Smith & Company
Louise M. Gates
Southfield, Michigan

Investment Advisor

Asset Consulting Group, Inc.
Jason Pulos
George Tarlas
St. Louis, Missouri

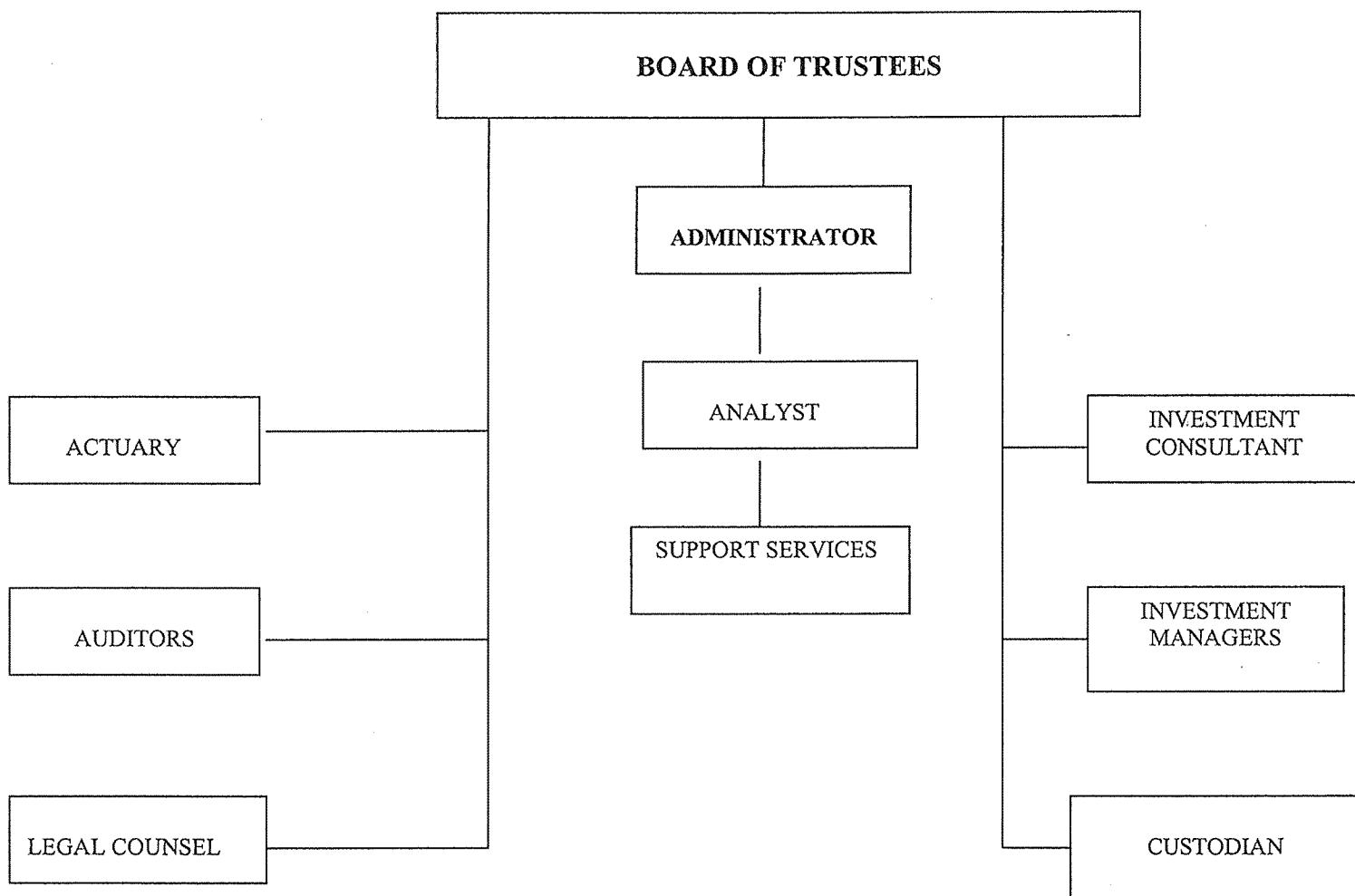
Medical Consultant

Independent Occupational Health Center
Dr. John Munneke, M.D.
Medical Director
Oklahoma City, Oklahoma

Independent Auditor

PricewaterhouseCoopers LLP
Tulsa, Oklahoma

See Investment Section for a list of investment professionals.





Oklahoma City Employee Retirement System

December 17, 2004

William B. Smith
Chairman

Rena L. Hutton
Administrator

Address:
420 West Main
Suite 343
Oklahoma City, Oklahoma
73102

Phone:
(405) 297-3413
(405) 297-2408

Fax:
(405) 297-2216

The Members of the Oklahoma City Employee Retirement System:

The Comprehensive Annual Financial Report provides a comprehensive overview of the Oklahoma City Employee Retirement System's (OCERS) financial position, funding activity and benefit payments during the past fiscal year. This report sets forth pertinent financial, investment, actuarial, and statistical data, and is available to all plan participants and the general public.

The Board realizes that proper, prudent, and faithful stewardship is necessary for the accumulation and preservation of assets needed to pay promised retirement benefits. Over the years, the Board has taken steps resulting in a positive financial position and a high level of security for the OCERS. The OCERS invests in various asset classes to provide a balanced investment approach, diversify plan assets and reduce risk. Through careful selection of our financial advisor and investment managers, the Board has achieved quality investment performance for its assets when compared to other public retirement systems.

The OCERS also continues to improve communication with our members by providing personalized retirement statements and personal interviews with the OCERS Administrator. Opportunities for improvements to the OCERS financial strength and membership benefits are continuously identified and evaluated by the Board.

On behalf of the Board, and the OCERS' staff I would like to take this opportunity to extend a special note of thanks to our membership for their support and constructive input during the past year. Additionally, I would like to thank the many dedicated consultants who provide valuable information to the Board. And finally, I would like to recognize the support provided by the Mayor, City Council and City management in helping the OCERS provide a financially secure retirement future for its members.

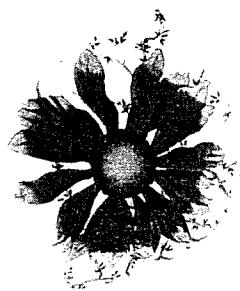
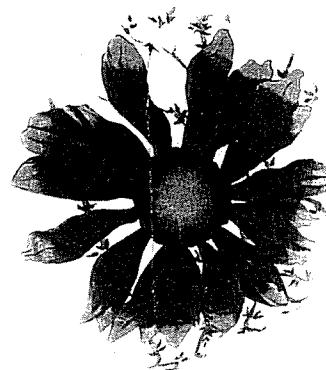
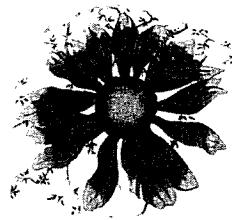
Sincerely,

A handwritten signature in black ink, appearing to read "William B. Smith".

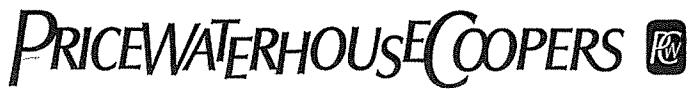
William B. Smith, Chairman
Oklahoma City Employee Retirement System

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Financial Section



Oklahoma State Flower
Indian Blanket with Redbud



PricewaterhouseCoopers LLP
Two Warren Place
6120 South Yale Avenue, Suite 1850
Tulsa OK 74136
Telephone (918) 524 1200
Facsimile (918) 524 1300

Report of Independent Auditors

The Board of Trustees
Oklahoma City Employee Retirement System

In our opinion, the accompanying statements of plan net assets and the related statements of changes in plan net assets present fairly, in all material respects, the financial position of the Oklahoma City Employee Retirement System (the "OCERS") at June 30, 2004 and 2003, and the changes in its financial position for the years then ended, in conformity with accounting principles generally accepted in the United States of America. These financial statements are the responsibility of the OCERS' management; our responsibility is to express an opinion on these financial statements based on our audits. We conducted our audits of these statements 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 of America, which require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, and evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In accordance with *Government Auditing Standards*, we have also issued our report dated November 10, 2004, on our consideration of the OCERS' internal control over financial reporting and on our tests of its compliance with certain provisions of laws, regulations, contracts and grants for the year ended June 30, 2003. That report is an integral part of an audit performed in accordance with *Government Auditing Standards* and should be read in conjunction with this report in considering the results of our audit.

Our audit was conducted for the purpose of forming an opinion on the basic financial statements taken as a whole. The supplementary schedules on page 25 are presented for the purposes of additional analysis and are not a required part of the basic financial statements of the OCERS. Such information has been subjected to the auditing procedures applied in the audit of the basic financial statements and, in our opinion, is fairly presented in all material respects in relation to the basic financial statements taken as a whole.

The management's discussion and analysis and other required supplementary information on pages 12 through 14 and page 24, respectively, are not a required part of the basic financial statements but are supplementary information required by the Governmental Accounting Standards Board. We have applied certain limited procedures, which consisted principally of inquiries of management regarding the methods of measurement and presentation of supplementary information. However, we did not audit the information and express no opinion on it. The other information, listed in the table of contents under the Introductory, Investment, Actuarial and Statistical Section, has not been audited by us and, accordingly, we express no opinion on such data.

PricewaterhouseCoopers LLP

November 10, 2004

MANAGEMENT'S DISCUSSION AND ANALYSIS

Within this section of the Oklahoma City Employee Retirement System (OCERS) annual financial report, the OCERS management provides narrative discussion and analysis of the financial activities of the OCERS for the fiscal year ended June 30, 2004. The financial performance of the OCERS is discussed and analyzed within the context of the accompanying financial statements and disclosure following this section. Introductory information is available in the transmittal letter which precedes *Management's Discussion and Analysis*. The OCERS is a pension trust of the City of Oklahoma City (City).

Financial Highlights

- OCERS net assets reported in the financial statements are \$407,403,960 for the fiscal year reported. This compares to the previous year when net assets reported were \$359,246,694. These assets are held in trust to pay pension benefits to employees.
- The actuarial value of assets as of the December 31, 2003, actuarial report is \$374,192,000 as compared to the December 31, 2002, value of \$375,382,000.
- The fair value of OCERS investments at June 30, 2004, is \$432,229,308 compared to \$389,376,714 at June 30, 2003.
- The OCERS funded ratio of the actuarial accrued liability at December 31, 2003, was 96% compared to 101% at December 31, 2002.

Overview of the Financial Statements

Management's Discussion and Analysis introduces the OCERS basic financial statements. The basic financial statements include: (1) statements of plan net assets, (2) statements of changes in plan net assets, and (3) notes to the financial statements. The OCERS also includes in this report additional information to supplement the basic financial statements.

Basic Financial Statements

The OCERS annual report includes two basic financial statements. These statements provide both long-term and short-term information about the overall status of the OCERS. Financial reporting for the OCERS uses a perspective similar to that found in the private sector with its basis in full accrual accounting.

The first of these basic statements is the *Statements of Plan Net Assets*. These statements present information that includes all of the OCERS assets and liabilities, with the difference reported as *net assets*. Over time, increases or decreases in net assets may serve as a useful indicator of whether the financial position of the OCERS as a whole is improving or deteriorating.

The second OCERS statement is the *Statements of Changes in Plan Net Assets* which reports how the OCERS net assets changed during the current fiscal year. All current year revenues and expenses are included regardless of when cash is received or paid.

The OCERS is a pension trust fund of the City. Pension trust resources are not available to fund City programs but are held in trust to pay retirement benefits to members.

Financial Analysis

The OCERS net assets at fiscal year end are \$407,403,960. This is an increase of \$48,157,266 over last year's net assets at fiscal year-end of \$359,246,694. The table on the following page provides a summary of net assets.

Summary of Net Assets

	<u>2004</u>	<u>2003</u>	2004-2003 Amount of Change	2004-2003 % Change	<u>2002</u>	2003-2002 Amount of Change	2003-2002 % Change
Cash	\$50,236	\$355,304	(\$305,068)	(85.86)%	\$453,314	(\$98,010)	(21.6)%
Receivables	641,069	771,201	(130,132)	(16.87)	997,604	(226,403)	(22.7)
Investments	432,229,308	389,376,714	42,852,594	11.01	338,046,061	51,330,653	15.2
Invested securities lending collateral	<u>24,951,760</u>	<u>5,984,945</u>	<u>18,966,815</u>	316.91	<u>61,237,332</u>	<u>(55,252,387)</u>	(90.2)
Total assets	457,872,373	396,488,164	61,384,209	15.48	400,734,311	(4,246,147)	(1.1)
Liabilities	<u>(50,468,413)</u>	<u>(37,241,470)</u>	<u>(13,226,943)</u>	35.52	<u>(62,102,939)</u>	<u>24,861,469</u>	40.0
Net assets	<u>\$407,403,960</u>	<u>\$359,246,694</u>	<u>\$48,157,266</u>	13.41	<u>\$338,631,372</u>	<u>\$20,615,322</u>	6.1

Market conditions had a significant impact on the OCERS performance through the 2004, 2003, and 2002 fiscal years as demonstrated in the table below summarizing the OCERS changes in net assets. The financial position of the OCERS declined during 2002 and rebounded in 2003 and 2004. These changes track with the economic and market changes over these periods. With the advice of OCERS actuaries, the OCERS Board adopted the "four year smoothed market" actuarial method many years ago. Market fluctuations are "smoothed" over time distributing volatile market shifts over the longer term consistent with the funding perspective of a retirement system. The funding status of the OCERS actuarial accrued liability declined slightly from the actuarial studies December 31, 2001, to December 31, 2002. The changes reflected in the actuarial funding status of the OCERS for December 31, 2002, are more significantly the consequence of benefit enhancements rather than the market volatility experienced in recent years. The actuarial funding status as of December 31, 2003, also reflects these benefit enhancements and the "smoothing" of market fluctuations over the last four years. Note on page 14 that the market has substantially improved during the 2004 fiscal year. However, previous years included in the four year span used for actuarial asset valuation purposes includes several years of declining markets.

