

WORCESTER REGIONAL
RETIREMENT SYSTEM
AUDIT REPORT
JAN. 1, 2016 - DEC. 31, 2020



PUBLIC EMPLOYEE RETIREMENT ADMINISTRATION COMMISSION
COMMONWEALTH OF MASSACHUSETTS

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PERAC

COMMONWEALTH OF MASSACHUSETTS | PUBLIC EMPLOYEE RETIREMENT ADMINISTRATION COMMISSION

PHILIP Y. BROWN, ESQ., *Chair*

JOHN W. PARSONS, ESQ., *Executive Director*

Auditor DIANA DIZOGLIO | KATHLEEN M. FALLON | KATE FITZPATRICK | JAMES J. GUIDO | RICHARD MACKINNON, JR. | JENNIFER F. SULLIVAN, ESQ.

May 1, 2023

The Public Employee Retirement Administration Commission (PERAC) has completed a review of the audits of the Worcester Regional Retirement System conducted by the firm of CliftonLarsonAllen LLP, (CLA), Certified Public Accountants. CLA conducted these audits in accordance with auditing standards generally accepted in the United States of America and the standards applicable to financial audits in *Government Auditing Standards*, issued by the Comptroller General of the United States. The audits covered the period from January 1, 2016 to December 31, 2020.

We conducted an inspection of the work papers prepared by CLA. We determined that the audits were conducted in a competent professional manner and the work papers demonstrated that audit tests and procedures were performed in sufficient detail to allow us to accept the final audit reports as issued.

We identified specific differences between these financial audits designed to provide an opinion on financial statements and our compliance audits performed in accordance with the accounting and management standards established by PERAC in regulation 840 CMR 25.00 and in compliance with the provisions specified in PERAC Memo #18/2019.

Accordingly, we supplemented the field work conducted in the audits by CLA with certain limited procedures designed to provide additional assurance that the accounting and management standards established by PERAC were adhered to and complied with. The specific objectives of our review were to determine: 1) that the Board is exercising appropriate fiduciary oversight, 2) that cash balances are accurately stated, 3) that travel and credit card expenses were properly documented and accounted for, 4) that retirement contributions are accurately deducted, 5) that retirement allowances were correctly calculated, and 6) that required member documentation is maintained.

To achieve these objectives, we inspected certain records of the Worcester Regional Retirement Board in the above areas. Specifically, we reviewed the minutes of the Board meetings for compliance with fiduciary oversight and verified cash balances. We tested a sample of travel expenses and credit card statements for Board approvals, supporting documentation and proper accounting. We tested the payroll records of a sample of active members to confirm that the correct percentage of regular compensation is being deducted, including the additional two percent over \$30,000. We tested a



sample of members who retired during our audit period to verify that their retirement allowance was calculated in accordance with the statute. We also reviewed a sample of member files for accuracy and completeness.

In our opinion, the financial records are being maintained and the management functions are being performed in conformity with the standards established by PERAC.

We commend the Worcester Regional Retirement Board for the exemplary operation of the system.

It should be noted that the financial statements included in this audit report were based on the work performed by CLA and the tests conducted for the periods referenced in their opinion. These audits were not performed by employees or representatives of PERAC. It should also be noted that the opinions expressed in these audit reports were based on the laws and regulations in effect at the time.

The financial statements and footnotes presented in this report were limited to the express results as of and for the years ended December 31, 2020, December 31, 2019, December 31, 2018, December 31, 2017, and December 31, 2016.

In closing, I wish to acknowledge the work of CLA, who conducted these examinations, and PERAC auditors who conducted limited procedures to supplement the field work, and express my appreciation to the Worcester Regional Retirement Board and staff for their courtesy and cooperation.

Sincerely,

A handwritten signature in black ink, appearing to read "John W. Parsons", written over a faint, illegible background.

John W. Parsons, Esq.
Executive Director

SUPPLEMENTARY INFORMATION

SCHEDULE OF ALLOCATION OF INVESTMENTS OWNED

(percentages by category)

AS OF DECEMBER 31, 2020		
	MARKET VALUE	PERCENTAGE OF TOTAL ASSETS
Cash	\$4,386,752	0.5%
Pooled Alternative Investment Funds	688,422	0.1%
PRIT Core Fund	<u>899,736,351</u>	<u>99.4%</u>
Grand Total	<u>\$904,811,525</u>	<u>100.0%</u>

For the year ending December 31, 2020, the rate of return for the investments of the Worcester Regional Retirement System was 12.53%. For the five-year period ending December 31, 2020, the rate of return for the investments of the Worcester Regional Retirement System averaged 10.28%. For the 36-year period ending December 31, 2020, since PERAC began evaluating the returns of the retirement systems, the rate of return on the investments of the Worcester Regional Retirement System was 8.39%.

The composite rate of return for all retirement systems for the year ending December 31, 2020 was 12.80%. For the five-year period ending December 31, 2020, the composite rate of return for the investments of all retirement systems averaged 10.38%. For the 36-year period ending December 31, 2020, since PERAC began evaluating the returns of the retirement systems, the composite rate of return on the investments of all retirement systems averaged 9.31%.

SUPPLEMENTARY INFORMATION (Continued)

ADMINISTRATION OF THE SYSTEM

The System is administered by a five-person Board of Retirement consisting of a Chairperson who shall be selected by the other four Board members, a second member appointed by the advisory board, a third and fourth member who shall be elected by the members in or retired from the service of such system, and a fifth member appointed by the other four board members.

Chairperson:	Kevin Blanchette	Term Expires:	12/31/2026
Appointed Member:	Rebecca Tuttle	Term Expires:	12/31/2023
Elected Member:	Pauline Lajoie	Term Expires:	12/31/2025
Elected Member:	Michael J. Donoghue	Term Expires:	12/31/2023
Appointed Member:	Eugene Durgin	Term Expires:	12/31/2023

The Board members are required to meet at least once a month. The Board must keep a record of all of its proceedings. The Board must annually submit to the appropriate authority an estimate of the expenses of administration and cost of operation of the system. The board must annually file a financial statement of condition for the system with the Executive Director of PERAC.

The investment of the system's funds is the responsibility of the Board. All retirement allowances must be approved by the Retirement Board. The PERAC Actuary performs verification prior to payment, unless the system has obtained a waiver for superannuation calculations allowing them to bypass this requirement. All expenses incurred by the System must be approved by a majority vote of the Board. Payments shall be made only upon vouchers signed by two persons designated by the Board.

Retirement board members and employees are bonded by an authorized agent representing a company licensed to do business in Massachusetts. Fidelity insurance is the only required policy coverage under Ch. 32 §21 and §23 as well as 840 CMR 17.01. The policy is designed to cover specific intentional acts such as theft, fraud or embezzlement and also specify who commits such acts, most commonly employees of the system. This coverage reimburses the system for the losses it suffers as a result of its employees' actions. It does not insure the employees for their illegal acts. Statutorily required coverage is provided by the current fidelity insurance policy to a limit of \$1,000,000 with a \$10,000 deductible issued through Travelers Casualty and Surety Company. The system also has Fiduciary coverage to a limit of \$50,000,000 under a blanket policy issued through the Massachusetts Association of Contributory Retirement Systems.

Board Regulations

The Worcester Regional Retirement Board has adopted Supplemental Regulations which are available on the PERAC website at <https://www.mass.gov/service-details/worcester-regional-retirement-board-supplemental-regulations>.

SUPPLEMENTARY INFORMATION (Continued)

ACTUARIAL VALUATION AND ASSUMPTIONS

The most recent actuarial valuation of the System was prepared by KMS Actuaries, LLC as of January 1, 2022.

The actuarial liability for active members was	\$833,725,681
The actuarial liability for inactive members was	26,264,607
The actuarial liability for retired members was	<u>1,040,580,934</u>
The total actuarial liability was	\$1,900,571,222
System assets as of that date were (actuarial value)	<u>966,692,771</u>
The unfunded actuarial liability was	<u>\$933,878,451</u>
The ratio of system's assets to total actuarial liability was	50.9%
As of that date the total covered employee payroll was	\$352,756,822

The normal cost for employees on that date was 9.7% of payroll

The normal cost for the employer (including expenses) was 6.2% of payroll

The principal actuarial assumptions used in the valuation are as follows:

Investment Return: 7.25% per annum
 Rate of Salary Increase: Varies by group and service

SCHEDULE OF FUNDING PROGRESS AS OF JANUARY 1, 2022

Actuarial Valuation Date	Actuarial Value of Assets (a)	Actuarial Accrued Liability (b)	Unfunded AAL (UAAL) (b-a)	Funded Ratio (a/b)	Covered Payroll (c)	UAAL as a % of Cov. Payroll ((b-a)/c)
1/1/2022	\$966,692,771	\$1,900,571,222	\$933,878,451	50.9%	\$352,756,822	264.7%
1/1/2020	\$777,921,762	\$1,676,488,626	\$898,566,864	46.4%	\$331,209,833	271.3%
1/1/2018	\$685,488,133	\$1,514,623,300	\$829,135,167	45.3%	\$304,282,630	272.5%
1/1/2016	\$594,790,118	\$1,369,393,800	\$774,603,682	43.4%	\$282,918,805	273.8%
1/1/2014	\$488,346,471	\$1,087,769,903	\$599,423,432	44.9%	\$252,829,591	237.1%

SUPPLEMENTARY INFORMATION (Continued)

MEMBERSHIP EXHIBIT

	2011	2012	2013	2014	2015	2016	2017	2018	2019	2020
Retirement in Past Years										
Superannuation	130	135	155	160	207	224	200	208	202	230
Ordinary Disability	2	4	1	2	3	4	3	0	2	2
Accidental Disability	16	8	8	6	11	3	9	9	5	5
Total Retirements	148	147	164	168	221	231	212	217	209	237
Total Retirees, Beneficiaries and Survivors	3,105	3,132	3,191	3,253	3,505	3,618	3,723	3,837	3,916	4,044
Total Active Members	6,822	6,860	6,613	7,047	7,423	7,473	7,601	7,815	7,981	7,906
Pension Payments										
Superannuation	\$32,237,424	\$34,261,889	\$36,630,341	\$39,363,304	\$43,753,485	\$47,052,776	\$50,112,319	\$53,374,805	\$56,680,316	\$60,728,613
Survivor/Beneficiary Payments	1,871,533	1,945,611	2,098,060	2,180,991	2,490,197	2,530,302	2,678,675	2,833,373	2,975,922	3,224,000
Ordinary Disability	468,213	517,794	529,467	525,715	521,495	547,031	576,749	581,905	619,170	631,395
Accidental Disability	5,173,991	5,574,567	5,935,620	6,022,223	6,760,292	6,870,503	7,334,753	7,797,246	8,011,346	8,174,667
Other	<u>1,569,526</u>	<u>5,952,786</u>	<u>2,636,850</u>	<u>8,833,843</u>	<u>8,666,341</u>	<u>7,513,142</u>	<u>7,202,876</u>	<u>6,362,749</u>	<u>6,961,878</u>	<u>5,686,478</u>
Total Payments for Year	<u>\$41,320,687</u>	<u>\$48,252,647</u>	<u>\$47,830,338</u>	<u>\$56,926,076</u>	<u>\$62,191,810</u>	<u>\$64,513,754</u>	<u>\$67,905,372</u>	<u>\$70,950,078</u>	<u>\$75,248,631</u>	<u>\$78,445,153</u>

WORCESTER REGIONAL RETIREMENT SYSTEM
FINANCIAL STATEMENTS AND
SUPPLEMENTARY INFORMATION
YEAR ENDED DECEMBER 31, 2020



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**WORCESTER REGIONAL RETIREMENT SYSTEM
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YEAR ENDED DECEMBER 31, 2020**

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INDEPENDENT AUDITORS' REPORT

Honorable Retirement Board
Worcester Regional Retirement System
Auburn, Massachusetts

Report on the Financial Statements

We have audited the accompanying financial statements of the Worcester Regional Retirement System (the System), as of and for the year ended December 31, 2020, and the related notes to the financial statements, as listed in the table of contents.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with auditing standards generally accepted in the United States of America and the standards applicable to financial audits contained in *Government Auditing Standards*, issued by the Comptroller General of the United States. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.



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Honorable Retirement Board
Worcester Regional Retirement System

Opinion

In our opinion, the financial statements referred to above present fairly, in all material respects, the fiduciary net position of the System as of December 31, 2020, and the respective change in fiduciary net position for the year then ended in accordance with accounting principles generally accepted in the United States of America.

Other Matters

Required Supplementary Information

Accounting principles generally accepted in the United States of America require that the management's discussion and analysis, schedule of changes in employers' net pension liability and related ratios, schedule of employer contributions and schedule of investment returns be presented to supplement the financial statements. Such information, although not a part of the financial statements, is required by the Governmental Accounting Standards Board who considers it to be an essential part of financial reporting for placing the financial statements in an appropriate operational, economic, or historical context. We have applied certain limited procedures to the required supplementary information in accordance with auditing standards generally accepted in the United States of America, which consisted of inquiries of management about the methods of preparing the information and comparing the information for consistency with management's responses to our inquiries, the financial statements, and other knowledge we obtained during our audit of the financial statements. We do not express an opinion or provide any assurance on the information because the limited procedures do not provide us with sufficient evidence to express an opinion or provide any assurance.

Other Reporting Required by Government Auditing Standards

In accordance with *Government Auditing Standards*, we have also issued our report dated October 13, 2021, on our consideration of the System's internal control over financial reporting and on our tests of its compliance with certain provisions of laws, regulations, contracts, and grant agreements and other matters. The purpose of that report is solely to describe the scope of our testing of internal control over financial reporting and compliance and the results of that testing, and not to provide an opinion on the effectiveness of the System's internal control over financial reporting or on compliance. That report is an integral part of an audit performed in accordance with *Government Auditing Standards* in considering the System's internal control over financial reporting and compliance.



CliftonLarsonAllen LLP

Boston, Massachusetts
October 13, 2021

**WORCESTER REGIONAL RETIREMENT SYSTEM
MANAGEMENT'S DISCUSSION AND ANALYSIS
DECEMBER 31, 2020**

As management of the Worcester Regional Retirement System (the System), we offer readers of these financial statements this narrative overview and analysis of the System's financial activities for the year ended December 31, 2020.

The management's discussion and analysis (MD&A) is presented in the following sections:

1. Financial Highlights
2. Overview of the Financial Statements
3. Financial Statement Analysis

Please refer to the audited *Financial Statements* when reading the MD&A.

Financial Highlights

Fiduciary net position increased by \$97,919,491 or 12.2%, when compared to the prior year's fiduciary net position. Fiduciary net position is the residual of the System's assets in excess of the System's liabilities, as reported in the statement of fiduciary net position, as of the statement date. The System's assets are held in trust to meet future benefit payments.

Overview of the Financial Statements

The financial statements are comprised of a statement of fiduciary net position, statement of changes in fiduciary net position, notes to financial statements, and required supplementary information.

The **statement of fiduciary net position** presents information on the System's assets and liabilities and the resulting net position restricted for pensions. This is calculated using the following formula: Assets – Liabilities = Net Position restricted for pensions. This statement reflects the System's investments at fair value, as well as cash, receivables and other assets and liabilities. The statement of fiduciary net position reports the financial position of the System at December 31, 2020. Over time, the increase or decrease in fiduciary net position serves as a useful indicator of the System's financial health.

The **statement of changes in fiduciary net position** presents information showing how the System's fiduciary net position changed during the year ended December 31, 2020. It reflects contributions by its individual members and participating employers along with deductions for retirement benefits, refunds, withdrawals, and administrative expenses. Investment income during the period is also presented showing income from investing activities.

The **notes to financial statements** provide additional information that is essential for the reader to gain a full understanding of the data provided in the financial statements.

The **required supplementary information** includes schedules of changes in employers' net pension liability and related ratios, schedule of employer contributions and schedule of investment returns.

**WORCESTER REGIONAL RETIREMENT SYSTEM
MANAGEMENT'S DISCUSSION AND ANALYSIS
DECEMBER 31, 2020**

Financial Statement Analysis

The System's total assets as of December 31, 2020 were \$910,468,255 and were comprised of cash and cash equivalents, investments and receivables.

Total liabilities as of December 31, 2020 were \$11,809,489 and represent amounts owed for accounts payable and reimbursements and transfers to other systems.

The following tables present current and prior year data on the System's financial statements.

Fiduciary Net Position

As noted earlier, fiduciary net position may serve over time as a useful indicator of the System's financial position. The System's assets exceeded liabilities by \$898,658,766 at the close of the year and are summarized as follows:

	<u>2020</u>	<u>2019</u>
ASSETS		
Cash and Cash Equivalents	\$ 4,386,752	\$ 2,813,343
Investments	900,424,773	802,771,080
Receivables	5,656,730	5,363,063
Total Assets	<u>910,468,255</u>	<u>810,947,486</u>
LIABILITIES		
Accounts Payable	31,553	29,272
Reimbursements and Transfers to Other Systems	11,777,936	10,178,939
Total Liabilities	<u>11,809,489</u>	<u>10,208,211</u>
NET POSITION		
Net Position Restricted for Pensions	<u>\$ 898,658,766</u>	<u>\$ 800,739,275</u>

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**WORCESTER REGIONAL RETIREMENT SYSTEM
MANAGEMENT'S DISCUSSION AND ANALYSIS
DECEMBER 31, 2020**

Changes in Fiduciary Net Position

For the year ended December 31, 2020, the System's total fiduciary net position increased by \$97,919,491. In the prior year, fiduciary net position increased by \$115,201,262. These amounts are summarized as follows:

	<u>2020</u>	<u>2019</u>
ADDITIONS		
Contributions:		
Employers	\$ 67,269,029	\$ 60,887,972
Members	35,391,500	35,087,583
Net Investment Income:		
Net Realized and Unrealized Gains (Loss)	83,081,322	94,264,162
Interest and Dividends	18,332,087	20,050,385
Less: Management Fees	(3,916,405)	(3,856,330)
Other	2,861,282	2,730,678
Total Additions	<u>203,018,815</u>	<u>209,164,450</u>
DEDUCTIONS		
Retirement Benefits and Refunds	93,751,426	88,229,714
Reimbursements and Transfers to Other Systems	10,302,368	4,620,834
Administration	1,045,530	1,112,640
Total Deductions	<u>105,099,324</u>	<u>93,963,188</u>
NET INCREASE IN NET POSITION	97,919,491	115,201,262
Net Position Restricted for Pensions - Beginning of Year	<u>800,739,275</u>	<u>685,538,013</u>
NET POSITION RESTRICTED FOR PENSIONS - END OF YEAR	<u>\$ 898,658,766</u>	<u>\$ 800,739,275</u>

Additions to Fiduciary Net Position

Total additions to net position for 2020 were \$203,018,815. Contributions increased by approximately \$6,685,000 in 2020 when compared to the prior year. The System had a net investment gain of approximately \$97,497,000 in 2020 compared to the gain of approximately \$110,458,000 in 2019 as a result of investment market conditions.