Summary of Changes in Net Assets

	<u>2004</u>	<u>2003</u>	2004-2003 Amount of Change	2004-2003 % Change	<u>2002</u>	2003-2002 Amount of Change	2003-2002 % Change
Additions:							
Contributions	\$11,134,292	\$11,519,151	(\$384,859)	(3.34)%	\$11,197,605	\$321,546	2.9%
Investment income (loss)	51,221,881	22,101,375	29,120,506	131.76	(34,256,097)	56,357,472	164.5
Net income from securities lending activities	72,095	60,677	11,418	18.82	194,332	(133,655)	(68.8)
Other	<u>68,258</u>	<u>60,218</u>	<u>8,040</u>	13.35	<u>69,362</u>	<u>(9,144)</u>	<u>(13.2)</u>
Total additions	<u>62,496,526</u>	<u>33,741,421</u>	<u>28,755,105</u>	85.22	(22,794,798)	56,536,219	248.0
Deductions:							
Benefits	12,898,654	11,822,181	1,076,473	9.11	11,047,907	774,274	7.0
Refunds of contributions	1,229,398	1,018,628	210,770	20.69	983,063	35,565	3.6
Administrative expenses	<u>211,208</u>	<u>285,290</u>	<u>(74,082)</u>	(25.97)	<u>324,201</u>	<u>(38,911)</u>	<u>(12.0)</u>
Total deductions	<u>14,339,260</u>	<u>13,126,099</u>	<u>1,213,161</u>	9.24	<u>12,355,171</u>	<u>770,928</u>	6.2
Change in net assets	48,157,266	20,615,322	27,541,944	133.60	(35,149,969)	55,765,291	158.6
Beginning net assets	<u>359,246,694</u>	<u>338,631,372</u>	<u>20,615,322</u>	6.09	<u>373,781,341</u>	<u>(35,149,969)</u>	<u>(9.4)</u>
Ending net assets	<u>\$407,403,960</u>	<u>\$359,246,694</u>	<u>\$48,157,266</u>	13.41	<u>\$338,631,372</u>	<u>\$20,615,322</u>	6.1

Economic Factors

During the fiscal years ending June 30, 2004 and 2003, OCERS investment income realized a net gain of \$51.2 million and \$22.1 million, respectively. These gains are equivalent to 12.6% and 6.2% of the OCERS net assets at June 30, 2004 and 2003. These were primarily the result of the fluctuations prevalent in the financial markets. The chart on the following page shows the changes in some of the major indices.

Financial Market Summary

	June 30, 2004	June 30, 2003	2004-2003 <u>Change</u>	2004-2003 <u>% Change</u>	June 30, 2002	2003-2002 <u>Change</u>	2003-2002 <u>% Change</u>
S&P 500	1,140.84	974.50	166.34	17.07%	989.81	(15.31)	(1.55)%
S&P MidCap 400	607.69	408.95	198.74	48.60	489.52	(80.57)	(16.46)
S&P SmallCap 600	296.35	220.99	75.36	34.10	231.33	(10.34)	(4.47)
Dow Jones Industrial Average	10,435.48	8,985.44	1,450.04	16.14	9,243.30	(257.86)	(2.79)
NASDAQ	2,055.90	1,622.8	433.10	26.69	1,463.21	(159.59)	10.91
10 Year Bond Yield	4.69%	2.54%	2.15%	84.65	4.82%	(2.28)%	(47.30)

Diversification of investments is one of the primary means the OCERS uses to provide for moderating risk. The Investment Section of this report provides details on the types of investments, asset allocation, and investment approach that guide the OCERS investment decisions. The Investment Section also contains information on some of the specific investments held and their annual return over the last one, three, and five years. Also see Note II. A.

Contacting the OCERS Financial Management

This financial report is designed to provide a general overview of the OCERS finances, comply with finance-related laws and regulations, and demonstrate commitment to public accountability. If you have questions about this report or would like to request additional information, contact the City's Finance Department, Accounting Services Division, at 100 North Walker, Suite 300, Oklahoma City, Oklahoma 73102.

STATEMENTS OF PLAN NET ASSETS

June 30, 2004

(dollars are in thousands)

CITY OF OKLAHOMA CITY, OKLAHOMA

	2004	2003
ASSETS		
Pooled cash and cash equivalents-----	\$ -	\$82,626
Non-pooled cash-----	50,236	272,678
Total cash-----	<u>50,236</u>	<u>355,304</u>
Receivables:		
Interest and dividends-----	448,753	429,788
Contributions:		
Due from Oklahoma City-----	165,936	341,413
Other receivables-----	26,380	-
Total receivables-----	<u>641,069</u>	<u>771,201</u>
Investments, at fair value:		
Domestic common stock-----	49,916,264	36,185,142
Passive domestic common stock-----	168,315,239	151,534,240
Preferred stock-----	596,162	-
Government securities/fixed income-----	71,981,854	80,419,651
Passive bonds-----	77,934,986	66,628,754
International stock-----	19,982,823	12,285,784
Passive international stock-----	26,138,680	18,767,718
Treasury money market fund-----	15,477,415	22,060,115
Oklahoma city judgements-----	1,885,885	1,495,310
Total investments-----	<u>432,229,308</u>	<u>389,376,714</u>
Invested securities lending collateral-----	24,951,760	5,984,945
Total assets-----	<u>457,872,373</u>	<u>396,488,164</u>
LIABILITIES		
Accounts payable-----	879,248	568,963
Due to broker-----	24,603,720	30,662,890
Wages and benefits payable-----	7,964	6,121
Securities lending collateral-----	24,951,760	5,984,945
Compensated absences, current-----	7,855	11,680
Compensated absences, non-current-----	17,866	6,871
Total liabilities-----	<u>50,468,413</u>	<u>37,241,470</u>
Net assets held in trust for pension benefits (1)-----	<u>\$407,403,960</u>	<u>\$359,246,694</u>

(1) A schedule of funding progress for each plan is presented in the Required Supplementary Information section of this report.

See accompanying notes to financial statements.

STATEMENTS OF CHANGES IN PLAN**NET ASSETS**

year ended June 30, 2004

(dollars are in thousands)

CITY OF OKLAHOMA CITY, OKLAHOMA**ADDITIONS:**

Contributions:

	<u>2004</u>	<u>2003</u>
Employer	\$5,995,471	\$6,202,490
Plan members	5,138,821	5,316,661
Total contributions	11,134,292	11,519,151

Investment income:

Net appreciation in fair value of investments	49,960,238	15,285,253
Interest	1,800,198	6,917,451
Dividends	401,136	563,690
	52,161,572	22,766,394
Less: investment expense	(939,691)	(665,019)
Net investment income	51,221,881	22,101,375

From securities lending activities:

Securities lending income	270,658	632,227
Securities lending expenses:		
Borrower rebates	(177,493)	(539,048)
Management fees	(21,070)	(32,502)
Net income from securities lending activities	72,095	60,677
Other	68,258	60,218
Total additions	62,496,526	33,741,421

DEDUCTIONS:

Benefits	12,898,654	11,822,181
Refunds of contributions	1,229,398	1,018,628
Administrative expenses	211,208	285,290
Total deductions	14,339,260	13,126,099

Change in net assets	48,157,266	20,615,322
-----------------------------	-------------------	-------------------

Net assets held in trust for pension benefits:

Beginning of year	359,246,694	338,631,372
End of year	\$407,403,960	\$359,246,694

See accompanying notes to financial statements.

I. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

I. A. INTRODUCTION

The accounting and reporting framework and the more significant accounting principles and practices are discussed in subsequent sections of this Note. The remainder of the Notes are organized to provide explanations, including required disclosures, of the Oklahoma City Employee Retirement System (OCERS) financial activities for the fiscal year ended June 30, 2004. The OCERS implemented new reporting standards for deposit and investment disclosure. Comparability with reports of prior years will be affected. See Note II. A. 1.

I. B. BASIS OF PRESENTATION

I. B. 1. RELATIONSHIP TO THE CITY OF OKLAHOMA CITY, OKLAHOMA

The OCERS was authorized and created by Oklahoma City (City) ordinance on January 21, 1958, to hold funds in trust for its members. The purpose of the OCERS is to provide retirement benefits and disability allowances for substantially all full-time, civilian employees of the City and public trusts included in the City's reporting entity. Assets are held separately from the City and may be used only for the payment of benefits to the members. OCERS administers a single employer defined benefit pension plan. See Note III. for description of the plan.

The OCERS Board of Trustees (Board) is comprised of thirteen members. The City Council appoints two City employees or department heads from the various City departments. The City Council also appoints three members who have demonstrated professional experience relating to pension fund investment and management practices. The City Clerk serves as an ex-officio member (non-voting) and acts as the Clerk and Secretary of the Board. The City Auditor and Finance Director are members by position. Three members are elected by ballot of active City employees. One member is elected by ballot of retired City employees. The City Treasurer serves as an ex-officio member (non-voting) and acts as the Treasurer of the OCERS.

Method of Reporting in the City's Comprehensive Annual Financial Report (CAFR)

The OCERS is reported in the City's CAFR as a pension trust fund included in the City's primary government.

I. B. 2. MEASUREMENT FOCUS, BASIS OF ACCOUNTING, AND FINANCIAL STATEMENT PRESENTATION

Financial statements of the OCERS are prepared on the accrual basis in accordance with generally accepted accounting principles. Revenues are recognized when earned and expenses are recorded when incurred regardless of the timing of related cash flows. All assets and liabilities (both current and non-current) are included in the statement of net assets. Plan member contributions to the OCERS are recognized in the period in which the contributions are due. Employer contributions are recognized when due and the City has made a formal commitment to provide the contributions. Benefits and refunds are recognized when due and payable in accordance with the terms of the plan.

I. C. USE OF ESTIMATES

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

I. D. RISKS AND UNCERTAINTIES

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

I. E. ASSETS AND LIABILITIES

I. E. 1. CASH AND INVESTMENTS

The OCERS Board formally adopted investment policies. Provisions of the policies, the composition of OCERS investments with respective fair values, and additional cash and investment information are discussed in Note II. A. The OCERS classifies only cash as cash equivalents in order to properly report investment activity.

Investments are reported at fair value which is determined using selected bases. 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 at current exchange rates. Market quotations are as of June 30, 2004. Managed funds not listed on an established market are reported at estimated fair value as determined by the fund manager based on quoted sales prices of the underlying securities. The carrying amount of cash deposits reasonably estimates fair value.

For the years ended June 30, 2004 and 2003, net realized gains (losses) were \$16,959,151 and (\$3,780,192), respectively. Net realized gains (losses) are calculated independently of the calculation of net appreciation (depreciation) and include investments sold in the current year that had been held for more than one year for which unrealized gains and losses were reported in net appreciation (depreciation) in prior years.

I. E. 2. CAPITAL ASSETS AND EMPLOYEE LIABILITIES

The OCERS owns no significant capital assets and has two employees. Therefore, reporting and disclosures related to capital assets, depreciation, and employment liabilities are not material.

II. DETAIL NOTES ON ASSETS

II. A. DEPOSITS AND INVESTMENTS

Deposits

Custodial credit risk for deposits is the risk that in the event of a bank failure, the OCERS deposits may not be returned or the OCERS will not be able to recover collateral securities in the possession of an outside party. The OCERS policy does not formally address custodial credit risk for deposits. However, investment policy restricts uninvested cash to minimal balances generally covered by the Federal Deposit Insurance Corporation insurance (FDIC).

The OCERS cash is insured or collateralized with securities held by the OCERS, or its agent in the OCERS name.

Investments

OCERS investment policies provide for investment managers who have full discretion of assets allocated to them subject to the overall investment guidelines set out in the policy. Manager performance is reviewed by a consultant who provides reports to the governing board. Any changes in the investment management firm must be reported as they occur. Overall investment guidelines provide for diversification and allow investment in domestic and international common stocks, fixed income securities, cash equivalents, index funds, collective trust funds, mutual funds, and City judgements. Custodial credit risk policy provides for the engagement of a custodian who accepts possession of securities for safekeeping; collects and disburses income; collects

principal of sold, matured, or called items; and provides periodic accounting to the pension board. The OCERS holds \$262,221,007 in common stock or stock funds. Of this amount \$196,894,563 is held by the investment counterparty, not in the name of the OCERS or the City. The OCERS participates in securities lending. See subsequent securities lending disclosure for policy discussion. Securities lending short-term collateral of \$24,951,760 is held by the investment counterparty, not in the name of the OCERS.

OCERS investments are as follows:

<u>Types of investments</u>	2004			2003 (4)		
	Fair Value/ <u>Carrying Amount</u>	Cost	Ratings (1)	Effective Duration (2)	Fair Value/ <u>Carrying Amount</u>	Cost
Common stock:						
Domestic	\$48,071,086	\$37,402,807	NA	NA	35,288,442	32,622,284
International (5)	466,929	429,801	NA	NA	31,950,210	35,760,378
Government securities:						
U.S. Treasury notes	9,517,548	9,479,212	AAA	3.64	388,293	385,013
U.S. Treasury strips	964,327	985,496	AAA	3.64	1,056,675	1,007,268
U.S. Treasury bonds	10,223,526	10,264,613	AAA	3.64	5,086,615	4,755,139
Federal agency notes	3,469,307	3,477,432	AAA	1.26	450,600	462,063
Corporate obligations:						
Domestic	16,752,488	16,920,238	BBB	5.33	22,236,613	21,414,299
International (5)	-	-	NA	NA	3,237,453	3,025,137
Treasury money market fund (2)	15,477,415	15,477,415	4*s	53 days	22,060,115	22,060,115
Securities lending short-term collateral investments:						
Repurchase agreements	23,451,760	23,451,760	NA	NA	4,484,945	4,484,945
Master notes	1,500,000	1,500,000	NA	NA	1,500,000	1,500,000
Oklahoma City judgements	1,885,885	1,885,885	NA	NA	1,495,310	1,495,310
Mutual funds:						
Equity (5)	206,071,454	173,615,917	NA	NA	151,534,235	141,477,653
Bond	86,142,539	70,827,183	AA	4.66	78,138,712	62,993,039
Residential mortgage-backed securities (3)	26,082,144	25,841,688	AAA	3.87	25,939,804	25,963,427
Commercial mortgage-backed securities (3)	7,104,660	7,100,057	AAA	2.96	10,513,637	10,456,834
Total investments	<u>\$457,181,068</u>	<u>\$398,659,504</u>			<u>\$395,361,659</u>	<u>\$369,862,904</u>

(1) Ratings are provided where applicable to indicate associated **Credit Risk**. NA indicates not applicable.

(2) **Interest Rate Risk** is estimated using effective duration for investment types listed except for treasury money market which uses weighted average days to maturity.

(3) These include investments highly sensitive to interest rate changes. Applicable contractual terms include residential and commercial mortgage-backed securities.

(4) Ratings and effective duration are not available for fiscal year 2003.

(5) **Foreign Currency Risk** is the risk that changes in exchange rates will adversely affect the fair value of an investment. Investment in foreign equities is shown by monetary unit to indicate possible foreign currency risk as shown in the following table:

International securities	
German mark	\$64,203
Russian rouble	596,960
Peruvian Nuevo sol	191,880
Panamanian balboa	127,920
Columbian peso	149,240
Bulgarian lev	298,480
Brazilian real	703,560
Other	166,685
International mutual funds and similar securities	\$3,522,575

Assets allocation guidelines are as follows:

	<u>Minimum</u>	<u>OCERS Target</u>	<u>Maximum</u>
Equities			
Large Cap	30%	40%	50%
Small Cap	5	10	15
International	5	10	15
Fixed income (1)	30	40	50

(1) Fixed income includes cash.

OCERS policy provides risk parameters for various portfolio compositions. These address **credit risk, concentration of credit risk, interest rate risk, and foreign currency risk** applicable to the portfolio. OCERS contractually delegates portfolio management to investment managers based on these prescribed portfolio structures. Domestic equity securities (common stock or equivalent) must be traded on a major U.S. exchange and may include issues convertible to common stocks. International equity securities are non-U.S. issues whose principal markets are outside the U.S. In general, cash may not exceed more than 10% of any equity manager's portfolio. Portfolio parameters are as follows:

Large cap domestic portfolio investment in equity securities may not exceed 10% of an individual equity, 10% of the market value of the individual portfolio, or 10% of any company's outstanding equity.

Small cap portfolio investment in equity securities may not exceed 5% of an individual equity, 10% of the market value of the individual portfolio, or 5% of any company's outstanding equity.

International portfolio investment policy designates that no single stock may exceed 5% of the market value of the individual portfolio or 5% of any company's outstanding equity. Cash assets may be invested in short-term fixed income investments denominated in U.S. dollars or other foreign currencies. Fixed income should not exceed 10% of the individual portfolio.

Core fixed income investment may include any amount of U.S. government or U.S. government agencies obligations. Corporate bonds are diversified by industry and no more than 5% of any issuer. Mortgages and mortgage-backed securities are permitted. Bonds must have a minimum quality rating of BBB with overall portfolio average credit quality of AA or higher. International bonds may not exceed 20% of an individual portfolio and no more than 5% may be invested in one country. Convertible securities or preferred stock may not exceed 5% of the portfolio. Average option adjusted duration of the portfolio shall approximate the option adjusted duration of the relevant benchmark designated as the Lehman Brothers Aggregate Bond Index.

Core plus fixed income investment is structured to include 80-100% domestic securities and 0-20% high yield, emerging market, non-dollar securities which may include below investment grade corporate bonds. Other provisions are similar to the core fixed income portfolio with exceptions for bonds limited to 2% and neither cash or structured notes, as individual investment types, may exceed 5% of the total portfolio. Derivatives may be used on a limited basis to eliminate undesirable risk. No more than 5% of the portfolio will be invested in original futures margin and option premiums. Swap contracts may be executed with counterparties whose credit rating is A2/A or better. Average option adjusted duration of the portfolio shall approximate the option adjusted duration of the relevant benchmark designated as the Lehman Brothers Aggregate Bond Index, within a band of plus or minus 20%. On an ongoing basis, cash should not exceed 5% of the portfolio.

OCERS investment policy is more restrictive than the requirements of Oklahoma law found in Title 60 of the Oklahoma Statutes and the standards of the Oklahoma Uniform Prudent Investor Act. These statutes restrict public trust investing to the Prudent Investor Rule defined by Title 60 Oklahoma Statutes to consider the purposes, terms, distribution requirements, and other circumstances of the trust and to exercise reasonable care, skill, and caution. Investment decisions must be evaluated not in isolation, but in the context of the trust portfolio as a whole and as a part of the overall investment strategy having risk and return objectives reasonably suited to the trust.

Securities Lending Transactions

City ordinance and the Board of Trustees permit the OCERS to lend securities with a simultaneous agreement to return collateral for the same securities in the future with agent indemnification in the event of borrower default. Securities lent may consist of both equity and fixed income securities. Collateral may consist of cash or securities issued or guaranteed by the U.S. government or its agencies. The OCERS may use or invest cash collateral at its own risk. However, collateral other than cash may not be pledged, sold, or otherwise transferred without borrower default. During fiscal year 2004, substantially all collateral consisted of cash. The OCERS' securities custodial bank is the agent in lending the plan's securities for cash collateral of 102 percent. At year-end, the OCERS has no credit risk exposure to borrowers because the amounts the OCERS owes the borrowers exceed the amounts the borrowers owe the OCERS. The contract with the lending agent requires them to indemnify the OCERS if the borrowers fail to return the securities (and if the collateral is inadequate to replace the securities lent) or fail to pay the OCERS for

income distributions by the securities' issuers while the securities are on loan. Custodial credit risk for securities lending transactions is included in the previous discussion of OCERS policy.

All securities loans can be terminated on demand by either the OCERS or the borrower, although the average term of the loans is one day. The term to maturity of the securities loans is matched with the term to maturity of the investment of the cash collateral by investing in overnight repurchase agreements and master notes with overnight put provisions. The contract with the agent requires that the difference between the average weighted maturity of loan transactions and the average weighted maturity of permitted investments shall not exceed three days. Such matching existed at year-end. Net income produced from securities lending activities described above for fiscal year 2004 was \$25,919. The OCERS contractually delegates securities lending management. The market value of securities on loan as of June 30 was \$24,530,323, comprised of: \$2,591,882 of corporate obligations, \$565,000 of foreign obligations, \$6,290,285 of common stock, and \$15,083,156 of U. S. government securities.

The OCERS also receives securities lending income as a participant in one of the managed (mutual) funds it holds as an investment. Within the fund, the OCERS does not own or hold specific identifiable securities that may be loaned or any corresponding collateral received as the result of transactions. The OCERS is not a direct party to the securities lending agreement. Risks, loaned securities, collateral, or other securities lending terms cannot be specifically assigned to the OCERS as a participant in the managed fund. Selection of and participation in the managed fund inclusive of securities lending activity was approved by the OCERS Board of Trustees. OCERS income received from securities lending activities of the fund was \$46,176 for fiscal year 2004.

Derivatives

The OCERS is permitted to own derivative investments. However, OCERS investment policy restricts derivative investing with investment policy guidelines. Derivative investments comprise less than .5 percent of the OCERS portfolio.

II. B. RECEIVABLES FROM THE CITY

<u>Amount</u>			
<u>Employee</u>	<u>Employer</u>	<u>Total</u>	<u>Description</u>
\$228	\$266	\$494	General Fund – Juvenile Justice
28,474	33,220	61,694	General Fund
93	109	202	Parking Fund
766	893	1,659	Police Fund
129	150	279	Fire Fund
2,290	2,672	4,962	Emergency Management Fund
2,804	3,271	6,075	Airport Fund
3,199	3,732	6,931	Street and Alley Fund
1,107	1,291	2,398	Fleet Services Fund
300	350	650	Risk Management Fund
2,992	3,491	6,483	Information Technology Fund
120	140	260	Print Shop Fund
386	450	836	Maps Use Fund
2,948	3,439	6,387	Solid Waste Management Fund
9,631	11,236	20,867	Water Fund
6,621	7,725	14,346	Wastewater Fund
1,922	2,242	4,164	Drainage Fund
65	76	141	Police/Fire Equipment Use Tax Fund
1,839	2,145	3,984	Grants Management Fund
146	171	317	OCERS
1,215	1,087	2,302	Oklahoma City Public Property Authority – Hefner Golf Course
1,849	1,055	2,904	Oklahoma City Public Property Authority – Lincoln Golf Course
407	475	882	Oklahoma City Public Property Authority – Trosper Golf Course
6,249	7,404	13,653	Oklahoma City Public Property Authority – Earlywine Golf Course
754	880	1,634	Oklahoma City Public Property Authority – Stewart Golf Course
29	34	63	Asset Forfeiture Fund
362	422	784	Transportation Fund
270	315	585	City and Schools Sales Tax Fund
\$77,195	\$88,741	\$165,936	Totals

There are no receivables older than ninety days.

III. PLAN DESCRIPTION AND BENEFIT PROVISIONS

The OCERS is the administrator of a single employer defined benefit local government retirement plan for the City of Oklahoma City. See Note I. B. 1. Plan amendments and benefit provisions are established and amended by City Council action. Unless otherwise indicated, the information in this Note is provided as of the latest actuarial valuation, December 31, 2003. Actuarial valuations are performed annually.

Membership in the OCERS is as follows:

December 31, 2003

Active employees - nonvested	638
Active employees - vested	1,652
Retirees and beneficiaries currently receiving benefits	1,006
Terminated plan members entitled to but not yet receiving benefits	61

Summary of Benefit Provisions:

The OCERS was established by City Council Ordinance in 1958 to hold funds in trust to provide pension, disability, and survivor benefits to its members. Participants vest with five years of service and are eligible for benefits as described in the following summary:

30 years credited service regardless of age, or age 60 with 10 years (Pre March 1967 hires), or
25 years credited service regardless of age, or age 65 with 5 years (Post March 1967 hires), or
Age 55 with 5 years on a reduced basis, or
5 years service with benefits to begin at age 65 (60 with 10 years if Pre March 1967 hire)

Benefit provisions include both duty and non-duty disability retirement and death benefits. Average final compensation (AFC) determines the retirement benefit and is calculated as the highest 36 months of earned employee compensation (excluding compensation for unused vacation leave) during the last 60 months of service. Generally, the normal retirement benefit is 2% of AFC for each full year of service, plus 1/12 of 2% for each whole month of a partial year of service to a maximum of 100% of AFC. There are modifications to the normal retirement benefit for early and deferred retirement, duty and non-duty disability, and death benefits.

Post-Retirement Adjustments

Pensions may be adjusted annually for changes in the Consumer Price Index. The maximum adjustment is 4% compounded annually.

IV. CONTRIBUTION REQUIREMENTS, FUNDING POLICIES, AND RESERVES

Contribution requirements are actuarially determined and established by City Council ordinance. The employer contributes 7% and the employee contributes 6% of covered payroll. Administrative costs are funded with investment earnings.