Deductions from Fiduciary Net Position

Total deductions from net position for 2020 were \$105,099,324. Retirement benefits and refunds increased by approximately \$5,522,000 in 2020 when compared to the prior year. Other deductions increased by approximately \$5,614,000 in 2020 when compared to the prior year.

**WORCESTER REGIONAL RETIREMENT SYSTEM
MANAGEMENT'S DISCUSSION AND ANALYSIS
DECEMBER 31, 2020**

Requests for Information

This financial report is designed to provide the board, our membership, taxpayers, investors, and creditors with a general overview of the System's financial results and to demonstrate the System's accountability for the funding it receives. If you have any questions about this report or need additional financial information, contact the Chief Executive Officer at 23 Midstate Drive, Suite 106, Auburn, Massachusetts 01501.

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**WORCESTER REGIONAL RETIREMENT SYSTEM
STATEMENT OF FIDUCIARY NET POSITION
DECEMBER 31, 2020**

ASSETS

Cash and Cash Equivalents	\$ 4,386,752
Investments:	
External Investment Pools	899,736,351
Private Equity	688,422
Total Investments	900,424,773
Receivables:	
Employer Contributions	785,084
Member Contributions	2,420,777
Reimbursements and Transfers from Other Systems	2,450,869
Total Receivables	5,656,730
Total Assets	910,468,255

LIABILITIES

Accounts Payable	31,553
Reimbursements and Transfers to Other Systems	11,777,936
Total Liabilities	11,809,489

NET POSITION RESTRICTED FOR PENSIONS

\$ 898,658,766

See accompanying Notes to Financial Statements.

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**WORCESTER REGIONAL RETIREMENT SYSTEM
STATEMENT OF CHANGES IN FIDUCIARY NET POSITION
YEAR ENDED DECEMBER 31, 2020**

ADDITIONS

Contributions:	
Employers	\$ 67,269,029
Members	<u>35,391,500</u>
Total Contributions	<u>102,660,529</u>
Net Investment Income:	
Net Realized and Unrealized Gains	83,081,322
Interest and Dividends	18,332,087
Less: Management Fees	<u>(3,916,405)</u>
Net Investment Income	<u>97,497,004</u>
Other	<u>2,861,282</u>
Total Additions	203,018,815

DEDUCTIONS

Retirement Benefits and Refunds	93,751,426
Reimbursements and Transfers to Other Systems	10,302,368
Administration	<u>1,045,530</u>
Total Deductions	<u>105,099,324</u>

NET INCREASE IN NET POSITION

97,919,491

NET POSITION RESTRICTED FOR PENSIONS

Beginning of Year	<u>800,739,275</u>
End of Year	<u><u>\$ 898,658,766</u></u>

See accompanying Notes to Financial Statements.

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**WORCESTER REGIONAL RETIREMENT SYSTEM
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2020**

NOTE 1 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

General

The financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America (U.S. GAAP). The Governmental Accounting Standards Board (GASB) is the standard-setting body for establishing governmental accounting and financial reporting principles. The significant accounting policies are described herein.

Reporting Entity

The Worcester Regional Retirement System (the System) was established to provide retirement benefits to eligible employees of its member employers.

Measurement Focus and Basis of Accounting

The System's financial statements are presented using the flow of economic resources measurement focus and use the accrual basis of accounting.

Cash and Investments

Cash is considered to be cash on hand, demand deposits and short-term investments with an original maturity of three months or less from the date of acquisition.

Investments are reported at fair value. Fair value is based on quotations from a national securities exchange except for pooled funds, alternative investments and real estate investments, for which fair value is estimated as follows:

Pooled Funds

The fair value of shares in managed investment pools is based on unit value reported by the funds.

Private Equity

The fair values of these types of investments have been determined by the third-party investment managers using the Net Asset Value (NAV) per share (or its equivalent) of the System's ownership interest in partner's capital.

Basis of Investment Transactions

Purchases and sales of investments are recorded on the trade date. Transactions remaining unsettled as of year-end are recorded as payables for securities purchased and as a receivable for securities sold.

Revenue Recognition

Contributions are recognized as additions in the period when they become due pursuant to formal commitments, statutory or contractual requirements. Investment income is recognized when earned.

**WORCESTER REGIONAL RETIREMENT SYSTEM
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2020**

NOTE 1 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Benefits and Refunds

Benefits and refunds are recognized as deductions when due and payable in accordance with the terms of the System.

Administrative Expenses

Administrative expenses are financed by contributions to the System.

Use of Estimates

The preparation of financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure for contingent assets and liabilities at the date of the financial statements and the reported amounts of the additions and deductions during the fiscal year. Actual results could vary from estimates that were used.

NOTE 2 PLAN DESCRIPTION

General

The System is a cost-sharing multiple-employer public employee retirement system established in 1937, under Massachusetts General Laws (MGL), Chapter 32, and is regulated by the Massachusetts Public Employee Retirement Administration Commission (PERAC). The System is a defined benefit pension plan that covers eligible employees of its member employers.

Membership in the System is mandatory immediately upon the commencement of employment for all permanent full-time employees working at least 20 hours weekly, except for school teachers and school administrators who participate in the Massachusetts Teachers' Retirement System.

Membership in the System as of December 31, 2020 was as follows:

Inactive Members (or Beneficiaries) Currently Receiving Benefits	3,941
Inactive Members Entitled to, but not Yet Receiving Benefits	2,414
Active Members	7,137
 Total Members	 13,492
 Number of Member Employers	 99

The System is governed by a five-member board comprised of the Chairman/Chief Executive Officer, who serves ex-officio and is appointed by the other members of the board; two members who are elected by the participants in or retired from the services of the System; a fourth member appointed by the member employers; and a fifth member appointed by the other members of the board.

**WORCESTER REGIONAL RETIREMENT SYSTEM
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2020**

NOTE 2 PLAN DESCRIPTION (CONTINUED)

Significant Plan Provisions and Requirements

Benefit provisions and state law establishes contribution requirements of the System. Members of the System become vested after 10 years of creditable service. Normal retirement occurs at age 65 (age 67 if hired on or after April 2, 2012), except for certain public safety employees and other special situations.

For employees hired prior to April 2, 2012, the annual amount of the retirement allowance is based on the member's final three-year average salary multiplied by (1) the number of years and full months of creditable service at the time of retirement and (2) a percentage based on age at retirement in accordance with a schedule provided by state law. Assuming normal retirement at age 65, this percentage is 2.5%, which is reduced for individuals who retire prior to age 65 to reflect the longer pay out period. A member's final three-year average salary is defined as the greater of the highest consecutive three-year average annual rate of regular compensation and the average annual rate of regular compensation received during the last three years of creditable service prior to retirement.

For employees hired on or after April 2, 2012, the annual amount of the retirement allowance is based on the member's final five-year average salary multiplied by (1) the number of years and full months of creditable service at the time of retirement and (2) a percentage based on age at retirement in accordance with a schedule provided by state law. Assuming normal retirement at age 67, this percentage is 2.5%. A member's final five-year average salary is defined as the greater of the highest consecutive five-year average annual rate of regular compensation and the average annual rate of regular compensation received during the last five years of creditable service prior to retirement.

Employees hired before April 2, 2012 may elect early retirement after 20 years of service or at any time after attaining age 55 with 10 years of eligible service. Plan members who become permanently and totally disabled may be eligible to receive a disability retirement allowance. The amount of benefits to be received depends on several factors, including the member's age, compensation, veteran status, years of service, and whether or not the disability is work-related. In addition, certain death benefits exist for beneficiaries of employees who die in active service.

Under MGL, c.32 Section 3(8)(a) and (b), members leaving a member employer to work for other Massachusetts governmental units requires the System transfer their accumulated account balances and creditable service to the retirement system of their new employer. Other such retirement systems are in turn required to make comparable transfers to the System for employees coming to work at a member employer of the System. Per statute, the PERAC actuary shall consider length of service as well as acceptance of military service credit and salary cap provisions if applicable in calculating the liability.

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**WORCESTER REGIONAL RETIREMENT SYSTEM
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2020**

NOTE 3 DEPOSITS AND INVESTMENTS

Investment Policy

Deposits and investments made by the System are governed by Chapter 32 of the MGL. The System has the ability to invest in equity securities, corporate bonds, annuities and other specified investments in accordance with state laws and regulations.

The System invests in the Pension Reserve Investment Trust (PRIT). PRIT meets the criteria of an external investment pool and operates in accordance with applicable state laws and regulations. The Treasurer of the Commonwealth serves as Trustee and provides regulatory oversight. The reported value of the pool is the same as the fair value of the System's position in pool shares.

The System's asset allocation policies are established by PRIT. System assets are managed on a total return basis with a long-term objective of achieving a fully funded status for the benefits provided through the System. The following was the asset allocation policy as of December 31, 2020:

<u>Asset Class</u>	<u>Target Allocation (%)</u>
Global Equity	39 %
Fixed Income	15
Value-Added Fixed Income	8
Private Equity	13
Real Estate	10
Timber/Natural Resources	4
Portfolio Completion Strategies	11

Rate of Return

For the year ended December 31, 2020, the annual money-weighted rate of return on pension plan investments, net of pension plan investment expense, was 12.03%. The money-weighted rate of return expresses investment performance, net of investment expense, adjusted for the changing amounts actually invested.

Deposits – Custodial Credit Risk

Custodial credit risk for deposits is the risk that, in the event of a bank failure, the System's deposits may not be recovered. The System's policy for custodial credit risk of deposits is to rely on FDIC and DIF insurance coverage. As of December 31, 2020, the System's bank balance of \$6,790,062 was not exposed to custodial credit risk.

**WORCESTER REGIONAL RETIREMENT SYSTEM
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2020**

NOTE 3 DEPOSITS AND INVESTMENTS (CONTINUED)

Investments Summary

The System's investments at December 31, 2020 are presented below. All investments are presented by investment type, with debt securities presented by maturity.

Investment Type	Net Asset Value (NAV)	Investment Maturities (in Years) Less Than 1
<u>External Investment Pools:</u>		
Pension Reserve Investment Trust	\$ 899,736,351	<u>\$ 899,736,351</u>
<u>Other Investments:</u>		
Private Equity	<u>688,422</u>	
Total Investments	<u>\$ 900,424,773</u>	

Investments – Interest Rate Risk of Debt Securities

Interest rate risk for debt securities is the risk that changes in interest rates of debt securities will adversely affect the fair value of an investment. The System's policy for interest rate risk of debt securities is to use diversification to minimize the exposure to interest rate risks in the aggregate investment portfolio.

Investments – Custodial Credit Risk

Custodial credit risk for investments is the risk that, in the event of the failure of the counterparty, the System will not be able to recover the value of its investments or collateral securities that are in the possession of an outside party. The System's policy for custodial credit risk of investments intends that all investments are either insured and/or registered in the name of the System. As of December 31, 2020, the System was not exposed to custodial credit risk.

Investments – Credit Risk of Debt Securities

Credit risk for debt securities is the risk that an issuer or other counterparty to a debt security will not fulfill its obligations. The System's policy for credit risk of debt securities is to use diversification to minimize the exposure to credit risks in the aggregate investment portfolio. As of December 31, 2020, the System's debt security investments were in external investment pools unrated by national credit rating organizations.

Deposits and Investments – Foreign Currency Risk

Foreign currency risk is the risk that fluctuations in exchange rates will adversely affect the fair value of an investment or a deposit. The System's policy for foreign currency risk is to diversify the foreign countries and currencies within its international investment portfolio. As of December 31, 2020, the System was not exposed to foreign currency risk.

**WORCESTER REGIONAL RETIREMENT SYSTEM
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2020**

NOTE 3 DEPOSITS AND INVESTMENTS (CONTINUED)

Investments – Concentration of Credit Risk

Concentration of credit risk is the risk of loss attributed to the magnitude of the System's investment in a single issuer. The System's policy for concentration of credit risk is to use extensive diversification to minimize exposure to company and industry specific risks in the aggregate investment portfolio. As of December 31, 2020, the System was not exposed to concentration of credit risk.

Investments – Fair Value

The System categorizes its fair value measurements within the fair value hierarchy established by U.S. GAAP. The hierarchy is based on the valuation inputs used to measure the fair value of the asset. Level 1 inputs are quoted market prices in active markets for identical assets; Level 2 inputs are significant other observable inputs; Level 3 inputs are significant unobservable inputs.

As of December 31, 2020, all of the System's investments were measured at the Net Asset Value (NAV) or its equivalent as presented in the following table:

	Total Amount	Unfunded Commitments	Redemption Frequency	Redemption Notice Period
External Investment Pool (PRIT) (1)	\$ 899,736,351	\$ -	Monthly ⁽¹⁾	24 Hours ⁽¹⁾
Private Equity (2)	688,422	-	N/A ⁽²⁾	N/A ⁽²⁾
Total Investments Measured at the NAV	\$ 900,424,773			

(1) *External Investment Pool (PRIT)* – The System is a participating retirement system in the PRIT fund. The system owns units, or shared in the PRIT fund, which is a pooled investment trust. The fair values of the investments in this type have been determined using the NAV per share (or its equivalent) of the System's ownership in the pool. Investments in the fund can be redeemed on a monthly basis with written notice submitted by the first business day of the month of redemption.

(2) *Private Equity* – This investment type includes investments in three private equity funds that invest primarily in private domestic and international companies of diversified industries. The fair value measurements of this type have been determined using the NAV per share (or its equivalent) of the System's ownership interest in partners' capital. The investments can never be redeemed from the funds. Distributions from each fund will be received as the underlying investments of the funds are liquidated. It is expected that the underlying assets of the funds will be liquidated over the next one to five years.

**WORCESTER REGIONAL RETIREMENT SYSTEM
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2020**

NOTE 4 FUNDING POLICY

Chapter 32 of MGL governs the contributions of plan members and member employers. Depending on their employment date, active System members must contribute anywhere between 5%-9% of their gross regular compensation. Members hired after December 31, 1978 must contribute an additional 2% of regular compensation in excess of \$30,000. Employees in Group 1 hired on or after April 2, 2012 with 30 years of creditable service or greater will pay a base contribution rate of 6%. These deductions earn interest at a rate determined by PERAC that vests based upon years of service. Employers are required to pay into the System its share of the system-wide actuarial determined contribution, in accordance with Chapter 32, Section 22D and 22F of MGL, apportioned among the employers based on annual employer normal cost and amortization payments to pay the unfunded actuarial accrued liability. For the year ended December 31, 2020, active member contributions totaled \$35,391,500 and employer contributions totaled \$67,269,029.

Contributions are recognized as additions in the period when they become due pursuant to formal commitments, statutory or contractual requirements. Benefits and refunds are recognized as deductions when incurred and administrative expenses are funded through investment earnings.

Except for a portion of benefits owed due to cost-of-living adjustments (COLAs) granted through June 30, 1998, member employers are required to contribute the remaining amounts necessary to finance benefits. Member employer contributions are determined by actuarial valuations.

COLAs granted through June 30, 1998 are reimbursed by the Commonwealth of Massachusetts (the Commonwealth). COLAs granted subsequent to June 30, 1998 must be granted by the board and are the responsibility of the System. COLA may be approved in excess of the Consumer Price Index but not to exceed 3% of the base retirement allowance.

A COLA was granted to eligible retirees and survivors effective July 1, 2020. The 3% COLA was paid on a base of \$16,000 (maximum \$480).

NOTE 5 NET PENSION LIABILITY

The components of the net pension liability of the System at December 31, 2020, were as follows:

Total Pension Liability	\$1,787,058,913
Plan Fiduciary Net Position	<u>(898,658,766)</u>
Net Pension Liability	<u>\$ 888,400,147</u>
Plan Fiduciary Net Position as a Percentage of the Total Pension Liability	50.3%

**WORCESTER REGIONAL RETIREMENT SYSTEM
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2020**

NOTE 5 NET PENSION LIABILITY (CONTINUED)

Actuarial Assumptions

The total pension liability was determined by an actuarial valuation as of January 1, 2020, using the following actuarial assumptions, applied to all periods included in the measurement that was updated to December 31, 2020:

Inflation:	2.2% per year
Salary increases:	Group 1: 6% - 4.25%, based on service Group 4: 7% - 4.75% based on service
Investment rate of return:	7.50%, net of pension plan investment expense, including inflation
Mortality rates:	Mortality rates were based on the RP-2014 Blue Collar Mortality Table with full generational mortality improvement using Scale MP-2018. For disabled lives, the mortality rates were based on the RP-2014 Blue Collar Mortality Table set forward one year with full generational mortality improvement using Scale MP-2018.