There are no assets legally reserved for purposes other than the payment of plan member benefits. The OCERS held no individual investments (other than U.S. government and U.S. government guaranteed obligations) whose market value exceeds five percent or more of net assets available for benefits. There are no long-term contracts for contributions.

Annual Required Contributions

Actuarial assumptions and other information used to determine the annual required contributions (ARC) are located in the Required Supplementary Information and Supporting Schedules section of this report.

The OCERS actuary reported that the total computed contribution for the period July 1, 2004 through June 30, 2005 is 14.73 percent of covered payroll. However, pursuant to the retirement system ordinance, the total contribution rate for this period is 13

percent. This rate consists of 6 percent from member contributions and 7 percent from the City. This produces a difference of 1.73 percent of covered payroll. As of December 31, 2003, the OCERS actuarial accrued liability exceeds the actuarial value of plan assets and additional contributions are required to pay the unfunded accrued liability. An employer contribution rate of 7 percent will be made to the pension trust until January 1, 2006. The anticipated employer contribution is lower than the recommended amount for the 2005 fiscal year. In addition, it is likely to be lower than the recommended rate for the 2006 fiscal year. In accordance with the ordinance that the City adopted implementing plan design changes four years ago, the City will increase its contributions to the level required by the actuary in January 2006.

V. RELATED PARTY TRANSACTIONS

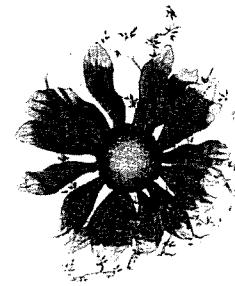
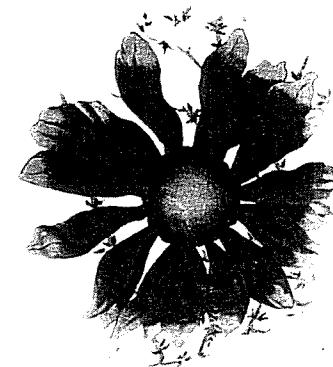
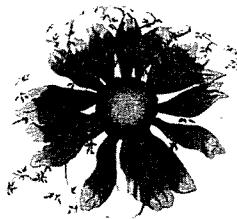
As of June 30, 2004 and 2003, the OCERS held judgements in the amounts of \$1,885,885 and \$1,495,310, respectively. The judgements earn 5.01 – 5.63% interest rates. State Statutes permit the OCERS to purchase judgements rendered against the City throughout the year. In November of each year, the City (through the property tax levy process) pays the OCERS for the principal amount and earned interest for each purchased judgement.

The OCERS reimburses the City for the cost of providing financial and other services. Amounts charged are expensed during the period incurred. For fiscal years ending June 30, 2004 and 2003, the OCERS reported charges for City services of \$16,186 and \$64,745, respectively.

The City also reimburses the OCERS for the cost of providing services. OCERS staff provided administrative services for the City's deferred compensation and defined contribution plans. However, responsibilities are contractually limited and the OCERS does not hold or administer these plan assets in a trustee capacity. Revenue for services is reported during the period earned. For fiscal years ending June 30, 2004 and 2003, the OCERS reported income for services of \$26,380 and \$25,767, respectively.

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Required Supplementary Information and Supporting Schedules



*Oklahoma State Flower
Indian Blanket with Redbud*

*Defined Benefit Pension Trust***SCHEDULE OF FUNDING PROGRESS (2)**

Actuarial Valuation Date	Actuarial Value of Assets (a)	Actuarial Accrued Liability (AAL) --entry age (b)	Unfunded AAL (UAAL) (b-a) (1)	Funded Ratio (a/b)	Covered Payroll (c)	UAAL as a Percentage of Covered Payroll (b-a)/c)
12/31/03	\$374,192,000	\$391,023,000	\$16,831,000	96%	\$85,666,000	20%
12/31/02	375,382,000	372,560,000	(2,822,000)	101	86,428,000	(3)
12/31/01	372,737,000	344,597,000	(28,140,000)	108	83,862,000	(34)
12/31/00	350,398,000	323,300,000	(27,098,000)	108	80,503,000	(34)
12/31/99	307,872,000	245,905,000	(61,967,000)	125	80,897,000	(77)
12/31/98	260,877,000	238,655,000	(22,222,000)	109	79,195,000	(28)
12/31/97	219,602,000	219,098,000	(504,000)	100	74,752,000	(1)

(1) Brackets indicate funding in excess of actuarial accrued liability.

(2) Amounts are reported in even thousands.

SCHEDULE OF EMPLOYER CONTRIBUTIONS

Fiscal Year-ended	Employer's Contribution Rate (1)	Annual Required Contribution (1)	Percentage Contributed
2004	7.00%	\$5,995,471	100%
2003	7.00	6,202,490	100
2002	7.00	6,028,887 (2)	100
2001	7.00	6,484,197	100
2000	8.35	6,690,670	100
1999	8.35	6,449,969	100

(1) The annual required contribution as reported in the actuarial report is based on calendar years (December 31). The OCERS financial statements are based on June 30 fiscal year-ends, therefore, the amounts shown in the actuarial report will not tie to this schedule.

(2) On February 6, 2001, the City Council approved a change in the employer's rate from 8.35% to 7.0% effective March 2, 2001.

NOTES TO REQUIRED SUPPLEMENTARY INFORMATION

Valuation date	12/31/03
Actuarial cost method	Individual entry age
Amortization method	Level percentage of payroll
Amortization period	30 years, open (1)
Actuarial asset valuation method	4 year smoothed market

Actuarial Assumptions

Investment rate of return	8.0%
Post retirement benefit increases (maximum)	4.0%
Inflation	4.5%
Projected salary increases	5.0% to 8.8%

(1) The employer contribution rate is established pursuant to local ordinance. The amortization period applicable to the surplus varies from year to year in accordance with the established rate. This period is used for financial reporting purposes only.

SUPPORTING SCHEDULES
for the year ended June 30, 2004

OKLAHOMA CITY EMPLOYEE RETIREMENT SYSTEM

SCHEDULE OF ADMINISTRATIVE EXPENSES

Personal services:	
Staff salaries and benefits	\$114,227
Compensated absences	<u>7,169</u>
Total personal services	<u>121,396</u>
Professional services:	
Actuarial	21,506
Accounting	16,186
Audit	24,330
Medical exams	1,600
Bank fees	2,534
Legal fees	460
Total professional services	<u>66,616</u>
Training, education, and travel	<u>11,595</u>
Miscellaneous:	
Supplies	6,548
Other	<u>5,053</u>
Total miscellaneous	<u>11,601</u>
Total administrative expenses	<u>\$211,208</u>

SCHEDULE OF INVESTMENT EXPENSES

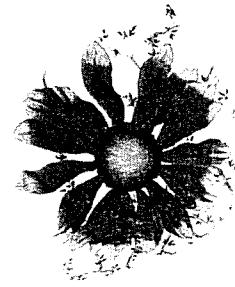
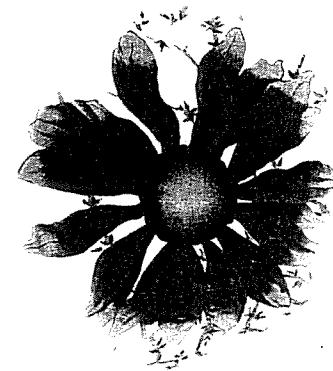
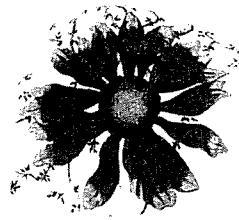
Management fees	\$778,229
Custodial fees	78,962
Investment performance analysis	82,500
Total investment expenses	<u>\$939,691</u>
Securities lending management fees	<u>\$21,070</u>

SCHEDULE OF CONSULTING EXPENSES

Gabriel, Roeder, Smith & Co.	\$21,506	Actuarial
Asset Consulting Group, Inc.	\$82,500	Consulting
PricewaterhouseCoopers LLP	\$24,330	Auditing
Davis Graham & Stubbs LLP	\$460	Legal

For fees and commissions paid to investment professionals, see the Schedule of Fees and Commissions in the Investment Section of this report.

Investment Section



Oklahoma State Flower
Indian Blanket with Redbud


ASSET CONSULTING GROUP, INC.
7700 BONHOMME AVENUE, STE. 650
ST. LOUIS, MISSOURI 63105
TEL 314.862.4848
FAX 314.862.5967
WWW.ACGNET.COM

October 5, 2004

Oklahoma City Employees Retirement System
Oklahoma City, Oklahoma

The investment performance returns as shown in the five year investment performance review are all calculated using information derived from monthly statements provided by the Fund's custodial institution. Monthly returns are calculated and linked to provide compounded, annual, and annualized rates of return for periods of one, three, and five years. An effort is made to follow AIMR (Association for Investment Management and Research) guidelines in the preparation of these numbers whenever possible. The returns as shown in this report are gross of transaction costs and investment manager fees, pursuant to AIMR Guidelines.

The investment performance of the Total Fund and its segments is compared to relevant benchmark returns and presented to the Board of Trustees on a monthly basis. For the Total Fund, the benchmark is an index which reflects the asset mix policy established by the Board of Trustees and is referred to as the Policy Portfolio. Comparisons to the Policy Portfolio, the median total fund universe, and the median return of a universe of total funds with similar asset allocation are presented to the Board of Trustees on a quarterly basis.

All of the above comparisons are included in the Statement of Investment Policy, Objectives, and Guidelines, and are also reported to the Board of Trustees on a quarterly basis. Investment objectives are spelled out for the Total Fund and each of the segments for one year time periods and longer (3-5 years), and include protecting the fund corpus, both nominally and in terms of inflation, achieving a return in excess of the risk free rate of return (90 day U.S. T-bills), achieving a return in excess of the median return of a universe of funds with similar asset mix, and achieving a return in excess of that of an unmanaged index return (constructed to reflect the asset mix of the Fund's assets). In addition, investment managers are monitored for adherence to style, both on a returns-based regression analysis as well as a holdings-based characteristic analysis versus the appropriate benchmarks specified in the Statement of Investment Policy, Objectives, and Guidelines. Current asset allocation ranges, and targets within those ranges, are measured against target ranges established in the Statement of Investment Policy, Objectives, and Guidelines on a monthly basis. The status of each is also presented on a monthly investment performance review submitted to the Board of Trustees.

The risk profile of the Total Fund and its segments is also measured quarterly for one, three, and five years, and includes the usual MPT statistics: alpha, beta, R^2 , and standard deviation. To further reduce risk, Fund assets are diversified by asset class, by security, by investment manager, and by investment manager style. The Fund may be invested no more than 60% in equity securities, including international.

Respectfully submitted,



Jason C. Pulos, CFA
Director

INVESTMENT POLICY SUMMARY

Purpose and Objectives

The primary objective of the Oklahoma City Employee Retirement System (OCERS) is to provide eligible employees with retirement benefits. Assets will be invested in a diversified portfolio to achieve attractive real rates of return. Following prudent standards for preservation of capital, the goal is to achieve the highest possible rate of return consistent with the System's tolerance for risk as determined by the Board of Trustees in its role as fiduciary.

Parties Associated with the Plan

Board of Trustees (Board)

1. Holds ultimate responsibility for the plan to achieve the primary objective (Plan) and the appropriateness of its investment policy and its execution.
2. Retains consultants, investment managers, and other advisors to implement and execute investment policy as it relates to the Plan.
3. Reviews adequacy or need for change.
4. Meets with investment managers and reviews quarterly reports concerning Plan asset management.
5. Administers and interprets the Plan.
6. Engages a custodian.
7. Defines investment policy, objectives, and guidelines for the Plan including risk tolerance.
8. Responsible for changes in funding of investment management.

Investment Managers

1. Will have full discretion in the management of assets allocated to the investment managers, subject to the overall investment guidelines set by the Board.
2. Serve as fiduciaries responsible for specific securities decision.
3. Will abide by duties, responsibilities, and guidelines detailed in any specific investment manager agreement.

Custodian

1. Accepts possession of securities for safekeeping; collects and disburses income; collects principal of sold, matured or called items; provides periodic accounting statements; and processes and maintains securities lending program.
2. Meets as required with the Board and provides reports relative to the status of the Plan.
3. The custodian shall, in a timely fashion, forward and transmit to the Investment Manager all proxies related to equity securities held in an account.
4. Will abide by duties, responsibilities, and guidelines detailed in any specific custodial agreement.

Investment Consultant

1. Assists Board in developing investment policy guidelines, including asset class choices, asset allocation targets, and risk diversification.
2. Provides Board with objective information on a broad spectrum of investment management specialists and helps construct a portfolio management team of superior investment managers.
3. Monitors the performance of the Investment Managers and provides regular quarterly reports to the Board, which will aid them in carrying out the intent of this Statement.
4. Reports conclusions and recommendations to the Board as required.
5. Evaluates and makes recommendations, as needed, on portfolio management.
6. Evaluates and makes recommendations, as needed, on other areas of investment, such as real estate, foreign securities, or venture capital.
7. Will abide by duties, responsibilities, and guidelines detailed in any specific investment consulting agreement.