The long-term expected rate of return on pension plan investments was determined using a building-block method in which best-estimate ranges of expected future rates of return (expected returns, net of pension plan investment expense and inflation) are developed for each major asset class. These ranges are combined to produce the long-term expected rate of return by weighting the expected future rates of return by the target asset allocation percentage and by adding expected inflation. Best estimates of arithmetic rates of return for each major asset class included in the pension plan's target asset allocation as of December 31, 2020 (see the discussion of the System's investment policy) are summarized in the following table:

Asset Class	Long-Term Expected Rate of Return (%)
Global Equity	4.38 %
Fixed Income	1.40
Private Equity	8.00
Real Estate	3.80
Timber/Natural Resources	4.40
Portfolio Completion Strategies	3.00

**WORCESTER REGIONAL RETIREMENT SYSTEM
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2020**

NOTE 5 NET PENSION LIABILITY (CONTINUED)

Discount Rate

The discount rate used to measure the total pension liability was 7.50%. The projection of cash flows used to determine the discount rate assumed that plan member contributions will be made at the current contribution rates and that member employer contributions will be made in accordance with Sections 22D and 22F of Chapter 32 of the Massachusetts General Laws. Based on those assumptions, the System's fiduciary net position was projected to be available to make all projected future benefit payments of current plan members. Therefore, the long-term expected rate of return on pension plan investments was applied to all periods of projected benefit payments to determine the total pension liability.

Sensitivity of the Net Pension Liability to Changes in the Discount Rate

The following presents the net pension liability of the System calculated using the discount rate of 7.50%, as well as what the System's net pension liability would be if it were calculated using a discount rate that is 1-percentage-point lower (6.50%) or 1-percentage-point higher (8.50%) than the current rate:

	1% Decrease 6.50%	Current Discount Rate 7.50%	1% Increase 8.50%
Net Pension Liability	\$1,094,446,931	\$ 888,400,147	\$ 714,426,847

NOTE 6 CONTINGENCIES

Approximately \$7,944,000 of the reimbursements and transfers to other systems liability reported in the financial statements represents amounts billed to the System by the Commonwealth of Massachusetts State Board of Retirement (the State Board) related to obligations pursuant to MGL, c.32 Section 3(8)(c). The System disputes the liability based on various considerations, such as inaccurate reimbursement calculations, reimbursements not attributable to the System and lack of documentation.

The System is in the process of attempting to revise the liability with the State Board. The outcome of this process is not presently determinable and the effect on the System's financial statements cannot be determined at this time.

**WORCESTER REGIONAL RETIREMENT SYSTEM
SUPPLEMENTARY INFORMATION
DECEMBER 31, 2020
(SEE INDEPENDENT AUDITORS' REPORT)**

SCHEDULE OF CHANGES IN EMPLOYERS' NET PENSION LIABILITY AND RELATED RATIOS (1)

	2020	2019	2018	2017	2016
Total Pension Liability					
Service Cost	\$ 47,971,080	\$ 45,464,593	\$ 44,445,482	\$ 42,736,040	\$ 35,984,130
Interest	129,435,294	123,507,870	118,116,251	112,224,318	99,124,367
Changes of Benefit Terms	-	-	-	-	-
Differences Between Expected and Actual Experience	(23,171,133)	-	(8,110,737)	-	8,235,183
Changes of Assumptions	35,705,832	17,826,312	-	-	94,194,565
Benefit Payments, Including Refunds of Member Contributions	(93,751,426)	(88,229,714)	(83,571,930)	(77,717,794)	(72,799,275)
Net Change in Total Pension Liability	96,189,647	98,569,061	70,879,066	77,242,564	164,738,970
Total Pension Liability - Beginning	1,690,869,266	1,592,300,205	1,521,421,139	1,444,178,575	1,279,439,605
Total Pension Liability - Ending (a)	<u>\$ 1,787,058,913</u>	<u>\$ 1,690,869,266</u>	<u>\$ 1,592,300,205</u>	<u>\$ 1,521,421,139</u>	<u>\$ 1,444,178,575</u>
Plan Fiduciary Net Position					
Contributions - Employers	\$ 67,269,029	\$ 60,887,972	\$ 55,674,504	\$ 50,589,326	\$ 48,574,831
Contributions - Members	35,391,500	35,087,583	33,362,836	31,592,837	29,032,767
Net Investment Income	97,497,004	110,458,217	(17,770,572)	103,123,070	40,509,286
Benefit Payments, Including Refunds of Member Contributions	(93,751,426)	(88,229,714)	(83,571,930)	(77,717,794)	(72,799,275)
Administrative Expense	(1,045,530)	(1,112,640)	(1,178,272)	(1,145,509)	(1,170,184)
Other	(7,441,086)	(1,890,156)	(6,971,840)	(7,043,455)	(7,195,247)
Net Change in Plan Fiduciary Net Position	97,919,491	115,201,262	(20,455,274)	99,408,475	36,952,178
Plan Fiduciary Net Position - Beginning	800,739,275	685,538,013	705,993,287	606,584,812	569,632,634
Plan Fiduciary Net Position - Ending (b)	<u>\$ 898,658,766</u>	<u>\$ 800,739,275</u>	<u>\$ 685,538,013</u>	<u>\$ 705,993,287</u>	<u>\$ 606,584,812</u>
Net Pension Liability - Ending (a) - (b)	<u>\$ 888,400,147</u>	<u>\$ 890,129,991</u>	<u>\$ 906,762,192</u>	<u>\$ 815,427,852</u>	<u>\$ 837,593,763</u>
Plan Fiduciary Net Position as a Percentage of the Total Pension Liability	50.29%	47.36%	43.05%	46.40%	42.00%
Covered Payroll	\$ 321,050,145	\$ 301,686,927	\$ 273,888,022	\$ 271,037,131	\$ 282,918,805
Net Pension Liability as a Percentage of Covered Payroll	276.72%	295.05%	331.07%	300.85%	296.05%

(1) Data is being accumulated annually to present 10 years of the reported information.

See accompanying Note to Supplementary Information.

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**WORCESTER REGIONAL RETIREMENT SYSTEM
SUPPLEMENTARY INFORMATION (CONTINUED)
DECEMBER 31, 2020
(SEE INDEPENDENT AUDITORS' REPORT)**

**SCHEDULE OF CHANGES IN EMPLOYERS' NET PENSION LIABILITY AND RELATED RATIOS
(CONTINUED)**

	2015	2014
<u>Total Pension Liability</u>		
Service Cost	\$ 31,996,981	\$ 31,996,981
Interest	91,276,045	84,568,061
Changes of Benefit Terms	49,721,211	-
Differences Between Expected and Actual Experience	-	-
Changes of Assumptions	31,534,870	-
Benefit Payments, Including Refunds of Member Contributions	<u>(68,086,158)</u>	<u>(61,338,289)</u>
Net Change in Total Pension Liability	136,442,949	55,226,753
Total Pension Liability - Beginning	<u>1,142,996,656</u>	<u>1,087,769,903</u>
Total Pension Liability - Ending (a)	<u>\$ 1,279,439,605</u>	<u>\$ 1,142,996,656</u>
<u>Plan Fiduciary Net Position</u>		
Contributions - Employers	\$ 44,986,040	\$ 39,519,038
Contributions - Members	52,111,046	27,066,085
Net Investment Income	1,177,960	40,135,521
Benefit Payments, Including Refunds of Member Contributions	<u>(68,086,158)</u>	<u>(61,338,289)</u>
Administrative Expense	<u>(1,055,662)</u>	<u>(1,054,297)</u>
Other	<u>(7,429,438)</u>	<u>(3,178,354)</u>
Net Change in Plan Fiduciary Net Position	21,703,788	41,149,704
Plan Fiduciary Net Position - Beginning	<u>547,928,846</u>	<u>506,779,142</u>
Plan Fiduciary Net Position - Ending (b)	<u>\$ 569,632,634</u>	<u>\$ 547,928,846</u>
Net Pension Liability - Ending (a) - (b)	<u>\$ 709,806,971</u>	<u>\$ 595,067,810</u>
Plan Fiduciary Net Position as a Percentage of the Total Pension Liability	44.52%	47.94%
Covered Payroll	\$ 269,899,678	\$ 252,829,591
Net Pension Liability as a Percentage of Covered Payroll	262.99%	235.36%

See accompanying Note to Supplementary Information.

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**WORCESTER REGIONAL RETIREMENT SYSTEM
SUPPLEMENTARY INFORMATION (CONTINUED)
DECEMBER 31, 2020
(SEE INDEPENDENT AUDITORS' REPORT)**

SCHEDULE OF EMPLOYER CONTRIBUTIONS

	2020	2019	2018	2017	2016
Actuarially Determined Contribution	\$ 67,269,029	\$ 60,887,972	\$ 55,674,504	\$ 50,599,326	\$ 48,574,831
Contributions in Relation to the Actuarially Determined Contribution	<u>67,269,029</u>	<u>60,887,972</u>	<u>55,674,504</u>	<u>50,599,326</u>	<u>48,574,831</u>
Contribution Deficiency (Excess)	<u>\$ -</u>				
Covered Payroll	\$ 321,050,145	\$ 301,686,927	\$ 273,888,022	\$ 271,037,131	\$ 282,918,805
Contributions as a Percentage of Covered Payroll	20.95%	20.18%	20.33%	18.67%	17.17%
					(Continued)
	2015	2014	2013	2012	2011
Actuarially Determined Contribution	\$ 44,986,040	\$ 39,519,038	\$ 39,113,142	\$ 34,534,582	\$ 32,578,418
Contributions in Relation to the Actuarially Determined Contribution	<u>44,986,040</u>	<u>39,519,038</u>	<u>39,113,142</u>	<u>34,534,582</u>	<u>32,578,418</u>
Contribution Deficiency (Excess)	<u>\$ -</u>				
Covered Payroll	\$ 269,899,678	\$ 252,829,591	\$ 252,829,591	\$ 238,952,079	\$ 238,952,079
Contributions as a Percentage of Covered Payroll	16.67%	15.63%	15.47%	14.45%	13.63%
					(Concluded)

SCHEDULE OF INVESTMENT RETURNS (1)

	2020	2019	2018	2017	2016	2015	2014
Annual Money-Weighted Rate of Return, Net of Investment Expense	12.03%	16.55%	-2.75%	16.71%	7.06%	0.05%	7.79%

(1) Data is being accumulated annually to present 10 years of the reported information.

See accompanying Note to Supplementary Information.

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**WORCESTER REGIONAL RETIREMENT SYSTEM
NOTE TO SUPPLEMENTARY INFORMATION
DECEMBER 31, 2020**

NOTE 1 METHODS AND ASSUMPTIONS USED IN CALCULATIONS OF ACTUARIALLY DETERMINED CONTRIBUTIONS

The following were the actuarial methods and assumptions used to determine contribution rates reported in the schedule of employer contributions:

Actuarial cost method (2014-2020):	Entry age normal
Amortization method (2014-2020):	Payment increases 4.0% per year, except for Early Retirement Incentive (ERI) Programs for 2002 and 2003 (4.5%) and 2010 (level dollar). Annual employer costs are limited to increases of 9.95% over the prior year.
Remaining amortization period (2014-2017):	19 years
Remaining amortization period (2018-2019):	17 years
Remaining amortization period (2020):	16 years
Asset valuation method (2014-2020):	Asset smoothing
Inflation (2014-2015):	3.5%
Inflation (2016-2018):	3.0%
Inflation (2019-2020):	2.4%
Salary increases (2014-2015):	3.0%
Salary increases (2016-2020):	Group 1: 6%-4.25%, based on service; Group 4: 7%-4.75%, based on service
Investment rate of return (2014-2015):	8.00%
Investment rate of return (2016-2018):	7.75%
Investment rate of return (2019-2020):	7.65%

Investment advisory services are offered through CliftonLarsonAllen Wealth Advisors, LLC, an SEC-registered investment advisor. CLA is an independent member of Nexia International, a leading, global network of independent accounting and consulting firms. See nexia.com/member-firm-disclaimer for details. CliftonLarsonAllen LLP



WORCESTER REGIONAL RETIREMENT SYSTEM
FINANCIAL STATEMENTS AND
SUPPLEMENTARY INFORMATION
YEAR ENDED DECEMBER 31, 2019

**WORCESTER REGIONAL RETIREMENT SYSTEM
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INDEPENDENT AUDITORS' REPORT

Honorable Retirement Board
Worcester Regional Retirement System
Auburn, Massachusetts

Report on the Financial Statements

We have audited the accompanying financial statements of the Worcester Regional Retirement System (the System), as of and for the year ended December 31, 2019, and the related notes to the financial statements, as listed in the table of contents.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with auditing standards generally accepted in the United States of America and the standards applicable to financial audits contained in *Government Auditing Standards*, issued by the Comptroller General of the United States. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.



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Honorable Retirement Board
Worcester Regional Retirement System

Opinion

In our opinion, the financial statements referred to above present fairly, in all material respects, the fiduciary net position of the System as of December 31, 2019, and the respective change in fiduciary net position for the year then ended in accordance with accounting principles generally accepted in the United States of America.

Other Matters

Required Supplementary Information

Accounting principles generally accepted in the United States of America require that the management's discussion and analysis, schedule of changes in employers' net pension liability and related ratios, schedule of employer contributions and schedule of investment returns be presented to supplement the financial statements. Such information, although not a part of the financial statements, is required by the Governmental Accounting Standards Board who considers it to be an essential part of financial reporting for placing the financial statements in an appropriate operational, economic, or historical context. We have applied certain limited procedures to the required supplementary information in accordance with auditing standards generally accepted in the United States of America, which consisted of inquiries of management about the methods of preparing the information and comparing the information for consistency with management's responses to our inquiries, the financial statements, and other knowledge we obtained during our audit of the financial statements. We do not express an opinion or provide any assurance on the information because the limited procedures do not provide us with sufficient evidence to express an opinion or provide any assurance.

Other Reporting Required by Government Auditing Standards

In accordance with *Government Auditing Standards*, we have also issued our report dated October 9, 2020, on our consideration of the System's internal control over financial reporting and on our tests of its compliance with certain provisions of laws, regulations, contracts, and grant agreements and other matters. The purpose of that report is solely to describe the scope of our testing of internal control over financial reporting and compliance and the results of that testing, and not to provide an opinion on the effectiveness of the System's internal control over financial reporting or on compliance. That report is an integral part of an audit performed in accordance with *Government Auditing Standards* in considering the System's internal control over financial reporting and compliance.



CliftonLarsonAllen LLP

Boston, Massachusetts
October 9, 2020

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**WORCESTER REGIONAL RETIREMENT SYSTEM
MANAGEMENT'S DISCUSSION AND ANALYSIS
DECEMBER 31, 2019**

As management of the Worcester Regional Retirement System (the System), we offer readers of these financial statements this narrative overview and analysis of the System's financial activities for the year ended December 31, 2019.

The management's discussion and analysis (MD&A) is presented in the following sections:

1. Financial Highlights
2. Overview of the Financial Statements
3. Financial Statement Analysis

Please refer to the audited *Financial Statements* when reading the MD&A.

Financial Highlights

Fiduciary net position increased by \$115,201,262 or 16.8%, when compared to the prior year's fiduciary net position. Fiduciary net position is the residual of the System's assets in excess of the System's liabilities, as reported in the statement of fiduciary net position, as of the statement date. The System's assets are held in trust to meet future benefit payments.

Overview of the Financial Statements

The financial statements are comprised of a statement of fiduciary net position, statement of changes in fiduciary net position, notes to financial statements, and required supplementary information.

The **statement of fiduciary net position** presents information on the System's assets and liabilities and the resulting net position restricted for pensions. This is calculated using the following formula: Assets – Liabilities = Net Position restricted for pensions. This statement reflects the System's investments at fair value, as well as cash, receivables and other assets and liabilities. The statement of fiduciary net position reports the financial position of the System at December 31, 2019. Over time, the increase or decrease in fiduciary net position serves as a useful indicator of the System's financial health.

The **statement of changes in fiduciary net position** presents information showing how the System's fiduciary net position changed during the year ended December 31, 2019. It reflects contributions by its individual members and participating employers along with deductions for retirement benefits, refunds, withdrawals, and administrative expenses. Investment income during the period is also presented showing income from investing activities.

The **notes to financial statements** provide additional information that is essential for the reader to gain a full understanding of the data provided in the financial statements.

The **required supplementary information** includes schedules of changes in employers' net pension liability and related ratios, schedule of employer contributions and schedule of investment returns.

**WORCESTER REGIONAL RETIREMENT SYSTEM
MANAGEMENT'S DISCUSSION AND ANALYSIS
DECEMBER 31, 2019**

Financial Statement Analysis

The System's total assets as of December 31, 2019 were \$810,947,486 and were comprised of cash and cash equivalents, investments and receivables.

Total liabilities as of December 31, 2019 were \$10,208,211 and represent amounts owed for accounts payable and reimbursements and transfers to other systems.

The following tables present current and prior year data on the System's financial statements.

Fiduciary Net Position

As noted earlier, fiduciary net position may serve over time as a useful indicator of the System's financial position. The System's assets exceeded liabilities by \$800,739,275 at the close of the year and are summarized as follows:

	<u>2019</u>	<u>2018</u>
ASSETS		
Cash and Cash Equivalents	\$ 2,813,343	\$ 2,840,100
Investments	802,771,080	690,241,700
Receivables	5,363,063	4,447,864
Total Assets	<u>810,947,486</u>	<u>697,529,664</u>
 LIABILITIES		
Accounts Payable	29,272	58,663
Reimbursements and Transfers to Other Systems	10,178,939	11,932,988
Total Liabilities	<u>10,208,211</u>	<u>11,991,651</u>
 NET POSITION		
Net Position Restricted for Pensions	<u>\$ 800,739,275</u>	<u>\$ 685,538,013</u>

**WORCESTER REGIONAL RETIREMENT SYSTEM
MANAGEMENT'S DISCUSSION AND ANALYSIS
DECEMBER 31, 2019**

Changes in Fiduciary Net Position

For the year ended December 31, 2019, the System's total fiduciary net position increased by \$115,201,262. In the prior year, fiduciary net position decreased by \$20,455,274. These amounts are summarized as follows:

	<u>2019</u>	<u>2018</u>
ADDITIONS		
Contributions:		
Employers	\$ 60,887,972	\$ 55,674,504
Members	35,087,583	33,362,836
Net Investment Income:		
Net Realized and Unrealized Gains (Loss)	94,264,162	(33,445,405)
Interest and Dividends	20,050,385	19,433,831
Less: Management Fees	(3,856,330)	(3,758,998)
Other	2,730,678	2,557,369
Total Additions	<u>209,164,450</u>	<u>73,824,137</u>
DEDUCTIONS		
Retirement Benefits and Refunds	88,229,714	83,571,930
Reimbursements and Transfers to Other Systems	4,620,834	9,529,209
Administration	1,112,640	1,178,272
Total Deductions	<u>93,963,188</u>	<u>94,279,411</u>
NET INCREASE (DECREASE) IN NET POSITION	115,201,262	(20,455,274)
Net Position Restricted for Pensions - Beginning of Year	<u>685,538,013</u>	<u>705,993,287</u>
NET POSITION RESTRICTED FOR PENSIONS - END OF YEAR	<u>\$ 800,739,275</u>	<u>\$ 685,538,013</u>

Additions to Fiduciary Net Position

Total additions to net position for 2019 were \$209,164,450. Contributions increased by approximately \$6,938,000 in 2019 when compared to the prior year. The System had a net investment gain of approximately \$110,458,000 in 2019 compared to the loss of approximately \$17,771,000 in 2018 as a result of investment market conditions.