Policies

1. To structure the OCERS portfolio for maximum investment style diversification and to achieve expected total return investment results, the Board:
 - a) May retain multiple equity portfolio managers who will be granted full investment discretion. The total return concept as it applies to this portion of the OCERS means dividend income plus realized and unrealized capital appreciation. Complementary multiple managers across various market capitalizations and styles will be used in structuring the domestic equity asset mix.

- b) May retain separate fixed income portfolio managers who will be granted full investment discretion. Fixed income investments will constitute a portion of the OCERS assets to primarily reduce the volatility of the total portfolio, in addition to providing current income. The total return concept as it applies to this portion of the OCERS means interest income plus realized and unrealized capital appreciation.
 - c) May invest in judgements purchased by the City Treasurer for the benefit of the OCERS. The interest rate is determined at the annual rate of the average U.S. Treasury bill rate of the preceding calendar year as certified to by the Administrator Director of the Courts of the State Treasurer on the first business day of January, plus four (4) percentage points but not to exceed ten percent (10%).
2. Investment management will be delegated to external professional organizations. The managers will operate within a set of guidelines, objectives, and constraints.
 3. The Board will follow the policy that, except for established guidelines and unusual circumstances, no restrictions will be placed on the selection of individual investments by the Plan's investment managers.
 4. The Plan's managers shall vote proxies. Each manager shall vote the individual proxies in the manner which, they feel, will benefit the Oklahoma City Employee Retirement System the most. The Board reserves the right to instruct the managers on how to vote individual proxies. The manager will keep a record of proxy voting and upon request, will make these records available to the Board. If an Investment Manager needs policy clarification, the investment committee should be considered as the source for such clarification.
 5. The Board may institute a securities lending program to generate additional income above and beyond that produced through dividend, interest, and capital appreciation. The Board will receive collateral, consistent with industry standards, of at least 102% of market value, initially, on equity securities and 100% on fixed income securities. Securities are priced daily and collateral adjustments (marked to market) made as required.
 6. The Board has authorized a commission recapture program whereby certain brokers rebate 50% or more of their commissions back to the Fund. The recapture brokers should provide monthly transaction reports to The Board or its representative for review.
 7. Trustees, officers, employees, investment managers, and consultants involved in the investment process shall refrain from personal business activity that could conflict with proper execution of the investment program, or which could impair their ability to make impartial investment decisions. Employees, investment officials, and consultants shall disclose to the Chairperson of The Board any direct financial interests in financial institutions that conduct business with the OCERS, and they shall further disclose any personal financial investment positions that could be related to the performance of the OCERS. Such disclosure shall be made to the Board within 90 days of any such position being taken. Employees, officers, trustees, and consultants shall subordinate their personal investment transactions to those of the OCERS, particularly with regard to the timing of purchases and sales.
 8. The OCERS is subject to an annual audit of its financial position and review of its internal control procedures. The Board or Chairperson may establish internal control procedures, as they or he/she deems necessary for services performed by the City and/or its employees on behalf of the OCERS.

Portfolio Asset Allocation Guidelines

Target percentages have been determined for each asset class. Percentage allocations are intended to serve as guidelines; the Board will not be required to remain strictly at the designated allocation. Market conditions or an investment transition (asset class or manager) may require an interim investment strategy and, therefore, a temporary imbalance in asset mix.

	Minimum	Target	Maximum
Equities			
Large Cap Domestic	30%	40%	50%
Small Cap Domestic	5%	10%	15%
International	5%	10%	15%
Fixed Income (Incl. Cash)	30%	40%	50%

The Board, in conjunction with its Investment Consultant, will formally review asset allocation on an annual basis for potential rebalancing to target levels as established by the investment policy. The Board will informally monitor rebalancing needs to maintain compliance with the investment policy on a monthly basis.

Performance Objectives

The Plan's total return will be expected to provide equal or superior results, using a three-year moving average, relative to the following benchmarks:

1. An absolute return objective of 8.0% (or current actuarial rate).
2. A relative return objective of 40% S&P 500 Index, 10 % Russell 2000 index, 10% MSCI-EAFE, 40% Lehman Aggregate Bond Index,
3. A relative return objective of above median in consultant's total fund peer group universe.

Annual Review of Guidelines

In view of the rapid changes within the capital markets and investment management techniques, the Oklahoma City Employee Retirement System Board and its Investment Managers should review these guidelines annually. Any recommended changes to this Policy should be communicated in writing to the Oklahoma City Employee Retirement System Board for review. Exceptions to these guidelines may be made anytime with the written approval of the Oklahoma City Employee Retirement System Board.

Investment Objective of Money Managers

The investment management style and process of each manager is important because of the manner in which each style blends with the structure of the total Plan; therefore, adherence to this discipline is a critical issue. The portfolio should be managed in a style consistent with the asset manager's other portfolios within the same investment mandate or product. Any significant deviation from the manager's stated style will require written approval from the Oklahoma City Employee Retirement System Board.

Performance Criteria for Money Managers

Manager performance shall be monitored over current and long term time periods. Performance will be reviewed over the following periods with an emphasis on 3 and 5 year periods:

- 3 months
- Year to date
- One Year
- Three Years
- Five Years

The manager's performance will be evaluated on absolute return, relative return, volatility profile, and consistency with stated style.

INVESTMENT SUMMARY

<u>Equity</u>	<u>Cost of Holdings</u>	<u>Cash Equivalents</u>	<u>Cost</u>	<u>Market Value</u>	<u>% of Total Market Value</u>
Domestic common stock:					
Active, Small Cap Growth	\$20,984,578	\$577,293	\$21,561,871	\$23,508,263	5.43%
Active, Small Cap Value	16,745,347	1,482,590	18,227,937	27,107,117	6.27
Passive, S&P 500	136,310,355	104	136,310,459	168,315,343	38.91
International stocks:					
Active, Large Cap Value	20,000,000	-	20,000,000	20,372,320	4.71
Active, Large Cap Growth	17,305,562	45	17,305,607	17,383,940	4.02
Fixed Income					
Active	58,167,580	11,847,723	70,015,303	95,974,024	22.18
Passive	62,249,027	-	62,249,027	76,494,233	17.68
Other					
Treasury money market fund	1,569,660	-	1,569,660	1,569,660	0.36
Oklahoma City judgements	<u>1,885,885</u>	<u>-</u>	<u>1,885,885</u>	<u>1,885,885</u>	0.44
Total	\$335,217,994	\$13,907,755	\$349,125,749	432,610,785	100.00%
Interest and dividend income:					
Fixed Income				(\$364,690)	
Equities				<u>(16,787)</u>	
Total				\$432,229,308	

For purposes of portfolio evaluation by the consultant and to follow the investment policy guidelines, the investment categorization on this schedule does not specifically tie to the *Statement of Net Plan Assets* since interest income, dividend income and money market positions are included as shown above. The Statement of Net Plan Assets reports only the position of securities for each category and/or investment style.

INVESTMENT RESULTS FOR PERIODS ENDING JUNE 30

	<u>1 Year</u>	<u>3 Years</u>	<u>5 Years</u>
Total Portfolio:			
OCERS Composite	14.7%	3.6%	4.1%
Median Total Fund (between 55-70% Equity)	15.6	4.4	3.8
Policy Index	13.9	2.8	2.0
Equities:			
Large Cap-Passive:			
State Street Global Advisors S & P 500 Flagship Fund	19.1%	(0.7)%	(2.2)%
Standard & Poor's 500 Index	19.1	(0.7)	(2.2)
Small Cap Value:			
Earnest Partners (inception May 2003)	40.3%	-	-
Russell 2000 Value Index	35.2	12.2	12.8
Small Cap Growth:			
Seneca Capital Management (inception May 2003)	29.0%	-	-
Russell 2000 Growth Index	31.6	(0.2)	(0.5)
International:			
Large Cap Value:			
Grantham, Mayo, VanOtterloo (inception February 2004)	0.6% (1)	-	-
Morgan, Stanley, Capital International/Europe, Australia, and Far East	2.1	6.4	3.6
Large Cap Growth:			
Julius Baer (inception January 2004)	(2.9)% (1)	-	-
Morgan, Stanley, Capital International/Europe, Australia, and Far East	(1.3)	2.1	(3.0)
Fixed Income:			
Core Bonds/Passive:			
State Street Global Advisors Passive Bond Market Securities Lending Index Fund	0.2%	6.4%	6.8%
Lehman Brothers Aggregate	0.3	6.4	7.0
Active:			
Western Asset Management (inception January 2003)	2.0%	-	-
Lehman Brothers Aggregate	0.3	6.4	7.0

(1) return for the quarter ended June 30, 2004

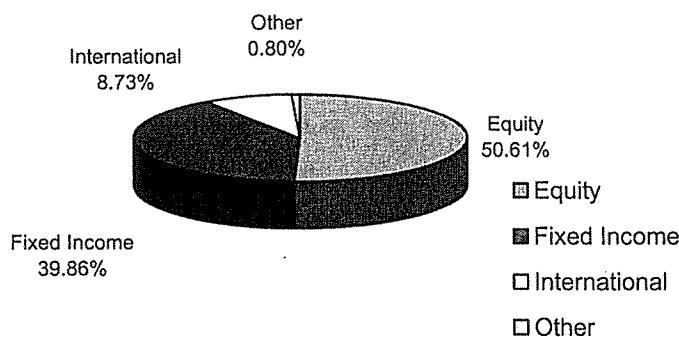
Monthly returns are calculated and linked to provide compounded, annual, and annualized rates of return for periods of one, three, and five years. An effort is made to follow *Association for Investment Management and Research* guidelines in the preparation of these numbers whenever possible. The returns as shown in this report are net of transaction costs and investment manager fees.

ASSET ALLOCATION

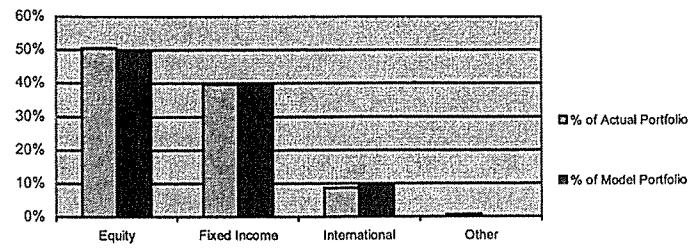
	Market Value of Holdings	Cash Equivalents	Accrued Income	Market Value	% of Total Market Value	% of Model Portfolio
Equity						
Domestic common stock:						
Active, Small Cap Growth	\$22,928,784	\$577,293	\$2,186	\$23,508,263	5.43%	
Active, Small Cap Value	25,609,927	1,482,590	14,600	27,107,117	6.27	
Passive, S&P 500	168,315,239	104	-	168,315,343	<u>38.91</u>	50.00%
					50.61%	
International stock:						
Active, Large Cap, Value	20,372,320	-	-	20,372,320	4.71%	
Active, Large Cap Growth	17,383,895	45	-	17,383,940	<u>4.02</u>	
					8.73%	10.00%
Fixed Income						
Active	83,761,610	11,847,724	364,690	95,974,024	22.18%	
Passive	76,494,233	-	-	76,494,233	<u>17.68</u>	
					39.86%	40.00%
Other						
Treasury money market fund	1,569,660	-	-	1,569,660	0.36%	
Oklahoma City judgements	<u>1,885,885</u>	<u>-</u>	<u>-</u>	<u>1,885,885</u>	<u>0.44</u>	
					0.80%	
Total	\$418,321,553	\$13,907,756	\$381,476	432,610,785	100.00%	100.00%
Interest and dividend income:						
Fixed Income				(364,690)		
Equities				<u>(16,787)</u>		
Total				(\$432,229,308)		

For purposes of portfolio evaluation by consultant and to follow the investment policy guidelines, the investment categorization on this schedule does not tie to the Statement of Plan Net Assets since accrued income and money market positions are included as shown above. The *Statement of Plan Net Assets* reports only the position of securities for each category and cash reported with the Treasury money market funds.

Asset Allocation by Class



Actual vs Model Portfolio



LARGEST HOLDINGS

10 Largest Stock Holdings (by market value)

<u>Shares</u>	<u>Stock</u>	<u>Market Value</u>
16,600	Harmon International Industries, Inc.	\$1,510,600
22,530	Coopers Companies, Inc.	1,423,220
70,400	American Tower Corp.	1,070,080
17,000	Flir Systems, Inc.	933,300
11,500	Pediatrix Medical Group	803,275
6,800	CNET Networks Inc. NJ	785,859
22,200	Hovnanian Enterprises, Inc.	770,562
30,570	BJS Wholesale Club, Inc.	764,250
36,880	Serologicals, Inc.	737,231
35,850	Perkin Elmer, Inc.	718,434

10 Largest Fixed Income Holdings (by market value)

<u>Par</u>	<u>Bonds</u>	<u>Rate</u>	<u>Maturity</u>	<u>Market Value</u>
\$5,300,000	Federal National Mortgage Assn.	5.000%	15 year July	\$5,304,982
5,100,000	Federal National Mortgage Assn.	6.000	30 year July	5,205,213
4,450,000	GNMA	6.500	30 year July	4,646,067
3,600,000	Federal National Mortgage Assn.	6.000	15 year July	3,748,500
2,450,000	United States Treasury Note	4.000	6/15/2009	2,470,678
2,161,177	United States Treasury Bond – Inflation Index	3.875	4/15/2029	2,756,171
2,130,000	GNMA	5.000	30 year July	2,063,437
1,760,000	United States Treasury Note	4.250	11/15/2013	1,713,254
1,250,000	United States Treasury Bond	8.000	11/15/2021	1,638,287
1,400,000	GNMA	6.000	30 year July	1,433,250

A complete list of portfolio holdings is available upon request.