Deductions from Fiduciary Net Position

Total deductions from net position for 2019 were \$93,363,188. Retirement benefits and refunds increased by approximately \$4,658,000 in 2019 when compared to the prior year. Other deductions decreased by approximately \$4,974,000 in 2019 when compared to the prior year.

**WORCESTER REGIONAL RETIREMENT SYSTEM
MANAGEMENT'S DISCUSSION AND ANALYSIS
DECEMBER 31, 2019**

Requests for Information

This financial report is designed to provide the board, our membership, taxpayers, investors, and creditors with a general overview of the System's financial results and to demonstrate the System's accountability for the funding it receives. If you have any questions about this report or need additional financial information, contact the Chairman/Chief Executive Officer at 23 Midstate Drive, Suite 106, Auburn, Massachusetts 01501.

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**WORCESTER REGIONAL RETIREMENT SYSTEM
STATEMENT OF FIDUCIARY NET POSITION
DECEMBER 31, 2019**

ASSETS

Cash and Cash Equivalents	\$ 2,813,343
Investments:	
External Investment Pools	801,583,801
Private Equity	<u>1,187,279</u>
Total Investments	802,771,080
Receivables:	
Employer Contributions	1,416,590
Member Contributions	1,697,067
Reimbursements and Transfers from Other Systems	<u>2,249,406</u>
Total Receivables	<u>5,363,063</u>
Total Assets	810,947,486

LIABILITIES

Accounts Payable	29,272
Reimbursements and Transfers to Other Systems	<u>10,178,939</u>
Total Liabilities	<u>10,208,211</u>

NET POSITION RESTRICTED FOR PENSIONS

\$ 800,739,275

See accompanying Notes to Financial Statements.

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**WORCESTER REGIONAL RETIREMENT SYSTEM
STATEMENT OF CHANGES IN FIDUCIARY NET POSITION
DECEMBER 31, 2019**

ADDITIONS

Contributions:	
Employers	\$ 60,887,972
Members	<u>35,087,583</u>
Total Contributions	95,975,555
Net Investment Income:	
Net Realized and Unrealized Gains	94,264,162
Interest and Dividends	20,050,385
Less: Management Fees	<u>(3,856,330)</u>
Net Investment Income	110,458,217
Other	<u>2,730,678</u>
Total Additions	209,164,450

DEDUCTIONS

Retirement Benefits and Refunds	88,229,714
Reimbursements and Transfers to Other Systems	4,620,834
Administration	<u>1,112,640</u>
Total Deductions	<u>93,963,188</u>

NET INCREASE IN NET POSITION

115,201,262

NET POSITION RESTRICTED FOR PENSIONS

Beginning of Year	<u>685,538,013</u>
End of Year	<u><u>\$ 800,739,275</u></u>

See accompanying Notes to Financial Statements.

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**WORCESTER REGIONAL RETIREMENT SYSTEM
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2019**

NOTE 1 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

General

The financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America (U.S. GAAP). The Governmental Accounting Standards Board (GASB) is the standard-setting body for establishing governmental accounting and financial reporting principles. The significant accounting policies are described herein.

Reporting Entity

The Worcester Regional Retirement System (the System) was established to provide retirement benefits to eligible employees of its member employers.

Measurement Focus and Basis of Accounting

The System's financial statements are presented using the flow of economic resources measurement focus and use the accrual basis of accounting.

Cash and Investments

Cash is considered to be cash on hand, demand deposits and short-term investments with an original maturity of three months or less from the date of acquisition.

Investments are reported at fair value. Fair value is based on quotations from a national securities exchange except for pooled funds, alternative investments and real estate investments, for which fair value is estimated as follows:

Pooled Funds

The fair value of shares in managed investment pools is based on unit value reported by the funds.

Private Equity

The fair values of these types of investments have been determined by the third-party investment managers using the Net Asset Value (NAV) per share (or its equivalent) of the System's ownership interest in partner's capital.

Basis of Investment Transactions

Purchases and sales of investments are recorded on the trade date. Transactions remaining unsettled as of year-end are recorded as payables for securities purchased and as a receivable for securities sold.

Revenue Recognition

Contributions are recognized as additions in the period when they become due pursuant to formal commitments, statutory or contractual requirements. Investment income is recognized when earned.

**WORCESTER REGIONAL RETIREMENT SYSTEM
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2019**

NOTE 1 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Benefits and Refunds

Benefits and refunds are recognized as deductions when due and payable in accordance with the terms of the System.

Administrative Expenses

Administrative expenses are financed by contributions to the System.

Use of Estimates

The preparation of financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure for contingent assets and liabilities at the date of the financial statements and the reported amounts of the additions and deductions during the fiscal year. Actual results could vary from estimates that were used.

NOTE 2 PLAN DESCRIPTION

General

The System is a cost-sharing multiple-employer public employee retirement system established in 1937, under Massachusetts General Laws (MGL), Chapter 32, and is regulated by the Massachusetts Public Employee Retirement Administration Commission (PERAC). The System is a defined benefit pension plan that covers eligible employees of its member employers.

Membership in the System is mandatory immediately upon the commencement of employment for all permanent full-time employees working at least 20 hours weekly, except for school teachers and school administrators who participate in the Massachusetts Teachers' Retirement System.

Membership in the System as of December 31, 2019 was as follows:

Inactive Members (or Beneficiaries) Currently Receiving Benefits	3,802
Inactive Members Entitled to, but not Yet Receiving Benefits	2,247
Active Members	7,024
 Total Members	 13,073
 Number of Member Employers	 99

The System is governed by a five-member board comprised of the Chairman/Chief Executive Officer, who serves ex-officio and is appointed by the other members of the board; two members who are elected by the participants in or retired from the services of the System; a fourth member appointed by the member employers; and a fifth member appointed by the other members of the board.

**WORCESTER REGIONAL RETIREMENT SYSTEM
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2019**

NOTE 2 PLAN DESCRIPTION (CONTINUED)

Significant Plan Provisions and Requirements

Benefit provisions and state law establishes contribution requirements of the System. Members of the System become vested after 10 years of creditable service. Normal retirement occurs at age 65 (age 67 if hired on or after April 2, 2012), except for certain public safety employees and other special situations.

For employees hired prior to April 2, 2012, the annual amount of the retirement allowance is based on the member's final three-year average salary multiplied by (1) the number of years and full months of creditable service at the time of retirement and (2) a percentage based on age at retirement in accordance with a schedule provided by state law. Assuming normal retirement at age 65, this percentage is 2.5%, which is reduced for individuals who retire prior to age 65 to reflect the longer pay out period. A member's final three-year average salary is defined as the greater of the highest consecutive three-year average annual rate of regular compensation and the average annual rate of regular compensation received during the last three years of creditable service prior to retirement.

For employees hired on or after April 2, 2012, the annual amount of the retirement allowance is based on the member's final five-year average salary multiplied by (1) the number of years and full months of creditable service at the time of retirement and (2) a percentage based on age at retirement in accordance with a schedule provided by state law. Assuming normal retirement at age 67, this percentage is 2.5%. A member's final five-year average salary is defined as the greater of the highest consecutive five-year average annual rate of regular compensation and the average annual rate of regular compensation received during the last five years of creditable service prior to retirement.

Employees hired before April 2, 2012 may elect early retirement after 20 years of service or at any time after attaining age 55 with 10 years of eligible service. Plan members who become permanently and totally disabled may be eligible to receive a disability retirement allowance. The amount of benefits to be received depends on several factors, including the member's age, compensation, veteran status, years of service, and whether or not the disability is work-related. In addition, certain death benefits exist for beneficiaries of employees who die in active service.

Under MGL, c.32 Section 3(8)(c), members leaving a member employer to work for other Massachusetts governmental units requires the System transfer their accumulated account balances and creditable service to the retirement system of their new employer. Other such retirement systems are in turn required to make comparable transfers to the System for employees coming to work at a member employer of the System. Per statute, the PERAC actuary shall consider length of service as well as acceptance of military service credit and salary cap provisions if applicable in calculating the liability.

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**WORCESTER REGIONAL RETIREMENT SYSTEM
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2019**

NOTE 3 DEPOSITS AND INVESTMENTS

Investment Policy

Deposits and investments made by the System are governed by Chapter 32 of the MGL. The System has the ability to invest in equity securities, corporate bonds, annuities and other specified investments in accordance with state laws and regulations.

The System invests in the Pension Reserve Investment Trust (PRIT). PRIT meets the criteria of an external investment pool and operates in accordance with applicable state laws and regulations. The Treasurer of the Commonwealth serves as Trustee and provides regulatory oversight. The reported value of the pool is the same as the fair value of the System's position in pool shares.

The System's asset allocation policies are established by PRIT. System assets are managed on a total return basis with a long-term objective of achieving a fully funded status for the benefits provided through the System. The following was the asset allocation policy as of December 31, 2019:

<u>Asset Class</u>	<u>Target</u>
Global Equity	39%
Fixed Income	23%
Private Equity	13%
Real Estate	10%
Timber/Natural Resources	4%
Portfolio Completion Strategies	11%

Rate of Return

For the year ended December 31, 2019, the annual money-weighted rate of return on pension plan investments, net of pension plan investment expense, was 16.55%. The money-weighted rate of return expresses investment performance, net of investment expense, adjusted for the changing amounts actually invested.

Deposits – Custodial Credit Risk

Custodial credit risk for deposits is the risk that, in the event of a bank failure, the System's deposits may not be recovered. The System's policy for custodial credit risk of deposits is to rely on FDIC and DIF insurance coverage. As of December 31, 2019, the System's bank balance of \$4,274,006 was not exposed to custodial credit risk.

**WORCESTER REGIONAL RETIREMENT SYSTEM
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2019**

NOTE 3 DEPOSITS AND INVESTMENTS (CONTINUED)

Investments Summary

The System's investments at December 31, 2019 are presented below. All investments are presented by investment type, with debt securities presented by maturity.

Investment Type	Fair Value	Investment Maturities (in Years) Less Than 1
<u>External Investment Pools:</u>		
Pension Reserve Investment Trust	\$ 801,583,801	<u>\$ 801,583,801</u>
<u>Other Investments:</u>		
Private Equity	<u>1,187,279</u>	
Total Investments	<u>\$ 802,771,080</u>	

Investments – Interest Rate Risk of Debt Securities

Interest rate risk for debt securities is the risk that changes in interest rates of debt securities will adversely affect the fair value of an investment. The System's policy for interest rate risk of debt securities is to use diversification to minimize the exposure to interest rate risks in the aggregate investment portfolio.

Investments – Custodial Credit Risk

Custodial credit risk for investments is the risk that, in the event of the failure of the counterparty, the System will not be able to recover the value of its investments or collateral securities that are in the possession of an outside party. The System's policy for custodial credit risk of investments intends that all investments are either insured and/or registered in the name of the System. As of December 31, 2019, the System was not exposed to custodial credit risk.

Investments – Credit Risk of Debt Securities

Credit risk for debt securities is the risk that an issuer or other counterparty to a debt security will not fulfill its obligations. The System's policy for credit risk of debt securities is to use diversification to minimize the exposure to credit risks in the aggregate investment portfolio. As of December 31, 2019, the System's debt security investments were in external investment pools unrated by national credit rating organizations.

Deposits and Investments – Foreign Currency Risk

Foreign currency risk is the risk that fluctuations in exchange rates will adversely affect the fair value of an investment or a deposit. The System's policy for foreign currency risk is to diversify the foreign countries and currencies within its international investment portfolio. As of December 31, 2019, the System was not exposed to foreign currency risk.

**WORCESTER REGIONAL RETIREMENT SYSTEM
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2019**

NOTE 3 DEPOSITS AND INVESTMENTS (CONTINUED)

Investments – Concentration of Credit Risk

Concentration of credit risk is the risk of loss attributed to the magnitude of the System's investment in a single issuer. The System's policy for concentration of credit risk is to use extensive diversification to minimize exposure to company and industry specific risks in the aggregate investment portfolio. As of December 31, 2019, the System was not exposed to concentration of credit risk.

Investments – Fair Value

The System categorizes its fair value measurements within the fair value hierarchy established by U.S. GAAP. The hierarchy is based on the valuation inputs used to measure the fair value of the asset. Level 1 inputs are quoted market prices in active markets for identical assets; Level 2 inputs are significant other observable inputs; Level 3 inputs are significant unobservable inputs.

As of December 31, 2019, all of the System's investments were measured at the Net Asset Value (NAV) or its equivalent as presented in the following table:

	Total Amount	Unfunded Commitments	Redemption Frequency	Redemption Notice Period
External Investment Pool (PRIT) (1)	\$ 801,583,801	\$ -	Monthly ⁽¹⁾	24 Hours ⁽¹⁾
Private Equity (2)	1,187,279	-	N/A ⁽²⁾	N/A ⁽²⁾
Total Investments Measured at the NAV	\$ 802,771,080			

(1) *External Investment Pool (PRIT)* – The System is a participating retirement system in the PRIT fund. The system owns units, or shared in the PRIT fund, which is a pooled investment trust. The fair values of the investments in this type have been determined using the NAV per share (or its equivalent) of the System's ownership in the pool. Investments in the fund can be redeemed on a monthly basis with written notice submitted by the first business day of the month of redemption.

(2) *Private equity* – This investment type includes investments in 4 private equity funds that invest primarily in private domestic and international companies of diversified industries. The fair value measurements of this type have been determined using the NAV per share (or its equivalent) of the System's ownership interest in partners' capital. The investments can never be redeemed from the funds. Distributions from each fund will be received as the underlying investments of the funds are liquidated. It is expected that the underlying assets of the funds will be liquidated over the next one to five years.

**WORCESTER REGIONAL RETIREMENT SYSTEM
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2019**

NOTE 4 FUNDING POLICY

Chapter 32 of MGL governs the contributions of plan members and member employers. Depending on their employment date, active System members must contribute anywhere between 5%-9% of their gross regular compensation. Members hired after December 31, 1978 must contribute an additional 2% of regular compensation in excess of \$30,000. Employees in Group 1 hired on or after April 2, 2012 with 30 years of creditable service or greater will pay a base contribution rate of 6%. These deductions earn interest at a rate determined by PERAC that vests based upon years of service. Employers are required to pay into the System its share of the system-wide actuarial determined contribution, in accordance with Chapter 32, Section 22D of MGL, apportioned among the employers based on annual employer normal cost and amortization payments to pay the unfunded actuarial accrued liability. For the year ended December 31, 2019, active member contributions totaled \$35,087,583 and employer contributions totaled \$60,887,972.

Contributions are recognized as additions in the period when they become due pursuant to formal commitments, statutory or contractual requirements. Benefits and refunds are recognized as deductions when incurred and administrative expenses are funded through investment earnings.

Except for a portion of benefits owed due to cost-of-living adjustments (COLA's) granted through June 30, 1998, member employers are required to contribute the remaining amounts necessary to finance benefits. Member employer contributions are determined by actuarial valuations.

COLA's granted through June 30, 1998 are reimbursed by the Commonwealth of Massachusetts (the Commonwealth). COLA's granted subsequent to June 30, 1998 must be granted by the board and are the responsibility of the System. COLA may be approved in excess of the Consumer Price Index but not to exceed 3% of the base retirement allowance.

A COLA was granted to eligible retirees and survivors effective July 1, 2019. The 3% COLA was paid on a base of \$16,000 (maximum \$480).

NOTE 5 NET PENSION LIABILITY

The components of the net pension liability of the System at December 31, 2019, were as follows:

Total Pension Liability	\$1,690,869,266
Plan Fiduciary Net Position	<u>(800,739,275)</u>
Net Pension Liability	<u>\$ 890,129,991</u>
Plan Fiduciary Net Position as a Percentage of the Total Pension Liability	47.36%

**WORCESTER REGIONAL RETIREMENT SYSTEM
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2019**

NOTE 5 NET PENSION LIABILITY (CONTINUED)

Actuarial Assumptions

The total pension liability was determined by an actuarial valuation as of January 1, 2018, using the following actuarial assumptions, applied to all periods included in the measurement that was updated to December 31, 2019:

Inflation:	2.4% per year
Salary increases:	Group 1: 4.25-6.00%, based on service Group 4: 4.75%-7.00%, based on service
Investment rate of return:	7.65%, net of pension plan investment expense, including inflation
Mortality rates:	Based on the RP-2000 Mortality Table (base year 2009) with full generational mortality improvement using Scale BB. For disabled lives, the mortality rates were based on the RP-2000 Mortality Table (base year 2012) with full generational mortality improvement using Scale BB.