SCHEDULE OF FEES AND COMMISSIONS

INVESTMENT MANAGEMENT FEES

	Market Value of Holdings	Cash Equivalents	Accrued Income	Total Assets under Management	Fees
<u>Equity Managers</u>					
Active:					
Seneca Capital Management San Francisco, California	\$22,928,784	\$577,293	\$2,186	\$23,508,263	\$194,596
Earnest Partners Atlanta, Georgia	25,609,927	1,482,590	14,600	27,107,117	201,310
Passive:					
State Street Global Advisors Boston, Massachusetts	168,315,239	104	-	168,315,343	72,414
<u>Fixed Income Managers</u>					
Active:					
Western Asset Management Pasadena, California	83,761,610	11,847,724	364,690	95,974,024	225,000
Passive:					
State Street Global Advisors Boston, Massachusetts	76,494,233	-	-	76,494,233	32,481
<u>International Investment Managers</u>					
Active:					
Grantham, Mayo VanOtterloo & Co. Boston, Massachusetts	20,372,320	-	-	20,372,320	50,208
Julius Baer Investment Management (1) New York, New York	17,383,895	45	-	17,383,940	-
Former Investment Managers					2,220
<u>Other</u>					
One Group (1) Columbus, Ohio	1,569,660	-	-	1,569,660	-
City of Oklahoma City Judgements	<u>1,885,885</u>	—	—	<u>1,885,885</u>	—
Total	<u>\$418,321,553</u>	<u>\$13,907,756</u>	<u>\$381,476</u>	432,610,785	<u>\$778,229</u>
Interest and dividend income:					
Fixed income					(\$364,690)
Equities					(16,787)
Total					<u>\$432,229,308</u>

OTHER INVESTMENT SERVICE FEES

Custodial Fees	\$78,962
Investment Consultant Fees	82,500
Securities Lending Management Fees	21,070

(1) Fees are netted with earnings for each respective fund.

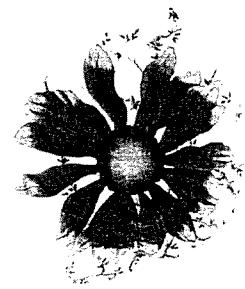
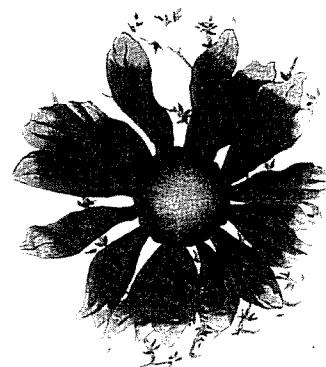
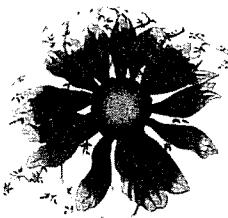
SCHEDULE OF FEES AND COMMISSIONS

BROKER COMMISSION

<u>Broker</u>	<u>Shares</u>	<u>Commission Expense</u>	<u>Average Cost/Share</u>
B-Trade Services LLC	621,227	\$18,637	\$0.03
Instinet Corporation	347,150	10,415	0.03
Lehman Brothers, Inc. (1)	302,060	14,035	0.05
Merrill Lynch, Pierce, Fenner & Smith, New York	244,553	11,534	0.05
J.P. Morgan Securities, Inc.	213,340	8,581	0.04
Bank of America Securities, LLC	205,170	10,259	0.05
Goldman, Sachs & Co., New York	200,290	8,326	0.04
Citigroup Global Markets, Inc.	174,980	8,005	0.05
Investment Technology Group	126,570	2,531	0.02
First Albany Corporation	124,530	6,052	0.05
Prudential Equity Group	121,880	5,767	0.05
Status Securities, Inc.	112,730	3,281	0.03
Morgan Stanley & Co., New York	106,920	5,297	0.05
UBS Warburg LLC, New York	101,840	5,092	0.05
All others \$5,000 or less	<u>1,116,373</u>	<u>51,604</u>	0.05
Totals	<u>4,119,613</u>	<u>\$169,414</u>	

(1) Commission Recapture Agreement

Actuarial Section



Oklahoma State Flower
Indian Blanket with Redbud



GABRIEL, ROEDER, SMITH & COMPANY
CONSULTANTS & ACTUARIES

One Towne Square • Suite 800 • Southfield, Michigan 48076 • 248-799-9000 • 800-521-0498 fax 248-799-9020

December 9, 2004

The Board of Trustees
Oklahoma City Employees Retirement System
Oklahoma City, Oklahoma 73102

Dear Board Members:

The basic financial objective of the Oklahoma City Employees Retirement System is to establish and receive contributions which, expressed as percents of active member payroll, will remain approximately level from generation to generation of Oklahoma City citizens, and when combined with present assets and future investment return will be sufficient to meet the financial obligations of the system to present and future benefit recipients.

The financial objective is addressed within the actuarial valuation. The valuation process develops contribution rates that are sufficient to fund the plan's current cost (i.e. the costs assigned by the valuation method to the year of service about to be rendered), as well as to fund any unfunded accrued liabilities as a level percent of active member payroll over a finite period. The most recent valuation was completed based upon population data, asset data, and plan provisions as of December 31, 2003.

The Retirement System Manager provides the actuary with data for the actuarial valuation. The actuary relies on the data after reviewing it for internal and year to year consistency. The actuary summarizes and tabulates population data in order to analyze long term trends. The plan's external auditor also audits the actuarial data annually.

The actuary prepared the following supporting schedules for the Comprehensive Annual Financial Report:

Solvency Test-Schedule of Funding Progress
Summary of Plan Provisions Evaluated or Considered
Schedule of Retirees and Beneficiaries as of the Valuation Date
Schedule of Active and Inactive Member Valuation Data
Summary of Actuarial Assumptions and Methods
Analysis of Financial Experience – Derivation of Experience Gains (Losses) for Valuation Years 1999-2003
Retirees and Beneficiaries Added to and Removed From Rolls
Schedule of Funding Progress
Notes to Required Supplementary Information
Schedule of Employer Contributions

Board of Trustees
Page 2

December 9, 2004

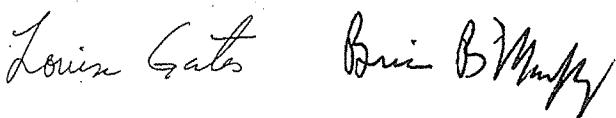
Assets are valued on a market related basis that recognizes a portion of each year's realized and unrealized investment income over a closed four year period.

Annual actuarial valuations are based upon assumptions regarding future activity in specific risk areas including the rate of investment return and payroll growth, eligibility for the various classes of benefits and longevity among retired lives. These assumptions are adopted by the Board after considering the advice of the actuary and other professionals. The assumptions and the methods comply with the requirements of GASB Statement No. 25. Each actuarial valuation takes into account all prior differences between actual and assumed experience in each risk area and adjusts the contribution rates as needed.

Investment return for 2003 was very favorable for the first time since 1999. The investment program is a very important contribution to the long term well being of the Retirement System.

On the basis of the December 31, 2003 valuation and the benefits and contributions then in effect, it is our opinion that the Retirement System is in sound condition in accordance with actuarial principles of level cost financing. In order for the System to remain in sound condition, it is important that the System receive the recommended level of employer contribution and generate sufficient investment income.

Respectfully submitted,



Louise M. Gates, ASA Brian B. Murphy, FSA

LMG/BBM:dm
Enclosures

Summary of Actuarial Assumptions and Methods

Actuarial Cost Method

The actuarial cost method is a procedure for allocating the actuarial present value of pension plan benefits and expenses to time periods. The method used for the valuation is known as the individual entry-age actuarial cost method and has the following characteristics.

- (i) The annual normal costs for each individual active member, payable from the date of employment to the date of retirement, are sufficient to accumulate the value of the member's pension at time of retirement.
- (ii) Each annual normal cost is a constant percentage of the member's year by year projected compensation.

The entry-age actuarial cost method allocates the actuarial present value of each member's projected benefits on a level basis over the member's compensation between the entry age of the member and the assumed exit ages.

The portion of the actuarial present value allocated to the valuation year is called the normal cost. The portion of the actuarial present value not provided for by the actuarial present value of future normal costs is called the actuarial accrued liability. Deducting accrued assets from the actuarial accrued liability determines the unfunded actuarial accrued liability. As of December 31, 2002, the funding value of assets was greater than the actuarial accrued liability.

Experience Gains and Losses

Experience gains and losses are the difference between actual experience and the experience anticipated by the actuarial assumptions during the period between two actuarial valuation dates. The recognition of gains and losses is based on the provisions of the Retirement System ordinance.

Asset Valuation Method. The actuarial value of assets is equal to the market value of assets adjusted for investment gains and losses over a four year period. This method smoothes asset values and moderates fluctuations in contribution rates.

Actuarial Assumptions Disclosure. The actuarial assumptions used in this valuation of the system were adopted by the Retirement Board based on recommendations made by the actuary. Except where noted, the assumptions used in this report were first used in the December 31, 1983 actuarial valuation of the plan.

Summary of Actuarial Assumptions and Methods

Investment Return (net of expenses)

Eight percent (8.0%) per year, compounded annually. This rate consists of a 4.5% in recognition of long term price inflation and a 3.5% per year real rate of return over price inflation.

This assumption is used to equate the value of payments due at different points in time and was first used for the December 31, 2000 valuation.

Salary Increase Rates

These assumptions are used to project current pays to those which will determine average final compensation.

The table below summarizes these assumptions and was first used for the December 31, 2000 valuation.

Sample Ages	Annual Rate of Salary Increase			
	Inflation Component	Productivity	Merit and Longevity	Total
20	4.50%	0.50%	3.80%	8.80%
25	4.50	0.50	3.10	8.10
30	4.50	0.50	2.70	7.70
35	4.50	0.50	2.40	7.40
40	4.50	0.50	2.10	7.10
45	4.50	0.50	1.70	6.70
50	4.50	0.50	1.10	6.10
55	4.50	0.50	0.70	5.70
60	4.50	0.50	0.20	5.20
65	4.50	0.50	0.00	5.00

The salary increase assumptions will produce 5.0% percent annual increases in active member payroll (the inflation plus productivity rate) given a constant active member group size. This is the same payroll growth assumption used to amortize any unfunded actuarial accrued liability.

The real rate of return over assumed wage growth is 3.0%.

Summary of Actuarial Assumptions and Methods

Mortality Table

The 1971 Group Annuity mortality table projected to 1984. The mortality assumption is used to measure probabilities of death and probabilities of benefit payments being made. Sample values are shown below.

Sample Ages	Present Value of \$1 Monthly for Life		Future Life Expectancy (Years)	
	Men	Women	Men	Women
50	\$128.99	\$139.23	27.53	33.66
55	120.81	133.13	23.28	28.99
60	110.81	125.02	19.27	24.44
65	98.93	114.71	15.55	20.09
70	85.89	101.88	12.25	15.99
75	72.86	87.31	9.49	12.33
80	59.70	72.54	7.17	9.28

Rates of Retirement

Rates of retirement are used to measure the probabilities of an eligible member retiring during the next year, and are summarized below. These rates were first used for the December 31, 2000 valuation.

Age of Member	Percent of Eligible Members Refiring During Next Year	Years of Service	Percent Refiring
50	15%	25	25%
51	10	26	15
52	10	27	15
53	10	28	15
54	10	29	15
55	10		
56	10	31	15
57	10	32	15
58	10	33	15
59	10	34	15
60	10	35	15
61	10	36	15
62	25	37	15
63	10	38	15
64	10	39	15
65	70	40	100
66	30		
67	40		
68	50		
69	90		
70	100		

The service based retirement rates were applied to those members first eligible to retire under "25 and out" (30 and out for pre 3/67 hires). The age based retirement rates were applied to members retiring under either 65/5 (60/10 for pre 3/67 hires) or the Plan's early retirement conditions.

The probability of retiring at age 70 was assumed to be 100% regardless of service.

Summary of Actuarial Assumptions and Methods

Rates of Separation from Active Membership. This assumption measures the probabilities of a member terminating employment. The rates do not apply to members who are eligible to retire.

Sample Ages	Years of Service	Probability of Termination During Year
Any	0	30.0%
	1	20.0
	2	15.0
	3	10.0
	4	7.0
	25	Over 4
	30	7.0
	35	6.0
	40	4.8
	45	3.5
25	45	2.4
	50	1.5
	55	1.0
	60	1.0

Rates of Disability. This assumption measures the probabilities of a member becoming disabled.