The long-term expected rate of return on pension plan investments was determined using a building-block method in which best-estimate ranges of expected future rates of return (expected returns, net of pension plan investment expense and inflation) are developed for each major asset class. These ranges are combined to produce the long-term expected rate of return by weighting the expected future rates of return by the target asset allocation percentage and by adding expected inflation. Best estimates of arithmetic rates of return for each major asset class included in the pension plan's target asset allocation as of December 31, 2019 (see the discussion of the System's investment policy) are summarized in the following table:

<u>Asset Class</u>	<u>Long-Term Expected Rate of Return (%)</u>
Global Equity	4.68
Fixed Income	1.90
Private Equity	8.50
Real Estate	3.70
Timber/Natural Resources	4.30
Portfolio Completion Strategies	3.40

**WORCESTER REGIONAL RETIREMENT SYSTEM
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2019**

NOTE 5 NET PENSION LIABILITY (CONTINUED)

Discount Rate

The discount rate used to measure the total pension liability was 7.65%. The projection of cash flows used to determine the discount rate assumed that plan member contributions will be made at the current contribution rates and that member employer contributions will be made in accordance with Sections 22D and 22F of Chapter 32 of the Massachusetts General Laws. Based on those assumptions, the System's fiduciary net position was projected to be available to make all projected future benefit payments of current plan members. Therefore, the long-term expected rate of return on pension plan investments was applied to all periods of projected benefit payments to determine the total pension liability.

Sensitivity of the Net Pension Liability to Changes in the Discount Rate

The following presents the net pension liability of the System calculated using the discount rate of 7.65%, as well as what the System's net pension liability would be if it were calculated using a discount rate that is 1-percentage-point lower (6.65%) or 1-percentage-point higher (8.65%) than the current rate:

	1% Decrease (6.65%)	Current Discount Rate (7.65%)	1% Increase (8.65%)
Net Pension Liability	\$1,086,190,376	\$ 890,129,991	\$ 724,562,579

NOTE 6 LEGALLY REQUIRED RESERVE ACCOUNTS

The balance in the System's legally required reserves as of December 31, 2019 are as follows:

<u>Description</u>	<u>Amount</u>	<u>Purpose</u>
Annuity Savings Fund	\$ 297,120,738	Active Members' Contribution Balance
Annuity Reserve Fund	78,748,966	Retired Members' Contribution Account
Military Service Fund	129,449	Members' Contribution Account While on Military Leave
Pension Reserve Fund	421,796,516	Amounts Appropriated to Fund Future Retirement
Pension Fund	2,943,606	Remaining Net Position
Total	<u>\$ 800,739,275</u>	

All reserve accounts are funded at levels required by state law.

**WORCESTER REGIONAL RETIREMENT SYSTEM
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2019**

NOTE 7 CONTINGENCIES

Approximately \$6,317,000 of the reimbursements and transfers to other systems liability reported in the financial statements represents amounts billed to the System by the Commonwealth of Massachusetts State Board of Retirement (the State Board) related to obligations pursuant to MGL, c.32 Section 3(8)(c). The System disputes the liability based on various considerations, such as inaccurate reimbursement calculations, reimbursements not attributable to the System and lack of documentation.

The System is in the process of attempting to revise the liability with the State Board. The outcome of this process is not presently determinable and the effect on the System's financial statements cannot be determined at this time.

**WORCESTER REGIONAL RETIREMENT SYSTEM
SUPPLEMENTARY INFORMATION
DECEMBER 31, 2019
(SEE INDEPENDENT AUDITORS' REPORT)**

SCHEDULE OF CHANGES IN EMPLOYERS' NET PENSION LIABILITY AND RELATED RATIOS (1)

	2019	2018	2017	2016	2015	2014
Total Pension Liability						
Service Cost	\$ 45,464,593	\$ 44,445,482	\$ 42,736,040	\$ 35,984,130	\$ 31,996,981	\$ 31,996,981
Interest	123,507,870	118,116,251	112,224,318	99,124,367	91,276,045	84,568,061
Changes of Benefit Terms	-	-	-	-	49,721,211	-
Differences Between Expected and Actual Experience	-	(8,110,737)	-	8,235,183	-	-
Changes of Assumptions	17,826,312	-	-	94,194,565	31,534,870	-
Benefit Payments, Including Refunds of Member Contributions	(88,229,714)	(83,571,930)	(77,717,794)	(72,799,275)	(68,086,158)	(61,338,289)
Net Change in Total Pension Liability	98,569,061	70,879,066	77,242,564	164,738,970	136,442,949	55,228,753
Total Pension Liability - Beginning	1,592,300,205	1,521,421,139	1,444,178,575	1,279,439,605	1,142,996,656	1,087,769,903
Total Pension Liability - Ending (a)	\$ 1,690,869,266	\$ 1,592,300,205	\$ 1,521,421,139	\$ 1,444,178,575	\$ 1,279,439,605	\$ 1,142,996,656
Plan Fiduciary Net Position						
Contributions - Employers	\$ 60,887,972	\$ 55,674,504	\$ 50,599,326	\$ 48,574,831	\$ 44,986,040	\$ 39,519,038
Contributions - Members	35,087,583	33,362,836	31,592,837	29,032,767	52,111,046	27,066,085
Net Investment Income	110,458,217	(17,770,572)	103,123,070	40,509,286	1,177,960	40,135,521
Benefit Payments, Including Refunds of Member Contributions	(88,229,714)	(83,571,930)	(77,717,794)	(72,799,275)	(68,086,158)	(61,338,289)
Administrative Expense	(1,112,640)	(1,178,272)	(1,145,509)	(1,170,184)	(1,055,662)	(1,054,297)
Other	(1,890,156)	(6,971,840)	(7,043,455)	(7,195,247)	(7,429,438)	(3,178,354)
Net Change in Plan Fiduciary Net Position	115,201,262	(20,455,274)	99,408,475	36,952,178	21,703,788	41,149,704
Plan Fiduciary Net Position - Beginning	685,538,013	705,993,287	606,584,812	569,632,634	547,928,846	506,779,142
Plan Fiduciary Net Position - Ending (b)	\$ 800,739,275	\$ 685,538,013	\$ 705,993,287	\$ 606,584,812	\$ 569,632,634	\$ 547,928,846
Net Pension Liability - Ending (a) - (b)	\$ 890,129,991	\$ 906,762,192	\$ 815,427,852	\$ 837,593,763	\$ 709,806,971	\$ 595,067,810
Plan Fiduciary Net Position as a Percentage of the Total Pension Liability	47.36%	43.05%	46.40%	42.00%	44.52%	47.94%
Covered Payroll	\$ 301,686,927	\$ 273,888,022	\$ 271,037,131	\$ 282,918,805	\$ 269,899,678	\$ 252,829,591
Net Pension Liability as a Percentage of Covered Payroll	295.05%	331.07%	300.85%	296.05%	262.99%	235.36%

(1) Data is being accumulated annually to present 10 years of the reported information.

**WORCESTER REGIONAL RETIREMENT SYSTEM
SUPPLEMENTARY INFORMATION
DECEMBER 31, 2019
(SEE INDEPENDENT AUDITORS' REPORT)**

SCHEDULE OF EMPLOYER CONTRIBUTIONS

	2019	2018	2017	2016	2015
Actuarially Determined Contribution	\$ 60,887,972	\$ 55,674,504	\$ 50,599,326	\$ 48,574,831	\$ 44,986,040
Contributions in Relation to the Actuarially Determined Contribution	<u>60,887,972</u>	<u>55,674,504</u>	<u>50,599,326</u>	<u>48,574,831</u>	<u>44,986,040</u>
Contribution Deficiency (Excess)	<u>\$ -</u>				
Covered Payroll	\$ 301,686,927	\$ 273,888,022	\$ 271,037,131	\$ 282,918,805	\$ 269,899,678
Contributions as a Percentage of Covered Payroll	20.18%	20.33%	18.67%	17.17%	16.67%
					(Continued)
	2014	2013	2012	2011	2010
Actuarially Determined Contribution	\$ 39,519,038	\$ 39,113,142	\$ 34,534,582	\$ 32,578,418	\$ 30,733,672
Contributions in Relation to the Actuarially Determined Contribution	<u>39,519,038</u>	<u>39,113,142</u>	<u>34,534,582</u>	<u>32,578,418</u>	<u>30,733,672</u>
Contribution Deficiency (Excess)	<u>\$ -</u>				
Covered Payroll	\$ 252,829,591	\$ 252,829,591	\$ 238,952,079	\$ 238,952,079	\$ 241,992,607
Contributions as a Percentage of Covered Payroll	15.63%	15.47%	14.45%	13.63%	12.70%
					(Concluded)

SCHEDULE OF INVESTMENT RETURNS (1)

	2019	2018	2017	2016	2015	2014
Annual Money-Weighted Rate of Return, Net of Investment Expense	16.55%	-2.75%	16.71%	7.06%	0.05%	7.79%

(1) Data is being accumulated annually to present 10 years of the reported information.

**WORCESTER REGIONAL RETIREMENT SYSTEM
NOTE TO SUPPLEMENTARY INFORMATION
DECEMBER 31, 2019**

NOTE 1 METHODS AND ASSUMPTIONS USED IN CALCULATIONS OF ACTUARIALLY DETERMINED CONTRIBUTIONS

The following were the actuarial methods and assumptions used to determine contribution rates reported in the schedule of employer contributions:

Actuarial cost method (2014-2019):	Entry age normal
Amortization method (2014-2017):	Payment increases 4.0% per year, except for Early Retirement Incentive (ERI) Programs for 2002 and 2003 (4.5%) and 2010 (level dollar)
Amortization method (2018-2019):	Payment increases 4.0% per year
Remaining amortization period (2014-2017):	19 years
Remaining amortization period (2018-2019):	17 years
Asset valuation method (2014-2019):	Market value
Inflation (2014-2015):	3.5%
Inflation (2016-2018):	3.0%
Inflation (2019)	2.4%
Salary increases (2014-2015):	3.0%
Salary increases (2016-2019):	Group 1: 6%-4.25%, based on service; Group 4: 7%-4.75%, based on service
Investment rate of return (2014-2015):	8.00%
Investment rate of return (2016-2018):	7.75%
Investment rate of return (2019):	7.65%

WORCESTER REGIONAL RETIREMENT SYSTEM
FINANCIAL STATEMENTS AND
SUPPLEMENTARY INFORMATION
YEAR ENDED DECEMBER 31, 2018



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**WORCESTER REGIONAL RETIREMENT SYSTEM
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INDEPENDENT AUDITORS' REPORT

Honorable Retirement Board
Worcester Regional Retirement System
Auburn, Massachusetts

Report on the Financial Statements

We have audited the accompanying financial statements of the Worcester Regional Retirement System (the System), as of and for the year ended December 31, 2018, and the related notes to the financial statements, as listed in the table of contents.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with auditing standards generally accepted in the United States of America and the standards applicable to financial audits contained in *Government Auditing Standards*, issued by the Comptroller General of the United States. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.



(1)

Honorable Retirement Board
Worcester Regional Retirement System

Opinion

In our opinion, the financial statements referred to above present fairly, in all material respects, the fiduciary net position of the System as of December 31, 2018, and the respective change in fiduciary net position for the year then ended in accordance with accounting principles generally accepted in the United States of America.

Other Matters

Required Supplementary Information

Accounting principles generally accepted in the United States of America require that the management's discussion and analysis (located on pages 3 through 6), schedule of changes in employers' net pension liability and related ratios, schedule of employer contributions and schedule of investment returns (located on pages 19 through 21) be presented to supplement the financial statements. Such information, although not a part of the financial statements, is required by the Governmental Accounting Standards Board who considers it to be an essential part of financial reporting for placing the financial statements in an appropriate operational, economic, or historical context. We have applied certain limited procedures to the required supplementary information in accordance with auditing standards generally accepted in the United States of America, which consisted of inquiries of management about the methods of preparing the information and comparing the information for consistency with management's responses to our inquiries, the financial statements, and other knowledge we obtained during our audit of the financial statements. We do not express an opinion or provide any assurance on the information because the limited procedures do not provide us with sufficient evidence to express an opinion or provide any assurance.

Other Reporting Required by Government Auditing Standards

In accordance with *Government Auditing Standards*, we have also issued our report dated August 27, 2019, on our consideration of the System's internal control over financial reporting and on our tests of its compliance with certain provisions of laws, regulations, contracts, and grant agreements and other matters. The purpose of that report is solely to describe the scope of our testing of internal control over financial reporting and compliance and the results of that testing, and not to provide an opinion on the effectiveness of the System's internal control over financial reporting or on compliance. That report is an integral part of an audit performed in accordance with *Government Auditing Standards* in considering the System's internal control over financial reporting and compliance.



CliftonLarsonAllen LLP

Boston, Massachusetts
August 27, 2019

(2)

**WORCESTER REGIONAL RETIREMENT SYSTEM
MANAGEMENT'S DISCUSSION AND ANALYSIS
DECEMBER 31, 2018**

As management of the Worcester Regional Retirement System (System), we offer readers of these financial statements this narrative overview and analysis of the System's financial activities for the year ended December 31, 2018.

The management's discussion and analysis (MD&A) is presented in the following sections:

1. Financial Highlights
2. Overview of the Financial Statements
3. Financial Statement Analysis

Please refer to the audited *Financial Statements* when reading the MD&A.

Financial Highlights

Fiduciary net position decreased by \$20,455,274 or 2.9%, when compared to the prior year's fiduciary net position. Fiduciary net position is the residual of the System's assets in excess of the System's liabilities, as reported in the Statement of Fiduciary Net Position, as of the statement date. The System's assets are held in trust to meet future benefit payments.

Overview of the Financial Statements

The financial statements are comprised of a Statement of Fiduciary Net Position, Statement of Changes in Fiduciary Net Position, Notes to Financial Statements and Required Supplementary Information.

The **statement of fiduciary net position** presents information on the System's assets and liabilities and the resulting net position restricted for pensions. This is calculated using the following formula: Assets – Liabilities = Net Position restricted for pensions. This statement reflects the System's investments at fair value, as well as cash, receivables and other assets and liabilities. The Statement of Fiduciary Net Position reports the financial position of the System at December 31, 2018. Over time, the increase or decrease in fiduciary net position serves as a useful indicator of the System's financial health.

The **statement of changes in fiduciary net position** presents information showing how the System's fiduciary net position changed during the year ended December 31, 2018. It reflects contributions by its individual members and participating employers along with deductions for retirement benefits, refunds, withdrawals, and administrative expenses. Investment income during the period is also presented showing income from investing activities.

The **notes to financial statements** provide additional information that is essential for the reader to gain a full understanding of the data provided in the financial statements.

The **required supplementary information** includes schedules of changes in employers' net pension liability and related ratios, schedule of employer contributions and schedule of investment returns.

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**WORCESTER REGIONAL RETIREMENT SYSTEM
MANAGEMENT'S DISCUSSION AND ANALYSIS
DECEMBER 31, 2018**

Financial Statement Analysis

The System's total assets as of December 31, 2018 were \$697,529,664 and were comprised of cash and cash equivalents, investments and receivables.

Total liabilities as of December 31, 2018 were \$11,991,651 and represent amounts owed for accounts payable and reimbursements and transfers to other systems.

The following tables present current and prior year data on the System's financial statements.

Fiduciary Net Position

As noted earlier, fiduciary net position may serve over time as a useful indicator of the System's financial position. The System's assets exceeded liabilities by \$685,538,013 at the close of the year and are summarized as follows:

	<u>2018</u>	<u>2017</u>
ASSETS		
Cash and Cash Equivalents	\$ 2,840,100	\$ 2,919,956
Investments	690,241,700	709,077,200
Receivables	4,447,864	4,281,182
Total Assets	<u>697,529,664</u>	<u>716,278,338</u>
LIABILITIES		
Accounts Payable	58,663	51,515
Reimbursements and Transfers to Other Systems	11,932,988	10,233,536
Total Liabilities	<u>11,991,651</u>	<u>10,285,051</u>
NET POSITION		
Net Position Restricted for Pensions	<u>\$ 685,538,013</u>	<u>\$ 705,993,287</u>

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**WORCESTER REGIONAL RETIREMENT SYSTEM
MANAGEMENT'S DISCUSSION AND ANALYSIS
DECEMBER 31, 2018**

Changes in Fiduciary Net Position

For the year ended December 31, 2018, the System's total fiduciary net position decreased by \$20,455,274. In the prior year, fiduciary net position increased by \$99,408,475. These amounts are summarized as follows:

	2018	2017
ADDITIONS		
Contributions:		
Employers	\$ 55,674,504	\$ 50,599,326
Members	33,362,836	31,592,837
Net Investment Income:		
Net Realized and Unrealized Gains (Loss)	(33,445,405)	88,480,180
Interest and Dividends	19,433,831	18,105,902
Less: Management Fees	(3,758,998)	(3,463,012)
Other	2,557,369	2,416,580
Total Additions	73,824,137	187,731,813
DEDUCTIONS		
Retirement Benefits and Refunds	83,571,930	77,717,794
Reimbursements and Transfers to Other Systems	9,529,209	9,460,035
Administration	1,178,272	1,145,509
Total Deductions	94,279,411	88,323,338
NET INCREASE (DECREASE) IN NET POSITION	(20,455,274)	99,408,475
Net Position Restricted for Pensions - Beginning of Year	705,993,287	606,584,812
NET POSITION RESTRICTED FOR PENSIONS - END OF YEAR	\$ 685,538,013	\$ 705,993,287

Additions to Fiduciary Net Position

Total additions to net position for 2018 were \$73,824,137. Contributions increased by approximately \$6,845,000 in 2018 when compared to the prior year. The System had a net investment loss of approximately \$17,771,000 in 2018 compared to income of approximately \$103,123,000 in 2017 as a result of investment market conditions.

Deductions from Fiduciary Net Position

Total deductions from net position for 2018 were \$94,279,411. Retirement benefits and refunds increased by approximately \$5,854,000 in 2018 when compared to the prior year. Other deductions increased by approximately \$102,000 in 2018 when compared to the prior year.