Sample Ages	% of Active Members Becoming Disabled During Next Year	
	Males	Females
25	0.09%	0.05%
30	0.10	0.07
35	0.14	0.13
40	0.21	0.19
45	0.32	0.28
50	0.52	0.45
55	0.92	0.76
60	1.53	1.10

Disabled life mortality is measured by the 1971 Group Annuity Mortality Table projected to 1984, as previously noted, with ages set forward by 10 years at time of disability. Rates of recovery from disability were assumed to be zero.

Active Member Group Size. The number of active members was assumed to remain constant.

Forfeitures. Describes the practice of terminating members electing refunds of employee contributions in lieu of Plan benefits. The assumed rate of forfeiture is described below based on hire date.

Post 3/67 hires: The rate of forfeitures is graded from 0% to 100% based on age.

Pre 4/67: The rate of forfeitures is 0%.

Schedule of Active and Inactive Member Valuation Data

Valuation Date December 31	Number of Active Members	Inactive Members	Annual Payroll(1)	Active Member Averages			% Increase (Decrease) In Avg. Pay	Ratio of Active To Retired Members
				Age (2)	Service(2)	Pay		
1983	2,823	23	\$49,422	38.0	6.7	\$17,507	3.6	3.3
1984	2,612	24	47,713	38.5	7.2	18,267	4.3%	3.3
1985	2,546	10	46,710	38.9	7.9	18,346	0.4	3.2
1986	2,568	29	49,255	39.1	8.0	19,180	4.5	3.1
1987(3)	2,378	26	46,206	38.4	7.7	19,431	1.3	2.5
1988	2,376	26	49,024	38.9	8.1	20,633	6.2	2.5
1989	2,360	25	49,267	39.3	8.4	20,876	1.2	2.6
1990	2,424	25	55,094	39.6	8.7	22,729	8.9	2.7
1991	2,452	28	57,850	39.9	9.0	23,593	3.8	2.7
1992	2,496	26	61,028	40.4	9.3	24,450	3.6	2.8
1993	2,520	15	66,278	40.9	9.5	26,301	7.6	2.9
1994	2,492	14	70,151	41.6	10.0	28,150	7.0	2.8
1995	2,428	16	69,754	42.2	10.5	28,729	2.1	2.8
1996	2,401	17	70,972	42.8	10.9	29,559	2.9	2.7
1997	2,418	19	74,736	43.3	11.1	30,908	4.6	2.7
1998	2,405	25	79,195	43.7	11.6	32,929	6.5	2.7
1999	2,453	36	80,897	43.8	11.6	32,979	0.2	2.7
2000	2,454	41	80,503	44.0	11.6	32,805	(0.5)	2.7
2001	2,454	49	83,862	44.0	11.4	34,174	4.2	2.6
2002	2,374	55	86,428	44.5	11.7	36,406	6.5	2.4
2003	2,290	61	85,666	45.2	12.3	37,409	2.8	2.3

(1) Amounts shown are expressed in thousands of dollars.

(2) Amounts shown are expressed in years.

(3) Results reflect early retirement incentive program

Schedule of
Retirees and Beneficiaries Added to and Removed From Rolls
Comparative Statement (1)

Year Ended Dec. 31	Added to Rolls		Removed from Rolls		Rolls End of Year		% Incr. In Benefits
	No.	Annual Benefits (2)	No.	Annual Benefits	No.	Annual Benefits	
1999	-	-	-	-	901	\$ 7,470,215	\$ 8,291
2000 (2)	61	\$2,071,548	52	\$353,440	910	9,188,323	10,097
2001	107	1,484,844	55	286,654	962	10,386,513	10,797
2002	82	1,288,646	44	413,387	1000	11,261,772	11,262
2003	61	1,178,401	55	467,235	1006	11,972,938	11,902
							6.3

(1) Information concerning retirees and beneficiaries added to and removed from rolls was not consistently available in 1999 and prior years.

(2) Amounts reflect increases through 2001 in connection with purchasing power study.

Schedule of
Retirees and Beneficiaries as of the Valuation Date

Valuation Date Dec. 31	No. Pension Recipients			Total Annual Pensions (3)	% of Payroll	Average Annual Pension	% Incr. in Total Pensions
	Service	Disability	Survivor				
1984	562	56	177	795	\$ 2,678,080	5.6 %	\$ 3,369
1985	576	53	172	801	2,874,774	6.2	3,589
1986	538	50	180	768	3,199,673	6.5	4,166
1987 (1)	733	51	172	956	4,643,610	10.0	4,857
1988	708	49	182	939	4,678,818	9.5	4,983
1989	683	52	184	919	4,736,258	9.6	5,154
1990	667	52	185	904	4,866,789	8.8	5,384
1991	643	55	196	894	5,083,200	8.8	5,686
1992	635	49	203	887	5,275,616	8.6	5,948
1993	622	53	203	878	5,393,539	8.1	6,143
1994	621	51	204	876	5,759,562	8.2	6,575
1995	630	54	198	882	6,131,477	8.8	6,952
1996	634	55	195	884	6,507,720	9.2	7,362
1997	634	54	200	888	6,818,103	9.1	7,678
1998	633	56	202	891	7,134,692	9.0	8,008
1999	643	56	202	901	7,470,215	9.2	8,291
2000 (2)	646	61	203	910	9,188,323	11.4	10,097
2001	694	63	205	962	10,386,513	12.4	10,797
2002	725	65	210	1000	11,261,772	13.0	11,262
2003	731	68	207	1006	11,972,938	14.0	11,902

(1) Reflects early retirement incentive program

(2) Reflects a one-time increase resulting from purchasing power study

(3) Annual Pension amounts shown above are reported to the actuary by the City and reflect annual pension payments as of the indicated actuarial valuation date.

Solvency Test- Schedule of Funding Progress (Amounts in thousands)

Present Value of Benefits Based on Accrued Service

Valuation Date	Member Contribs.	Retirants and Beneficiaries	(Employer Portion)	Total AL	Assets (2)	Portion of Liabilities Covered by Assets		
						Active & Inactive Members (1)	(1)	(2)
12/31/84	\$12,773	\$ 24,101	\$ 36,746	\$ 73,620	\$ 43,504	100 %	100 %	18 %
12/31/85	14,320	27,158	37,258	78,736	56,062	100	100	39 %
12/31/86	15,793	30,716	39,153	85,662	60,982	100	100	37 %
12/31/87	15,343	51,345	32,055	98,743	76,318	100	100	30 %
12/31/88	16,841	51,144	37,857	105,842	81,514	100	100	36 %
12/31/89	17,852	51,518	37,965	107,335	89,190	100	100	52 %
12/31/90	19,885	51,738	43,434	115,057	95,145	100	100	54 %
12/31/91	21,724	58,201	51,491	131,416	107,544	100	100	54 %
12/31/92	24,039	59,294	56,040	139,373	122,638	100	100	70 %
12/31/93	26,732	59,703	60,919	147,354	141,078	100	100	90 %
12/31/94	29,028	63,894	67,915	160,837	151,580	100	100	86 %
12/31/95	31,423	67,408	71,283	170,114	168,203	100	100	97 %
12/31/96	33,507	72,225	75,504	181,236	185,368	100	100	105 %
12/31/97	35,654	76,275	107,169	219,098	219,602	100	100	100 %
12/31/98	37,900	82,258	118,498	238,656	260,877	100	100	119 %
12/31/99	39,866	85,724	120,316	245,906	307,872	100	100	152 %
12/31/00	41,550	100,936	180,814	323,300	350,398	100	100	115 %
12/31/01	42,226	116,552	185,819	344,597	372,737	100	100	115 %
12/31/02	44,368	128,120	200,072	372,560	375,382	100	100	101 %
12/31/03	46,654	136,873	207,496	391,023	374,192	100	100	92 %

(1) Beginning with the 12/31/97 valuation, Employer Financed Portion is calculated in accordance with Governmental Accounting Standards Board Statement No. 25, which replaces Statement No. 5 used in prior years. This is the same calculation that is used in computing contribution rates.

(2) The funding value of assets (as of the actuarial valuation date) is the value issued in the calculation of computed contribution rates pursuant to Governmental Accounting Standards Board Statement No. 25. This change was effective with the 12/31/97 valuation. Prior to 12/31/97, the cost value of assets was used in accordance with GASB Statement No. 5.

**Analysis of Financial Experience
Derivation of Experience Gain (Loss)
For Valuation Years 1999-2003**

Actual experience will never (except by coincidence) coincide exactly with assumed experience. It is hoped that gains and losses will cancel each other over a period of years, but sizable year to year fluctuations are common. Detail on the derivation of the experience gain (loss) is shown below, along with a year by year historic comparison.

	Valuation Year ending December 31,				
	2003	2002	2001	2000	1999
(1) Unfunded Accrued Liability (UAL), beginning of year	\$(2,822)	\$(28,140)	\$(27,098)	\$(61,967)	\$(22,222)
(2) Normal cost from last valuation	11,933	12,257	10,860	9,465	9,384
(3) Actual member and employer contributions	10,980	11,401	11,593	11,024	11,289
(4) Interest accrual on (1), (2) and (3)	(88)	(2,217)	(2,197)	(4,706)	(1,738)
(5) Expected UAAL before changes: (1) + (2) - (3) + (4)	(2,057)	(29,501)	(30,028)	(68,232)	(25,865)
(6) Increase due to benefit changes	0	0	0	81,593	0
(7) Increase due to revised actuarial assumptions	0	0	(2,114)	(14,429)	0
(8) Expected UAAL after changes: (5) + (6) + (7)	(2,057)	(29,501)	(32,142)	(1,068)	(25,865)
(9) Actual UAAL at end of year	16,831	(2,822)	(28,140)	(27,098)	(61,967)
(10) Gain (loss) (8) - (9)	(18,888)	(26,679)	(4,002)	26,030	(36,102)

A detailed analysis of gain or loss by source, is not available for the years shown above.

Summary of Benefit Provisions Evaluated or Considered (December 31, 2003)

Regular Retirement (no reduction factor for age)

Eligibility - Pre 3-1-67 hires: Age 60 with 10 years of service; or, any age with 30 years of service.

Post 3-1-67 hires: Age 65 with 5 years of service; or, any age with 25 years of service.

Annual Amount - Normal retirement benefit: 2% of average final compensation for all years and complete months of service, to a maximum of 100% of AFC.

Average Final Compensation (AFC) - Average earned compensation (excluding compensation for unused vacation and sick leave) during highest 36 months of service out of the last 60 consecutive months of service.

Early Retirement (reduction factor for age)

Eligibility - Age 55 with 5 years of service.

Annual Amount - Same as regular retirement amount but reduced 4% for each full year or portion of a year that payments commence prior to age 65 (age 60 if hired prior to 3-1-67).

Deferred Retirement (vested benefit)

Eligibility - 5 years of service. Benefit begins at age 65 (age 60 if hired prior to 3-1-67) or at age 55 on a reduced basis.

Annual Amount - Same as regular retirement based on service and average final compensation at time of termination.

Duty Disability Retirement

Eligibility - No age or service requirements.

Annual Amount - 40% of average final compensation, reduced if degree of disability is less than total disability.

Non-Duty Disability Retirement

Eligibility - Any age with 15 years of service.

Annual Amount - 2% of average final compensation for each full year of service, plus 1/12 of 2% for each full month of service due to a partial year of service to a maximum of 40% of AFC. Amount is reduced if degree of disability is less than total disability.

Summary of Benefit Provisions Evaluated or Considered

(December 31, 2003)

Duty Death Before Retirement

Eligibility - No age or service requirements.

Annual Amount - 20% of average final compensation to an eligible spouse. Payments cease upon death. If there is no eligible spouse, accumulated employee contributions are paid to designated beneficiary. For members eligible under age and service conditions, the benefit is the amount the spouse would have received as a joint annuitant under normal or early retirement conditions.

Non-Duty Death Before Retirement

Eligibility - Any age with 15 years of service.

Annual Amount - Same as duty death.

Post-Retirement Adjustments

Pensions may be adjusted annually (in January) for changes in the Consumer Price Index. Maximum adjustment is 4% per year compounded. The first adjustment is made one year following retirement for those age 65 (60 for pre 3-1-67 hires) or those awarded disability allowances. For all others, the first adjustment is made no earlier than 4 years following retirement.

Post-Retirement Death Benefit

Eligibility – Retiree currently collecting pension benefits from the System.

Amount – A one-time payment of \$5,000 payable upon the death of the retiree. This benefit is payable only upon the death of the retiree, and is payable to the designated beneficiary.

Member Contributions

6% of annual pay.

Employer Contributions

7% of annual payroll effective March 2, 2001.

Partial Lump Sum Payment Option

Members who are eligible for Regular Retirement may elect this optional form of payment, which allows for cash at retirement of up to \$30,000. Any remaining monthly retirement benefit is reduced actuarially to reflect the payment of cash at retirement.