**WORCESTER REGIONAL RETIREMENT SYSTEM
MANAGEMENT'S DISCUSSION AND ANALYSIS
DECEMBER 31, 2018**

Requests for Information

This financial report is designed to provide the Board, our membership, taxpayers, investors, and creditors with a general overview of the System's financial results and to demonstrate the System's accountability for the funding it receives. If you have any questions about this report or need additional financial information, contact the Chairman/Chief Executive Officer at 23 Midstate Drive, Suite 106, Auburn, Massachusetts 01501.

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**WORCESTER REGIONAL RETIREMENT SYSTEM
STATEMENT OF FIDUCIARY NET POSITION
DECEMBER 31, 2018**

ASSETS

Cash and Cash Equivalents	\$ 2,840,100
Investments:	
External Investment Pools	688,874,681
Private Equity	1,367,019
Total Investments	690,241,700
Receivables:	
Employer Contributions	508,399
Member Contributions	1,931,276
Reimbursements and Transfers from Other Systems	2,008,189
Total Receivables	4,447,864
Total Assets	697,529,664

LIABILITIES

Accounts Payable	58,663
Reimbursements and Transfers to Other Systems	11,932,988
Total Liabilities	11,991,651

NET POSITION RESTRICTED FOR PENSIONS

\$ 685,538,013

See accompanying Notes to Financial Statements.

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**WORCESTER REGIONAL RETIREMENT SYSTEM
STATEMENT OF CHANGES IN FIDUCIARY NET POSITION
DECEMBER 31, 2018**

ADDITIONS

Contributions:	
Employers	\$ 55,674,504
Members	33,362,836
Total Contributions	<u>89,037,340</u>
Net Investment Income:	
Net Realized and Unrealized Gains	(33,445,405)
Interest and Dividends	19,433,831
Less: Management Fees	<u>(3,758,998)</u>
Net Investment Loss	(17,770,572)
Other	<u>2,557,369</u>
Total Additions	<u>73,824,137</u>

DEDUCTIONS

Retirement Benefits and Refunds	83,571,930
Reimbursements and Transfers to Other Systems	9,529,209
Administration	<u>1,178,272</u>
Total Deductions	<u>94,279,411</u>

NET DECREASE IN NET POSITION (20,455,274)

NET POSITION RESTRICTED FOR PENSIONS

Beginning of Year	<u>705,993,287</u>
End of Year	<u>\$ 685,538,013</u>

See accompanying Notes to Financial Statements.

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**WORCESTER REGIONAL RETIREMENT SYSTEM
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2018**

NOTE 1 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

General

The financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America (GAAP). The Governmental Accounting Standards Board (GASB) is the standard-setting body for establishing governmental accounting and financial reporting principles. The significant accounting policies are described herein.

Reporting Entity

The Worcester Regional Retirement System (System) was established to provide retirement benefits to eligible employees of its member employers.

Measurement Focus and Basis of Accounting

The System's financial statements are presented using the flow of economic resources measurement focus and use the accrual basis of accounting.

Cash and Investments

Cash is considered to be cash on hand, demand deposits and short-term investments with an original maturity of three months or less from the date of acquisition.

Investments are reported at fair value. Fair value is based on quotations from a national securities exchange except for pooled funds, alternative investments and real estate investments, for which fair value is estimated as follows:

Pooled Funds

The fair value of shares in managed investment pools is based on unit value reported by the funds.

Private Equity

The fair values of these types of investments have been determined by the third party investment managers using the Net Asset Value (NAV) per share (or its equivalent) of the System's ownership interest in partner's capital.

Basis of Investment Transactions

Purchases and sales of investments are recorded on the trade date. Transactions remaining unsettled as of year-end are recorded as payables for securities purchased and as a receivable for securities sold.

Revenue Recognition

Contributions are recognized as additions in the period when they become due pursuant to formal commitments, statutory or contractual requirements. Investment income is recognized when earned.

**WORCESTER REGIONAL RETIREMENT SYSTEM
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2018**

NOTE 1 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Benefits and Refunds

Benefits and refunds are recognized as deductions when due and payable in accordance with the terms of the System.

Administrative Expenses

Administrative expenses are financed by contributions to the System.

Use of Estimates

The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure for contingent assets and liabilities at the date of the financial statements and the reported amounts of the additions and deductions during the fiscal year. Actual results could vary from estimates that were used.

NOTE 2 PLAN DESCRIPTION

General

The System is a cost-sharing multiple-employer public employee retirement system established in 1937, under Massachusetts General Laws (MGL), Chapter 32, and is regulated by the Massachusetts Public Employee Retirement Administration Commission (PERAC). The System is a defined benefit pension plan that covers eligible employees of its member employers.

Membership in the System is mandatory immediately upon the commencement of employment for all permanent full-time employees working at least 20 hours weekly, except for school teachers and school administrators who participate in the Massachusetts Teachers' Retirement System.

Membership in the System as of December 31, 2018 was as follows:

Inactive Members (or Beneficiaries) Currently Receiving Benefits	3,837
Inactive Members Entitled to, but not Yet Receiving Benefits	1,839
Active Members	7,815
Total Members	13,491
Number of Member Employers	99

The System is governed by a five-member board comprised of the Chairman/Chief Executive Officer, who serves ex-officio and is appointed by the other members of the board; two members who are elected by the participants in or retired from the services of the System; a fourth member appointed by the member employers; and a fifth member appointed by the other members of the board.

**WORCESTER REGIONAL RETIREMENT SYSTEM
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2018**

NOTE 2 PLAN DESCRIPTION (CONTINUED)

Significant Plan Provisions and Requirements

Benefit provisions and state law establishes contribution requirements of the System. Members of the System become vested after 10 years of creditable service. Normal retirement occurs at age 65 (age 67 if hired on or after April 2, 2012), except for certain public safety employees and other special situations.

For employees hired prior to April 2, 2012, the annual amount of the retirement allowance is based on the member's final three-year average salary multiplied by (1) the number of years and full months of creditable service at the time of retirement and (2) a percentage based on age at retirement in accordance with a schedule provided by state law. Assuming normal retirement at age 65, this percentage is 2.5%, which is reduced for individuals who retire prior to age 65 to reflect the longer pay out period. A member's final three-year average salary is defined as the greater of the highest consecutive three-year average annual rate of regular compensation and the average annual rate of regular compensation received during the last three years of creditable service prior to retirement.

For employees hired on or after April 2, 2012, the annual amount of the retirement allowance is based on the member's final five-year average salary multiplied by (1) the number of years and full months of creditable service at the time of retirement and (2) a percentage based on age at retirement in accordance with a schedule provided by state law. Assuming normal retirement at age 67, this percentage is 2.5%. A member's final five-year average salary is defined as the greater of the highest consecutive five-year average annual rate of regular compensation and the average annual rate of regular compensation received during the last five years of creditable service prior to retirement.

Employees hired before April 2, 2012 may elect early retirement after 20 years of service or at any time after attaining age 55 with 10 years of eligible service. Plan members who become permanently and totally disabled may be eligible to receive a disability retirement allowance. The amount of benefits to be received depends on several factors, including the member's age, compensation, veteran status, years of service, and whether or not the disability is work-related. In addition, certain death benefits exist for beneficiaries of employees who die in active service.

Under MGL, c.32 Section 3(8)(c), members leaving a member employer to work for other Massachusetts governmental units requires the System transfer their accumulated account balances and creditable service to the retirement system of their new employer. Other such retirement systems are in turn required to make comparable transfers to the System for employees coming to work at a member employer of the System. Per statute, the PERAC actuary shall consider length of service as well as acceptance of military service credit and salary cap provisions if applicable in calculating the liability.

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**WORCESTER REGIONAL RETIREMENT SYSTEM
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2018**

NOTE 3 DEPOSITS AND INVESTMENTS

Investment Policy

Deposits and investments made by the System are governed by Chapter 32 of the MGL. The System has the ability to invest in equity securities, corporate bonds, annuities and other specified investments in accordance with state laws and regulations.

The System invests in the Pension Reserve Investment Trust (PRIT). PRIT meets the criteria of an external investment pool and operates in accordance with applicable state laws and regulations. The Treasurer of the Commonwealth serves as Trustee and provides regulatory oversight. The reported value of the pool is the same as the fair value of the System's position in pool shares.

The System's asset allocation policies are established by PRIT. System assets are managed on a total return basis with a long-term objective of achieving a fully funded status for the benefits provided through the System. The following was the asset allocation policy as of December 31, 2018:

Asset Class	Target
Global Equity	39%
Fixed Income	23%
Private Equity	13%
Real Estate	10%
Timber/Natural Resources	4%
Portfolio Completion Strategies	11%

Rate of Return

For the year ended December 31, 2018, the annual money-weighted rate of return on pension plan investments, net of pension plan investment expense, was -2.75%. The money-weighted rate of return expresses investment performance, net of investment expense, adjusted for the changing amounts actually invested.

Deposits – Custodial Credit Risk

Custodial credit risk for deposits is the risk that, in the event of a bank failure, the System's deposits may not be recovered. The System's policy for custodial credit risk of deposits is to rely on FDIC and DIF insurance coverage. As of December 31, 2018, the System's bank balance of \$4,958,403 was not exposed to custodial credit risk.

**WORCESTER REGIONAL RETIREMENT SYSTEM
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2018**

NOTE 3 DEPOSITS AND INVESTMENTS (CONTINUED)

Investments Summary

The System's investments at December 31, 2018 are presented below. All investments are presented by investment type, with debt securities presented by maturity.

<u>Investment Type</u>	<u>Fair Value</u>	<u>Investment Maturities (in Years) Less Than 1</u>
<u>External Investment Pools:</u>		
Pension Reserve Investment Trust	\$ 688,874,681	<u>\$ 688,874,681</u>
<u>Other Investments:</u>		
Private Equity	<u>1,367,019</u>	
Total Investments	<u>\$ 690,241,700</u>	

Investments – Interest Rate Risk of Debt Securities

Interest rate risk for debt securities is the risk that changes in interest rates of debt securities will adversely affect the fair value of an investment. The System's policy for interest rate risk of debt securities is to use diversification to minimize the exposure to interest rate risks in the aggregate investment portfolio.

Investments – Custodial Credit Risk

Custodial credit risk for investments is the risk that, in the event of the failure of the counterparty, the System will not be able to recover the value of its investments or collateral securities that are in the possession of an outside party. The System's policy for custodial credit risk of investments intends that all investments are either insured and/or registered in the name of the System. As of December 31, 2018, the System was not exposed to custodial credit risk.

Investments – Credit Risk of Debt Securities

Credit risk for debt securities is the risk that an issuer or other counterparty to a debt security will not fulfill its obligations. The System's policy for credit risk of debt securities is to use diversification to minimize the exposure to credit risks in the aggregate investment portfolio. As of December 31, 2018, the System's debt security investments were in external investment pools unrated by national credit rating organizations.

Deposits and Investments – Foreign Currency Risk

Foreign currency risk is the risk that fluctuations in exchange rates will adversely affect the fair value of an investment or a deposit. The System's policy for foreign currency risk is to diversify the foreign countries and currencies within its international investment portfolio. As of December 31, 2018, the System was not exposed to foreign currency risk.

**WORCESTER REGIONAL RETIREMENT SYSTEM
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2018**

NOTE 3 DEPOSITS AND INVESTMENTS (CONTINUED)

Investments – Concentration of Credit Risk

Concentration of credit risk is the risk of loss attributed to the magnitude of the System's investment in a single issuer. The System's policy for concentration of credit risk is to use extensive diversification to minimize exposure to company and industry specific risks in the aggregate investment portfolio. As of December 31, 2018, the System was not exposed to concentration of credit risk.

Investments – Fair Value

The System categorizes its fair value measurements within the fair value hierarchy established by generally accepted accounting principles. The hierarchy is based on the valuation inputs used to measure the fair value of the asset. Level 1 inputs are quoted market prices in active markets for identical assets; Level 2 inputs are significant other observable inputs; Level 3 inputs are significant unobservable inputs.

As of December 31, 2018, all of the System's investments were measured at the Net Asset Value (NAV) or its equivalent as presented in the following table:

	Total Amount	Unfunded Commitments	Redemption Frequency	Redemption Notice Period
External Investment Pool (PRIT) (1)	\$ 688,874,681	\$ -	Monthly ⁽¹⁾	24 Hours ⁽¹⁾
Private Equity (2)	1,367,019	-	N/A ⁽²⁾	N/A ⁽²⁾
Total Investments Measured at the NAV	<u>\$ 690,241,700</u>			

(1) *External Investment Pool (PRIT)* – The System is a participating retirement system in the PRIT fund. The system owns units, or shared in the PRIT fund, which is a pooled investment trust. The fair values of the investments in this type have been determined using the NAV per share (or its equivalent) of the System's ownership in the pool. Investments in the fund can be redeemed on a monthly basis with written notice submitted by the first business day of the month of redemption.

(2) *Private equity* – This investment type includes investments in 4 private equity funds that invest primarily in private domestic and international companies of diversified industries. The fair value measurements of this type have been determined using the NAV per share (or its equivalent) of the System's ownership interest in partners' capital. The investments can never be redeemed from the funds. Distributions from each fund will be received as the underlying investments of the funds are liquidated. It is expected that the underlying assets of the funds will be liquidated over the next one to five years.

**WORCESTER REGIONAL RETIREMENT SYSTEM
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2018**

NOTE 4 FUNDING POLICY

Chapter 32 of MGL governs the contributions of plan members and member employers. Depending on their employment date, active System members must contribute anywhere between 5%-9% of their gross regular compensation. Members hired after December 31, 1978 must contribute an additional 2% of regular compensation in excess of \$30,000. Employees in Group 1 hired on or after April 2, 2012 with 30 years of creditable service or greater will pay a base contribution rate of 6%. These deductions earn interest at a rate determined by PERAC that vests based upon years of service. Employers are required to pay into the System its share of the system-wide actuarial determined contribution, in accordance with Chapter 32, Section 22D of MGL, apportioned among the employers based on annual employer normal cost and amortization payments to pay the unfunded actuarial accrued liability. For the year ended December 31, 2018, active member contributions totaled \$33,362,836 and employer contributions totaled \$55,674,504.

Contributions are recognized as additions in the period when they become due pursuant to formal commitments, statutory or contractual requirements. Benefits and refunds are recognized as deductions when incurred and administrative expenses are funded through investment earnings.

Except for a portion of benefits owed due to cost-of-living adjustments (COLA's) granted through June 30, 1998, member employers are required to contribute the remaining amounts necessary to finance benefits. Member employer contributions are determined by actuarial valuations.

COLA's granted through June 30, 1998 are reimbursed by the Commonwealth of Massachusetts (the Commonwealth). COLA's granted subsequent to June 30, 1998 must be granted by the Board and are the responsibility of the System. COLA may be approved in excess of the Consumer Price Index but not to exceed 3% of the base retirement allowance.

A COLA was granted to eligible retirees and survivors effective July 1, 2018. The 3% COLA was paid on a base of \$16,000 (maximum \$480).

NOTE 5 NET PENSION LIABILITY

The components of the net pension liability of the System at December 31, 2018, were as follows:

Total Pension Liability	\$ 1,592,300,205
Plan Fiduciary Net Position	<u>(685,538,013)</u>
Net Pension Liability	<u>\$ 906,762,192</u>
Plan Fiduciary Net Position as a Percentage of the Total Pension Liability	43.05%

**WORCESTER REGIONAL RETIREMENT SYSTEM
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2018**

NOTE 5 NET PENSION LIABILITY (CONTINUED)

Actuarial Assumptions

The total pension liability was determined by an actuarial valuation as of January 1, 2018, using the following actuarial assumptions, applied to all periods included in the measurement that was updated to December 31, 2018:

Inflation:	3.0% per year
Salary increases:	Group 1: 4.25-6.00%, based on service Group 4: 4.75%-7.00%, based on service
Investment rate of return:	7.75%, net of pension plan investment expense, including inflation
Mortality rates:	Based on the RP-2000 Mortality Table (base year 2009) with full generational mortality improvement using Scale BB. For disabled lives, the mortality rates were based on the RP-2000 Mortality Table (base year 2012) with full generational mortality improvement using Scale BB.

The long-term expected rate of return on pension plan investments was determined using a building-block method in which best-estimate ranges of expected future rates of return (expected returns, net of pension plan investment expense and inflation) are developed for each major asset class. These ranges are combined to produce the long-term expected rate of return by weighting the expected future rates of return by the target asset allocation percentage and by adding expected inflation. Best estimates of arithmetic rates of return for each major asset class included in the pension plan's target asset allocation as of December 31, 2018 (see the discussion of the System's investment policy) are summarized in the following table:

Asset Class	Long-Term Expected Rate of Return (%)
Global Equity	4.75
Fixed Income	2.28
Private Equity	8.15
Real Estate	3.43
Timber/Natural Resources	4.00
Portfolio Completion Strategies	3.76

**WORCESTER REGIONAL RETIREMENT SYSTEM
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2018**

NOTE 5 NET PENSION LIABILITY (CONTINUED)

Discount Rate

The discount rate used to measure the total pension liability was 7.75%. The projection of cash flows used to determine the discount rate assumed that plan member contributions will be made at the current contribution rates and that member employer contributions will be made in accordance with Sections 22D and 22F of Chapter 32 of the Massachusetts General Laws. Based on those assumptions, the System's fiduciary net position was projected to be available to make all projected future benefit payments of current plan members. Therefore, the long-term expected rate of return on pension plan investments was applied to all periods of projected benefit payments to determine the total pension liability.

Sensitivity of the Net Pension Liability to Changes in the Discount Rate

The following presents the net pension liability of the System calculated using the discount rate of 7.75%, as well as what the System's net pension liability would be if it were calculated using a discount rate that is 1-percentage-point lower (6.75%) or 1-percentage-point higher (8.75%) than the current rate:

	1% Decrease (6.75%)	Current Discount Rate (7.75%)	1% Increase (8.75%)
Net Pension Liability	\$ 1,092,251,619	\$ 906,762,192	\$ 750,061,573

NOTE 6 LEGALLY REQUIRED RESERVE ACCOUNTS

The balance in the System's legally required reserves as of December 31, 2018 are as follows:

Description	Amount	Purpose
Annuity Savings Fund	\$ 285,694,920	Active Members' Contribution Balance
Annuity Reserve Fund	74,559,145	Retired Members' Contribution Account
Military Service Fund	148,744	Members' Contribution Account While on Military Leave
Pension Reserve Fund	321,516,712	Amounts Appropriated to Fund Future Retirement
Pension Fund	3,618,492	Remaining Net Position
Total	<u>\$ 685,538,013</u>	

All reserve accounts are funded at levels required by state law.