Required Supplementary Information

Schedule of Employer Contributions

Fiscal Year July 1,	Actuarial Valuation Date December 31,	Annual Required Contribution #	Percent Contributed
1995	1994	5,941,704	100.0
1996	1995	5,933,491	100.0
1997	1996	6,059,429	100.0
1998	1997	6,520,334	100.0
1999	1998	6,976,495	100.0
2000	1999	6,415,466	100.0
2001	2000	6,363,262	100.0
2002	2001	6,138,260	100.0
2003	2002	6,352,439	
2004	2003	7,478,607	

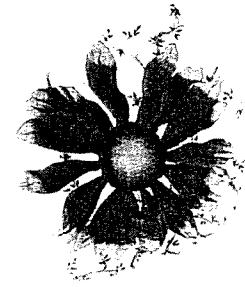
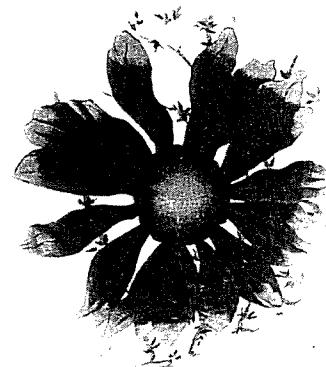
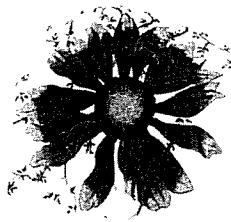
This amount is Projected. Actual required contribution dollar amount will be based on the established contribution rate and the actual pensionable payroll for the period.

Notes to Required Supplementary Information

Summary of Actuarial Methods and Assumptions

Valuation Date	December 31, 2003
Actuarial Cost Method	Individual Entry Age
Amortization Method	Level Percent of payroll
Remaining Amortization Period	40 years
Asset Valuation Method	4-year smoothed market
Actuarial Assumptions:	
Investment Rate of Return*	8.0%
Projected Salary Increases*	5.0% - 8.8%
*Includes Inflation	4.5%
Cost-of-Living Adjustments	Up to 4.0% per year

Statistical Section



Oklahoma State Flower
Indian Blanket with Redbud

STATISTICAL SCHEDULES
Last ten fiscal years

OKLAHOMA CITY EMPLOYEE RETIREMENT SYSTEM

Schedule of Changes in Plan Net Assets

	Fiscal Year				
	2004	2003	2002	2001	2000
Additions					
Member contributions	5,138,821	5,316,661	5,168,718	4,919,836	4,807,499
Employer contributions	5,995,471	6,202,490	6,028,887	6,484,197	6,690,670
As a percentage of covered payroll	(1) 7.00%	7.00%	7.00%	7.00%	8.35%
Investment income (net of expenses)	(2) 51,221,881	22,101,375	(34,256,097)	(26,040,010)	52,903,764
Other revenues and transfers	<u>140,353</u>	<u>120,895</u>	<u>263,694</u>	<u>166,261</u>	<u>134,689</u>
Total additions to plan net assets	<u>62,496,526</u>	<u>33,741,421</u>	<u>(22,794,798)</u>	<u>(14,469,716)</u>	<u>64,536,622</u>
Deductions					
Benefits	12,898,654	11,822,181	11,047,907	8,667,071	7,527,183
Refunds of contributions	1,229,398	1,018,628	983,063	1,225,722	1,939,509
Administrative expenses	<u>211,208</u>	<u>285,290</u>	<u>324,201</u>	<u>404,248</u>	<u>220,006</u>
Total deductions from plan net assets	<u>14,339,260</u>	<u>13,126,099</u>	<u>12,355,171</u>	<u>10,297,041</u>	<u>9,686,698</u>
Change in net assets	<u>48,157,266</u>	<u>20,615,322</u>	<u>(35,149,969)</u>	<u>(24,766,757)</u>	<u>54,849,924</u>

	Fiscal Year				
	1999	1998	1997	1996	1995
Additions					
Member contributions	4,630,133	4,475,892	4,304,926	4,264,669	4,278,010
Employer contributions	6,449,969	6,207,634	5,989,526	5,925,528	5,945,314
As a percentage of covered payroll	(1) 8.35%	8.35%	8.35%	8.35%	8.35%
Investment income (net of expenses)	(2) 41,805,633	46,531,306	34,687,616	30,741,258	27,026,847
Other revenues and transfers	<u>284,197</u>	<u>80,180</u>	<u>158,846</u>	<u>110,000</u>	<u>110,000</u>
Total additions to plan net assets	<u>53,169,932</u>	<u>57,295,012</u>	<u>45,140,914</u>	<u>41,041,455</u>	<u>37,360,171</u>
Deductions					
Benefits	7,140,119	6,886,541	6,594,531	6,240,880	5,791,498
Refunds of contributions	1,119,420	1,089,161	1,278,692	834,215	1,042,202
Administrative expenses	<u>202,978</u>	<u>150,791</u>	<u>148,721</u>	<u>131,706</u>	<u>107,536</u>
Total deductions from plan net assets	<u>8,462,517</u>	<u>8,126,493</u>	<u>8,021,944</u>	<u>7,206,801</u>	<u>6,941,236</u>
Change in net assets	<u>44,707,415</u>	<u>49,168,519</u>	<u>37,118,970</u>	<u>33,834,654</u>	<u>30,418,935</u>

(1) In February 2001, the City Council approved a change in the employer's rate from 8.35% to 7.00% effective March 2001.

(2) The OCERS investment income was significantly affected by declines in market values in 2002 and 2001 in conjunction with national economic recession.

STATISTICAL SCHEDULES
Last ten calendar years

OKLAHOMA CITY EMPLOYEE RETIREMENT SYSTEM

Schedule of Benefit and Refund Deductions from Net Assets by Type

Calendar Year Ending (1)	Age & Service <u>Benefits</u>		Disability Benefits <u>Retirants</u>		<u>Total Benefits</u>	<u>Separation Refunds</u>
	<u>Retirants</u>	<u>Survivors</u>	<u>Duty</u>	<u>Non-Duty</u>		
2003	\$9,845,631	\$1,545,198	\$222,811	\$359,298	\$11,972,938	\$943,212
2002	9,230,259	1,495,760	205,299	330,454	11,261,772	1,158,112
2001	8,462,358	1,420,341	205,672	298,142	10,386,513	1,221,519
2000	7,323,362	1,399,723	196,191	291,567	9,210,843	1,723,960
1999	6,146,235	982,714	145,969	195,297	7,470,215	1,288,474
1998	5,761,286	893,581	179,558	179,558	7,013,983	1,123,040
1997	5,512,940	880,725	152,527	176,904	6,723,096	1,197,579
1996	5,307,890	776,608	154,526	179,223	6,418,247	1,028,401
1995	4,970,552	735,039	147,845	171,475	6,024,911	931,099
1994	4,583,775	698,746	132,510	174,939	5,589,970	826,629

(1) Calendar year has been used to correspond with the actuarial analysis. Therefore, amounts will not tie to the financial statements.

Schedule of Retired Members by Type of Benefit

Amount of Monthly Benefit	Number of Retirants	Type of Retirements (1)						Life	Death Benefit	Option Selected (2)		
		1	2	3	4	5	6			Opt. 1	Opt. 2	Opt. 3
Deferred	61	—	—	—	—	—	—	—	—	—	—	—
\$1-250	36	1	9	19	2	4	1	7	-	9	3	17
251-500	175	36	59	58	8	10	4	73	3	22	15	62
501-750	188	37	68	47	17	11	8	75	10	44	8	51
751-1,000	193	61	83	22	9	6	12	94	2	42	17	38
1,001-1,250	132	73	37	12	2	2	6	56	-	29	12	35
1,251-1,500	108	77	26	2	1	-	2	40	-	16	22	30
1,501-1,750	70	58	6	3	1	-	2	27	-	22	10	11
1,751-2,000	46	40	3	3	-	-	-	18	-	9	8	11
Over 2,000	58	56	1	-	1	-	-	29	-	8	3	18
Totals	1,006	439	292	166	41	33	35	419	15	201	98	273

(1) Type of Retirement

- 1 - Normal retirement for age and service
- 2 - Early retirement
- 3 - Survivor payments – death after retirement
- 4 - Survivor payments - death in service
- 5 - Duty disability retirement
- 6 - Non-duty disability retirement

(2) Option Selected

- Life - Single life
- Death Benefit - 20% of average final compensation
- Opt. 1 - 100% of retiree's benefit payable to survivor
- Opt. 2 - 75% of retiree's benefit payable to survivor
- Opt. 3 - 50% of retiree's benefit payable to survivor

STATISTICAL SCHEDULES
Last ten calendar years

OKLAHOMA CITY EMPLOYEE RETIREMENT SYSTEM

Schedule of Average Benefit Payments

Retirement Effective Dates January 1, 1994 to December 31, 2003	Years of Credited Service						
	0-4	5-9	10-14	15-19	20-24	25-29	30+
Period 1/1/03 to 12/31/03:							
Average Monthly Benefit	\$ -	\$269	\$739	\$1,111	\$1,392	\$1,691	\$2,547
Final Average Salary	-	2,113	3,011	3,407	3,582	3,581	3,902
Number of Active Retirants	-	4	3	2	6	19	10
Period 1/1/02 to 12/31/02:							
Average Monthly Benefit	\$ -	\$309	\$520	\$879	\$1,372	\$1,692	\$1,955
Final Average Salary	-	2,403	2,629	2,978	3,556	3,479	3,103
Number of Active Retirants	-	6	6	10	6	17	14
Period 1/1/01 to 12/31/01:							
Average Monthly Benefit	\$ -	\$438	\$590	\$970	\$1,090	\$588	\$2,279
Final Average Salary	-	2,885	3,068	3,612	3,098	3,119	3,540
Number of Active Retirants	-	7	8	6	17	31	16
Period 1/1/00 to 12/31/00							
Average Monthly Benefit	\$ -	\$ -	\$500	\$714	\$1,022	\$1,078	\$1,435
Final Average Salary	-	-	2,576	2,638	2,901	3,029	2,978
Number of Active Retirants	-	-	6	8	10	8	13
Period 1/1/99 to 12/31/99							
Average Monthly Benefit	\$ -	\$257	\$493	\$755	\$1,008	\$936	\$1,516
Final Average Salary	-	1,877	2,947	2,829	2,980	2,363	3,043
Number of Active Retirants	-	1	5	12	8	4	11
Period 1/1/98 to 12/31/98							
Average Monthly Benefit	\$ -	\$ -	\$431	\$603	\$832	\$922	\$1,297
Final Average Salary	-	-	2,489	2,036	1,971	2,719	2,705
Number of Active Retirants	-	-	9	8	9	5	11
Period 1/1/97 to 12/31/97:							
Average Monthly Benefit	\$ -	\$ -	\$462	\$755	\$1,086	\$ -	\$1,444
Final Average Salary	-	-	2,334	2,499	3,307	-	2,863
Number of Active Retirants	-	-	15	10	4	-	10
Period 1/1/96 to 12/31/96:							
Average Monthly Benefit	\$ -	\$239	\$467	\$511	\$877	\$1,245	\$1,409
Final Average Salary	-	1,712	2,509	2,136	2,615	2,594	2,810
Number of Active Retirants	-	1	9	8	5	1	17
Period 1/1/95 to 12/31/95:							
Average Monthly Benefit	\$ -	\$309	\$470	\$555	\$1,033	\$1,345	\$1,152
Final Average Salary	-	1,718	2,391	2,064	2,724	3,316	2,231
Number of Active Retirants	-	1	11	11	6	5	10
Period 1/1/94 to 12/31/94:							
Average Monthly Benefit	\$ -	\$ -	\$453	\$502	\$793	\$920	\$1,302
Final Average Salary	-	-	2,263	1,886	2,501	2,381	2,718
Number of Active Retirants	-	-	7	6	10	4	12



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**Report of Independent Auditors on Internal Control
Over Financial Reporting and on Compliance and other Matters
Based on an Audit of Financial Statements Performed in
Accordance with *Government Auditing Standards***

The Board of Trustees
Oklahoma City Employee Retirement System

We have audited the financial statements of the Oklahoma City Employee Retirement System (the "OCERS"), a component unit of the City of Oklahoma City, as of and for the year ended June 30, 2004, and have issued our report thereon dated November 10, 2004. 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 of America.

Internal Control Over Financial Reporting

In planning and performing our audit, we considered the OCERS' internal control over financial reporting in order to determine our auditing procedures for the purpose of expressing our opinion on the financial statements and not to provide assurance on the internal control over financial reporting. Our consideration of the internal control over financial reporting would not necessarily disclose all matters in the internal control over financial reporting that might be material weaknesses. A material weakness is a condition in which the design or operation of one or more of the internal control components does not reduce to a relatively low level the risk that misstatements in amounts that would be material in relation to the financial statements being audited may occur and not be detected within a timely period by employees in the normal course of performing their assigned functions. We noted no matters involving the internal control over financial reporting and its operation that we consider to be material weaknesses.

Compliance and Other Matters

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

This report is intended solely for the information and use of the Board of Trustees and OCERS management and is not intended to be and should not be used by anyone other than those specified parties.

PricewaterhouseCoopers LLP

November 10, 2004