**WORCESTER REGIONAL RETIREMENT SYSTEM
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2018**

NOTE 7 CONTINGENCIES

Approximately \$6,537,000 of the reimbursements and transfers to other systems liability reported in the financial statements represents amounts billed to the System by the Commonwealth of Massachusetts State Board of Retirement (State Board) related to obligations pursuant to MGL, c.32 Section 3(8)(c). The System disputes the liability based on various considerations, such as inaccurate reimbursement calculations, reimbursements not attributable to the System and lack of documentation.

The System is in the process of attempting to revise the liability with the State Board. The outcome of this process is not presently determinable and the effect on the System's financial statements cannot be determined at this time.

**WORCESTER REGIONAL RETIREMENT SYSTEM
SUPPLEMENTARY INFORMATION
DECEMBER 31, 2018
(SEE INDEPENDENT AUDITORS' REPORT)**

SCHEDULE OF CHANGES IN EMPLOYERS' NET PENSION LIABILITY AND RELATED RATIOS (1)

	2018	2017	2016	2015	2014
Total pension liability					
Service Cost	\$ 44,445,482	\$ 42,736,040	\$ 35,984,130	\$ 31,996,981	\$ 31,996,981
Interest	118,116,251	112,224,318	99,124,367	91,276,045	84,568,061
Changes of Benefit Terms	-	-	-	49,721,211	-
Differences Between Expected and Actual Experience	(8,110,737)	-	8,235,183	-	-
Changes of Assumptions	-	-	94,194,565	31,534,870	-
Benefit Payments, Including Refunds of Member Contributions	(83,571,930)	(77,717,794)	(72,799,275)	(68,086,158)	(61,338,289)
Net Change in Total Pension Liability	70,879,066	77,242,564	164,738,970	136,442,949	55,226,753
Total Pension Liability - Beginning	1,521,421,139	1,444,178,575	1,279,439,605	1,142,996,656	1,087,769,903
Total Pension Liability - Ending (a)	<u>\$ 1,592,300,205</u>	<u>\$ 1,521,421,139</u>	<u>\$ 1,444,178,575</u>	<u>\$ 1,279,439,605</u>	<u>\$ 1,142,996,656</u>
Plan Fiduciary Net Position					
Contributions - Employers	\$ 55,674,504	\$ 50,599,326	\$ 48,574,831	\$ 44,986,040	\$ 39,519,038
Contributions - Members	33,362,836	31,592,837	29,032,767	52,111,046	27,066,085
Net Investment Income	(17,770,572)	103,123,070	40,509,286	1,177,960	40,135,521
Benefit Payments, Including Refunds of Member Contributions	(83,571,930)	(77,717,794)	(72,799,275)	(68,086,158)	(61,338,289)
Administrative Expense	(1,178,272)	(1,145,509)	(1,170,184)	(1,055,662)	(1,054,297)
Other	(6,971,840)	(7,043,455)	(7,195,247)	(7,429,438)	(3,178,354)
Net Change in Plan Fiduciary Net Position	(20,455,274)	99,408,475	36,952,178	21,703,788	41,149,704
Plan Fiduciary Net Position - Beginning	705,993,287	606,584,812	569,632,634	547,928,846	506,779,142
Plan Fiduciary Net Position - Ending (b)	<u>\$ 685,538,013</u>	<u>\$ 705,993,287</u>	<u>\$ 606,584,812</u>	<u>\$ 569,632,634</u>	<u>\$ 547,928,846</u>
Net Pension Liability - Ending (a) - (b)	<u>\$ 906,762,192</u>	<u>\$ 815,427,852</u>	<u>\$ 837,593,763</u>	<u>\$ 709,806,971</u>	<u>\$ 595,067,810</u>
Plan Fiduciary Net Position as a Percentage of the Total Pension Liability	43.05%	46.40%	42.00%	44.52%	47.94%
Covered Payroll	\$ 273,888,022	\$ 271,037,131	\$ 282,918,805	\$ 269,899,678	\$ 252,829,591
Net Pension Liability as a Percentage of Covered Payroll	331.07%	300.85%	296.05%	262.99%	235.36%

(1) Data is being accumulated annually to present 10 years of the reported information.

**WORCESTER REGIONAL RETIREMENT SYSTEM
SUPPLEMENTARY INFORMATION
DECEMBER 31, 2018
(SEE INDEPENDENT AUDITORS' REPORT)**

SCHEDULE OF EMPLOYER CONTRIBUTIONS

	2018	2017	2016	2015	2014
Actuarially Determined Contribution	\$ 55,674,504	\$ 50,599,326	\$ 48,574,831	\$ 44,986,040	\$ 39,519,038
Contributions in Relation to the Actuarially Determined Contribution	<u>55,674,504</u>	<u>50,599,326</u>	<u>48,574,831</u>	<u>44,986,040</u>	<u>39,519,038</u>
Contribution Deficiency (Excess)	<u>\$ -</u>				
Covered Payroll	\$ 273,888,022	\$ 271,037,131	\$ 282,918,805	\$ 269,899,678	\$ 252,829,591
Contributions as a Percentage of Covered Payroll	20.33%	18.67%	17.17%	16.67%	15.63%
					(Continued)
	2013	2012	2011	2010	2009
Actuarially Determined Contribution	\$ 39,113,142	\$ 34,534,582	\$ 32,578,418	\$ 30,733,672	\$ 28,423,939
Contributions in Relation to the Actuarially Determined Contribution	<u>39,113,142</u>	<u>34,534,582</u>	<u>32,578,418</u>	<u>30,733,672</u>	<u>28,423,939</u>
Contribution Deficiency (Excess)	<u>\$ -</u>				
Covered Payroll	\$ 252,829,591	\$ 238,952,079	\$ 238,952,079	\$ 241,992,607	\$ 241,992,607
Contributions as a Percentage of Covered Payroll	15.47%	14.45%	13.63%	12.70%	11.75%
					(Concluded)

SCHEDULE OF INVESTMENT RETURNS (1)

	2018	2017	2016	2015	2014
Annual Money-Weighted Rate of Return, Net of Investment Expense	-2.75%	16.71%	7.06%	0.05%	7.79%

(1) Data is being accumulated annually to present 10 years of the reported information.

**WORCESTER REGIONAL RETIREMENT SYSTEM
NOTE TO SUPPLEMENTARY INFORMATION
DECEMBER 31, 2018**

NOTE 1 METHODS AND ASSUMPTIONS USED IN CALCULATIONS OF ACTUARIALLY DETERMINED CONTRIBUTIONS

The following were the actuarial methods and assumptions used to determine contribution rates reported in the Schedule of Employer Contributions:

Actuarial cost method (2014-2018):	Entry age normal
Amortization method (2014-2017):	Payment increases 4.0% per year, except for Early Retirement Incentive (ERI) Programs for 2002 and 2003 (4.5%) and 2010 (level dollar)
Amortization method (2018):	Payment increases 4.0% per year
Remaining amortization period (2014-2017):	19 years
Remaining amortization period (2018):	17 years
Asset valuation method (2014-2018):	Market value
Inflation (2014-2015):	3.5%
Inflation (2016-2018):	3.0%
Salary increases (2014-2015):	3.0%
Salary increases (2016-2018):	Group 1: 6%-4.25%, based on service; Group 4: 7%-4.75%, based on service
Investment rate of return (2014-2015):	8.00%
Investment rate of return (2016-2018):	7.75%

Investment advisory services are offered through CliftonLarsonAllen Wealth Advisors, LLC,
an SEC-registered investment advisor. | CliftonLarsonAllen LLP



WORCESTER REGIONAL RETIREMENT SYSTEM

**INDEPENDENT AUDITORS' REPORT ON
FINANCIAL STATEMENTS AND
REQUIRED SUPPLEMENTARY INFORMATION**

FOR THE YEAR ENDED DECEMBER 31, 2017

WORCESTER REGIONAL RETIREMENT SYSTEM

**INDEPENDENT AUDITORS' REPORT ON
FINANCIAL STATEMENTS AND
REQUIRED SUPPLEMENTARY INFORMATION**

FOR THE YEAR ENDED DECEMBER 31, 2017

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Independent Auditors' Report



CliftonLarsonAllen LLP
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Independent Auditors' Report

To the Honorable Retirement Board
Worcester Regional Retirement System
Auburn, Massachusetts 01501

Report on the Financial Statements

We have audited the accompanying financial statements of the Worcester Regional Retirement System (the System), as of and for the year ended December 31, 2017, and the related notes to the financial statements, as listed in the table of contents.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with auditing standards generally accepted in the United States of America and the standards applicable to financial audits contained in *Government Auditing Standards*, issued by the Comptroller General of the United States. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on **the auditor's judgment, including** the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant **to the entity's preparation and fair presentation of the financial statements** in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the **entity's internal control. Accordingly, we express no** such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the financial statements referred to above present fairly, in all material respects, the fiduciary net position of the System as of December 31, 2017, and the respective change in fiduciary net position for the year then ended in accordance with accounting principles generally accepted in the United States of America.

Other Matters

Required Supplementary Information

Accounting principles generally accepted in the United States of America require that the management's discussion and analysis (located on pages 4 through 8), schedule of changes in employers' net pension liability and related ratios, schedule of employer contributions and schedule of investment returns (located on pages 21 through 23) be presented to supplement the financial statements. Such information, although not a part of the financial statements, is required by the Governmental Accounting Standards Board who considers it to be an essential part of financial reporting for placing the financial statements in an appropriate operational, economic, or historical context. We have applied certain limited procedures to the required supplementary information in accordance with auditing standards generally accepted in the United States of America, which consisted of inquiries of management about the methods of preparing the information and comparing the information for consistency with management's responses to our inquiries, the financial statements, and other knowledge we obtained during our audit of the financial statements. We do not express an opinion or provide any assurance on the information because the limited procedures do not provide us with sufficient evidence to express an opinion or provide any assurance.

Other Reporting Required by Government Auditing Standards

In accordance with *Government Auditing Standards*, we have also issued our report dated September 20, 2018, on our consideration of the System's internal control over financial reporting and on our tests of its compliance with certain provisions of laws, regulations, contracts, and grant agreements and other matters. The purpose of that report is solely to describe the scope of our testing of internal control over financial reporting and compliance and the results of that testing, and not to provide an opinion on the effectiveness of the System's internal control over financial reporting or on compliance. That report is an integral part of an audit performed in accordance with *Government Auditing Standards* in considering the System's internal control over financial reporting and compliance.

CliftonLarsonAllen LLP

Boston, Massachusetts
September 20, 2018

Management's Discussion and Analysis

WORCESTER REGIONAL RETIREMENT SYSTEM
MANAGEMENT'S DISCUSSION AND ANALYSIS
DECEMBER 31, 2017

As management of the Worcester Regional Retirement System (System), we offer readers of these financial statements this narrative overview and **analysis of the System's financial activities** for the year ended December 31, 2017.

The management's discussion and analysis (MD&A) is presented in the following sections:

1. Financial Highlights
2. Overview of the Financial Statements
3. Financial Statement Analysis

Please refer to the audited *Financial Statements* when reading the MD&A.

Financial Highlights

Fiduciary net position increased by \$99,408,475 or 16.4%, when compared to the prior year's fiduciary net position. Fiduciary net position is the residual of the System's assets in excess of the System's liabilities, as reported in the Statement of Fiduciary Net Position, as of the statement date. The System's assets are held in trust to meet future benefit payments.

Overview of the Financial Statements

The financial statements are comprised of a Statement of Fiduciary Net Position, Statement of Changes in Fiduciary Net Position, Notes to Financial Statements and Required Supplementary Information.

The **statement of fiduciary net position presents information on the System's assets and liabilities and the resulting net position restricted for pensions. This is calculated using the following formula: Assets - Liabilities = Net Position restricted for pensions. This statement reflects the System's investments at fair value, as well as cash, receivables and other assets and liabilities. The Statement of Fiduciary Net Position reports the financial position of the System at December 31, 2017. Over time, the increase or decrease in fiduciary net position serves as a useful indicator of the System's financial health.**

The **statement of changes in fiduciary net position presents information showing how the System's fiduciary net position changed during the year ended December 31, 2017. It reflects contributions by its individual members and participating employers along with deductions for retirement benefits, refunds, withdrawals, and administrative expenses. Investment income during the period is also presented showing income from investing activities.**

The **notes to financial statements** provide additional information that is essential for the reader to gain a full understanding of the data provided in the financial statements.

The **required supplementary information includes schedules of changes in employers' net pension liability and related ratios, schedule of employer contributions and schedule of investment returns.**

Financial Statement Analysis

The System's total assets as of December 31, 2017 were \$716,278,338 and were comprised of cash and cash equivalents, investments and receivables.

Total liabilities as of December 31, 2017 were \$10,285,051 and represent amounts owed for accounts payable and reimbursements and transfers to other systems.

WORCESTER REGIONAL RETIREMENT SYSTEM
MANAGEMENT'S DISCUSSION AND ANALYSIS
DECEMBER 31, 2017

The following tables present current and prior year data on the System's financial statements.

Fiduciary Net Position

As noted earlier, fiduciary net position may serve over time as a useful indicator of the System's financial position. The System's assets exceeded liabilities by \$705,993,287 at the close of the year and are summarized as follows:

	2017	2016
Assets		
Cash and cash equivalents.....	\$ 2,919,956	\$ 4,322,402
Investments.....	709,077,200	607,282,514
Receivables.....	4,281,182	6,087,919
Total assets.....	716,278,338	617,692,835
Liabilities		
Accounts payable.....	51,515	23,426
Reimbursements and transfers to other systems.....	10,233,536	11,084,597
Total liabilities.....	10,285,051	11,108,023
Net Position		
Net position restricted for pensions.....	\$ 705,993,287	\$ 606,584,812

WORCESTER REGIONAL RETIREMENT SYSTEM
MANAGEMENT'S DISCUSSION AND ANALYSIS
DECEMBER 31, 2017

Changes in Fiduciary Net Position

For the year ended December 31, 2017, the System's total fiduciary net position increased by \$99,408,475. In the prior year, fiduciary net position increased by \$36,952,178. These amounts are summarized as follows:

	<u>2017</u>	<u>2016</u>
Additions		
<i>Contributions:</i>		
Employers	\$ 50,599,326	\$ 48,574,831
Members	31,592,837	29,032,767
<i>Net investment income:</i>		
Net realized and unrealized gains (loss)	88,480,180	27,004,748
Interest and dividends	18,105,902	16,716,744
Less: management fees	(3,463,012)	(3,212,206)
Other	2,416,580	3,065,252
	<u>187,731,813</u>	<u>121,182,136</u>
Deductions		
Retirement benefits and refunds	77,717,794	72,799,275
Reimbursements and transfers to other systems	9,460,035	10,260,499
Administration	1,145,509	1,170,184
	<u>88,323,338</u>	<u>84,229,958</u>
Net increase (decrease) in net position	99,408,475	36,952,178
Net position restricted for pensions - beginning of year	<u>606,584,812</u>	<u>569,632,634</u>
Net position restricted for pensions - end of year	<u>\$ 705,993,287</u>	<u>\$ 606,584,812</u>

Additions to Fiduciary Net Position

Total additions to net position for 2017 were \$187,731,813. Contributions increased by approximately \$4,585,000 in 2017 when compared to the prior year. The System had net investment income of approximately \$103,123,000 in 2017 compared to income of approximately \$40,509,000 in 2016 as a result of improved market performance.

Deductions from Fiduciary Net Position

Total deductions from net position for 2017 were \$88,323,338. Retirement benefits and refunds increased by approximately \$4,919,000 in 2017 when compared to the prior year as a result of an increased number of retirees and the annual 3% COLA. Other deductions decreased by approximately \$825,000 in 2017 when compared to the prior year.

WORCESTER REGIONAL RETIREMENT SYSTEM
MANAGEMENT'S DISCUSSION AND ANALYSIS
DECEMBER 31, 2017

Requests for Information

This financial report is designed to provide the Board, our membership, taxpayers, investors, and creditors with a **general overview of the System's financial results and to demonstrate the System's accountability for the funding** it receives. If you have any questions about this report or need additional financial information, contact the Chairman/Chief Executive Officer at 23 Midstate Drive, Suite 106, Auburn, Massachusetts 01501.

Financial Statements

WORCESTER REGIONAL RETIREMENT SYSTEM
STATEMENT OF FIDUCIARY NET POSITION
DECEMBER 31, 2017

ASSETS	
Cash and cash equivalents	\$ 2,919,956
Investments:	
External investment pools	705,763,910
Real estate	449,652
Private equity	<u>2,863,638</u>
Total investments	<u>709,077,200</u>
Receivables:	
Employer contributions	336,635
Member contributions	1,875,782
Reimbursements and transfers from other systems	<u>2,068,765</u>
Total receivables	<u>4,281,182</u>
Total assets	<u>716,278,338</u>
LIABILITIES	
Accounts payable	51,515
Reimbursements and transfers to other systems	<u>10,233,536</u>
Total liabilities	<u>10,285,051</u>
NET POSITION RESTRICTED FOR PENSIONS	\$ 705,993,287

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

WORCESTER REGIONAL RETIREMENT SYSTEM
STATEMENT OF CHANGES IN FIDUCIARY NET POSITION
FOR THE YEAR ENDED DECEMBER 31, 2017

ADDITIONS	
Contributions:	
Employers.....	\$ 50,599,326
Members.....	<u>31,592,837</u>
Total contributions.....	<u>82,192,163</u>
Net investment income:	
Net realized and unrealized gains.....	88,480,180
Interest and dividends.....	18,105,902
Less: management fees.....	<u>(3,463,012)</u>
Net investment income.....	<u>103,123,070</u>
Other.....	<u>2,416,580</u>
Total additions.....	<u>187,731,813</u>
DEDUCTIONS	
Retirement benefits and refunds.....	77,717,794
Reimbursements and transfers to other systems.....	9,460,035
Administration.....	<u>1,145,509</u>
Total deductions.....	<u>88,323,338</u>
Net increase in net position.....	99,408,475
NET POSITION RESTRICTED FOR PENSIONS	
Beginning of year.....	<u>606,584,812</u>
End of year.....	<u>\$ 705,993,287</u>

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

WORCESTER REGIONAL RETIREMENT SYSTEM
NOTES TO FINANCIAL STATEMENTS
FOR THE YEAR ENDED DECEMBER 31, 2017

NOTE 1 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

A. General

The financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America (GAAP). The Governmental Accounting Standards Board (GASB) is the standard-setting body for establishing governmental accounting and financial reporting principles. The significant accounting policies are described herein.

B. Reporting Entity

The Worcester Regional Retirement System (System) was established to provide retirement benefits to eligible employees of its member employers.

C. Measurement Focus and Basis of Accounting

The System's financial statements are presented using the flow of economic resources measurement focus and use the accrual basis of accounting.

D. Cash and Investments

Cash is considered to be cash on hand, demand deposits and short-term investments with an original maturity of three months or less from the date of acquisition.

Investments are reported at fair value. Fair value is based on quotations from a national securities exchange except for pooled funds, alternative investments and real estate investments, for which fair value is estimated as follows:

Pooled Funds

The fair value of shares in managed investment pools is based on unit value reported by the funds.

Private Equity and Real Estate

The fair values of these types of investments have been determined by the third party investment managers using the Net Asset Value (NAV) per share (or its equivalent) of **the System's ownership interest in partner's capital.**

E. Basis of Investment Transactions

Purchases and sales of investments are recorded on the trade date. Transactions remaining unsettled as of year-end are recorded as payables for securities purchased and as a receivable for securities sold.

F. Revenue Recognition

Contributions are recognized as additions in the period when they become due pursuant to formal commitments, statutory or contractual requirements. Investment income is recognized when earned.

G. Benefits and Refunds

Benefits and refunds are recognized as deductions when due and payable in accordance with the terms of the System.

WORCESTER REGIONAL RETIREMENT SYSTEM
 NOTES TO FINANCIAL STATEMENTS
 FOR THE YEAR ENDED DECEMBER 31, 2017

H. Administrative Expenses

Administrative expenses are financed by contributions to the System.

I. Use of Estimates

The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure for contingent assets and liabilities at the date of the financial statements and the reported amounts of the additions and deductions during the fiscal year. Actual results could vary from estimates that were used.

NOTE 2 – PLAN DESCRIPTION

A. General

The System is a cost-sharing multiple-employer public employee retirement system established in 1937, under Massachusetts General Laws (MGL), Chapter 32, and is regulated by the Massachusetts Public Employee Retirement Administration Commission (PERAC). The System is a defined benefit pension plan that covers eligible employees of its member employers.

Membership in the System is mandatory immediately upon the commencement of employment for all permanent full-time employees working at least 20 hours weekly, except for school teachers and school administrators who **participate in the Massachusetts Teachers’ Retirement System.**

Membership in the System as of December 31, 2017 was as follows:

Inactive members (or beneficiaries) currently receiving benefits	3,723
Inactive members entitled to, but not yet receiving benefits	1,653
Active members	<u>7,601</u>
 Total members	 <u><u>12,977</u></u>
 Number of member employers	 <u><u>97</u></u>

The System is governed by a five-member board comprised of the Chairman/Chief Executive Officer, who serves ex-officio and is appointed by the other members of the board; two members who are elected by the participants in or retired from the services of the System; a fourth member appointed by the member employers; and a fifth member appointed by the other members of the board.

B. Significant Plan Provisions and Requirements

Benefit provisions and state law establishes contribution requirements of the System. Members of the System become vested after 10 years of creditable service. Normal retirement occurs at age 65 (age 67 if hired on or after April 2, 2012), except for certain public safety employees and other special situations.

WORCESTER REGIONAL RETIREMENT SYSTEM
NOTES TO FINANCIAL STATEMENTS
FOR THE YEAR ENDED DECEMBER 31, 2017

B. Significant Plan Provisions and Requirements (continued)

For employees hired prior to April 2, 2012, the annual amount of the retirement allowance is based on the **member's final three-year average salary multiplied by** (1) the number of years and full months of creditable service at the time of retirement and (2) a percentage based on age at retirement in accordance with a schedule provided by state law. Assuming normal retirement at age 65, this percentage is 2.5%, which is reduced for individuals who retire prior to age 65 to reflect the **longer pay out period**. **A member's final three-year average salary** is defined as the greater of the highest consecutive three-year average annual rate of regular compensation and the average annual rate of regular compensation received during the last three years of creditable service prior to retirement.

For employees hired on or after April 2, 2012, the annual amount of the retirement allowance is based on the **member's final five-year average salary multiplied by** (1) the number of years and full months of creditable service at the time of retirement and (2) a percentage based on age at retirement in accordance with a schedule **provided by state law**. **Assuming normal retirement at age 67, this percentage is 2.5%**. **A member's final five-year average salary** is defined as the greater of the highest consecutive five-year average annual rate of regular compensation and the average annual rate of regular compensation received during the last five years of creditable service prior to retirement.

Employees hired before April 2, 2012 may elect early retirement after 20 years of service or at any time after attaining age 55 with 10 years of eligible service. Plan members who become permanently and totally disabled may be eligible to receive a disability retirement allowance. The amount of benefits to be received depends on **several factors, including the member's age, compensation**, veteran status, years of service and whether or not the disability is work-related. In addition, certain death benefits exist for beneficiaries of employees who die in active service.

Under MGL, c.32 Section 3(8)(c), members leaving a member employer to work for other Massachusetts governmental units requires the System transfer their accumulated account balances and creditable service to the retirement system of their new employer. Other such retirement systems are in turn required to make comparable transfers to the System for employees coming to work at a member employer of the System. Per statute, the PERAC actuary shall consider length of service as well as acceptance of military service credit and salary cap provisions if applicable in calculating the liability.

NOTE 3 - DEPOSITS AND INVESTMENTS

Investment Policy

Deposits and investments made by the System are governed by Chapter 32 of the MGL. The System has the ability to invest in equity securities, corporate bonds, annuities and other specified investments in accordance with state laws and regulations.

The System invests in the Pension Reserve Investment Trust (PRIT). PRIT meets the criteria of an external investment pool and operates in accordance with applicable state laws and regulations. The Treasurer of the Commonwealth serves as Trustee and provides regulatory oversight. The reported value of the pool is the same **as the fair value of the System's position in pool shares**.

WORCESTER REGIONAL RETIREMENT SYSTEM
 NOTES TO FINANCIAL STATEMENTS
 FOR THE YEAR ENDED DECEMBER 31, 2017

The System's asset allocation policies are established by PRIT. System assets are managed on a total return basis with a long-term objective of achieving a fully funded status for the benefits provided through the System. The following was the asset allocation policy as of December 31, 2017:

Asset Class	Target
Global Equity	40%
Fixed Income	22%
Private Equity	11%
Real Estate	10%
Timber/Natural Resources	4%
Hedge Funds	13%

Rate of Return

For the year ended December 31, 2017, the annual money-weighted rate of return on pension plan investments, net of pension plan investment expense, was 16.71%. The money-weighted rate of return expresses investment performance, net of investment expense, adjusted for the changing amounts actually invested.

Deposits - Custodial Credit Risk

Custodial credit risk for deposits is the risk that, in the event of a bank failure, the System's deposits may not be recovered. The System's policy for custodial credit risk of deposits is to rely on FDIC and DIF insurance coverage. As of December 31, 2017, the System's bank balance of \$4,712,497 was not exposed to custodial credit risk.

Investments Summary

The System's investments at December 31, 2017 are presented below. All investments are presented by investment type, with debt securities presented by maturity.

Investment Type	Fair Value	Investment Maturities (in Years) Less Than 1
<u>External Investment Pools:</u>		
Pension Reserve Investment Trust	\$ 705,763,910	\$ 705,763,910
<u>Other Investments:</u>		
Real estate	449,652	
Private equity	2,863,638	
Total other investments	3,313,290	
Total investments	\$ 709,077,200	

WORCESTER REGIONAL RETIREMENT SYSTEM
 NOTES TO FINANCIAL STATEMENTS
 FOR THE YEAR ENDED DECEMBER 31, 2017

Investments - Interest Rate Risk of Debt Securities

Interest rate risk for debt securities is the risk that changes in interest rates of debt securities will adversely affect the fair value of an investment. The System's policy for interest rate risk of debt securities is to use diversification to minimize the exposure to interest rate risks in the aggregate investment portfolio.

Investments - Custodial Credit Risk

Custodial credit risk for investments is the risk that, in the event of the failure of the counterparty, the System will not be able to recover the value of its investments or collateral securities that are in the possession of an outside party. The System's policy for custodial credit risk of investments intends that all investments are either insured and/or registered in the name of the System. As of December 31, 2017, the System was not exposed to custodial credit risk.

Investments - Credit Risk of Debt Securities

Credit risk for debt securities is the risk that an issuer or other counterparty to a debt security will not fulfill its obligations. The System's policy for credit risk of debt securities is to use diversification to minimize the exposure to credit risks in the aggregate investment portfolio. As of December 31, 2017, the System's debt security investments were in external investment pools unrated by national credit rating organizations.

Deposits and Investments - Foreign Currency Risk

Foreign currency risk is the risk that fluctuations in exchange rates will adversely affect the fair value of an investment or a deposit. The System's policy for foreign currency risk is to diversify the foreign countries and currencies within its international investment portfolio. As of December 31, 2017, the System was not exposed to foreign currency risk.

Investments - Concentration of Credit Risk

Concentration of credit risk is the risk of loss attributed to the magnitude of the System's investment in a single issuer. The System's policy for concentration of credit risk is to use extensive diversification to minimize exposure to company and industry specific risks in the aggregate investment portfolio. As of December 31, 2017, the System was not exposed to concentration of credit risk.

Investments - Fair Value

The System categorizes its fair value measurements within the fair value hierarchy established by generally accepted accounting principles. The hierarchy is based on the valuation inputs used to measure the fair value of the asset. Level 1 inputs are quoted market prices in active markets for identical assets; Level 2 inputs are significant other observable inputs; Level 3 inputs are significant unobservable inputs.

As of December 31, 2017, all of the System's investments were measured at the Net Asset Value (NAV) or its equivalent as presented in the following table:

	Total Amount	Unfunded Commitments	Redemption Frequency	Redemption Notice Period
External Investment Pool (PRIT) (1).....	\$ 705,763,910	\$ -	Monthly ⁽¹⁾	24 Hours ⁽¹⁾
Private Equity (2).....	2,863,638	-	N/A ⁽²⁾	N/A ⁽²⁾
Real Estate (3).....	449,652	-	N/A ⁽³⁾	N/A ⁽³⁾
Total Investments Measured at the NAV..	\$ 709,077,200			

WORCESTER REGIONAL RETIREMENT SYSTEM
NOTES TO FINANCIAL STATEMENTS
FOR THE YEAR ENDED DECEMBER 31, 2017

- (1) *External Investment Pool (PRIT)* -The System is a participating retirement system in the PRIT fund. The system owns units, or shared in the PRIT fund, which is a pooled investment trust. The fair values of the investments in this type have been determined using the NAV per share (or its equivalent) of the **System's ownership in the pool. Investments in the fund can be redeemed on a monthly basis with written notice submitted by the first business day of the month of redemption.**
- (2) *Private equity* - This investment type includes investments in 4 private equity funds that invest primarily in private domestic and international companies of diversified industries. The fair value measurements of this type have been determined using the NAV per share (or its equivalent) of the **System's ownership interest in partners' capital. The investments can never be redeemed from the funds. Distributions from each fund will be received as the underlying investments of the funds are liquidated. It is expected that the underlying assets of the funds will be liquidated over the next 1 to 5 years.**
- (3) *Real estate* - This investment type includes investments in 3 funds that invest in real estate. The fair value measurements of this type have been determined using the NAV per share (or its equivalent) of the **System's ownership interest in partners' capital. The investments can never be redeemed from the funds. Distributions from each fund will be received as the underlying investments of the funds are liquidated. It is expected that the underlying assets of the funds will be liquidated over the next 1 to 5 years**

NOTE 4 – FUNDING POLICY

Chapter 32 of MGL governs the contributions of plan members and member employers. Depending on their employment date, active System members must contribute anywhere between 5%-9% of their gross regular compensation. Members hired after December 31, 1978 must contribute an additional 2% of regular compensation in excess of \$30,000. Employees in Group 1 hired on or after April 2, 2012 with 30 years of creditable service or greater will pay a base contribution rate of 6%. These deductions earn interest at a rate determined by PERAC that vests based upon years of service. Employers are required to pay into the System its share of the system-wide actuarial determined contribution, in accordance with Chapter 32, Section 22D of MGL, apportioned among the employers based on annual employer normal cost and amortization payments to pay the unfunded actuarial accrued liability. For the year ended December 31, 2017, active member contributions totaled \$31,592,837 and employer contributions totaled \$50,599,326.

Contributions are recognized as additions in the period when they become due pursuant to formal commitments, statutory or contractual requirements. Benefits and refunds are recognized as deductions when incurred and administrative expenses are funded through investment earnings.

Except for a portion of benefits owed due to cost-of-living adjustments (COLA's) granted through June 30, 1998, member employers are required to contribute the remaining amounts necessary to finance benefits. Member employer contributions are determined by actuarial valuations.

COLA's granted through June 30, 1998 are reimbursed by the Commonwealth of Massachusetts (the Commonwealth). COLA's granted subsequent to June 30, 1998 must be granted by the Board and are the responsibility of the System. COLA may be approved in excess of the Consumer Price Index but not to exceed 3% of the base retirement allowance.

A COLA was granted to eligible retirees and survivors effective July 1, 2017. The 3% COLA was paid on a base of \$16,000 (maximum \$480).

WORCESTER REGIONAL RETIREMENT SYSTEM
 NOTES TO FINANCIAL STATEMENTS
 FOR THE YEAR ENDED DECEMBER 31, 2017

NOTE 5 - NET PENSION LIABILITY

The components of the net pension liability of the System at December 31, 2017, were as follows:

Total pension liability	\$ 1,521,421,139
Plan fiduciary net position	<u>(705,993,287)</u>
Net pension liability	<u>\$ 815,427,852</u>
Plan fiduciary net position as a percentage of the total pension liability	46.40%

Actuarial Assumptions

The total pension liability was determined by an actuarial valuation as of January 1, 2016, using the following actuarial assumptions, applied to all periods included in the measurement that was updated to December 31, 2017:

Inflation:	3.0% per year
Salary increases:	Group 1: 4.25-6.00%, based on service
	Group 4: 4.75%-7.00%, based on service
Investment rate of return:	7.75%, net of pension plan investment expense, including inflation
Mortality rates:	Based on the RP-2000 Mortality Table (base year 2009) with full generational mortality improvement using Scale BB.
	For disabled lives, the mortality rates were based on the RP-2000 Mortality Table (base year 2012) with full generational mortality improvement using Scale BB.

The long-term expected rate of return on pension plan investments was determined using a building-block method in which best-estimate ranges of expected future rates of return (expected returns, net of pension plan investment expense and inflation) are developed for each major asset class. These ranges are combined to produce the long-term expected rate of return by weighting the expected future rates of return by the target asset allocation percentage and by adding expected inflation. Best estimates of arithmetic rates of return for each major asset class included in the pension plan's target asset allocation as of December 31, 2017 (see the discussion of the System's investment policy) are summarized in the following table:

Asset Class	Long-Term Expected Rate of Return (%)
Global Equity	4.91
Fixed Income	2.04
Private Equity	6.50
Real Estate	3.70
Timber/Natural Resources	3.25
Hedge Funds	3.40

WORCESTER REGIONAL RETIREMENT SYSTEM
 NOTES TO FINANCIAL STATEMENTS
 FOR THE YEAR ENDED DECEMBER 31, 2017

Discount Rate

The discount rate used to measure the total pension liability was 7.75 percent. The projection of cash flows used to determine the discount rate assumed that plan member contributions will be made at the current contribution rates and that member employer contributions will be made in accordance with Sections 22D and 22F of Chapter 32 of the Massachusetts General Laws. Based on those assumptions, the System's fiduciary net position was projected to be available to make all projected future benefit payments of current plan members. Therefore, the long-term expected rate of return on pension plan investments was applied to all periods of projected benefit payments to determine the total pension liability.

Sensitivity of the Net Pension Liability to Changes in the Discount Rate

The following presents the net pension liability of the System calculated using the discount rate of 7.75 percent, as well as what the System's net pension liability would be if it were calculated using a discount rate that is 1-percentage-point lower (6.75 percent) or 1-percentage-point higher (8.75 percent) than the current rate:

	1% Decrease (6.75%)	Current Discount Rate (7.75%)	1% Increase (8.75%)
Net pension liability	993,831,171	815,427,852	664,765,107

NOTE 6 – LEGALLY REQUIRED RESERVE ACCOUNTS

The balance in the System's legally required reserves as of December 31, 2017 are as follows:

Description	Amount	Purpose
Annuity Savings Fund	\$ 274,388,786	Active members' contribution balance
Annuity Reserve Fund	71,436,738	Retired members' contribution account
Military Service Fund	141,576	Members' contribution account while on military leave
Pension Reserve Fund	358,988,758	Amounts appropriated to fund future retirement
Pension Fund	1,037,429	Remaining net position
Total	\$ 705,993,287	

All reserve accounts are funded at levels required by state law.

NOTE 7 – CONTINGENCIES

Approximately \$6,264,000 of the reimbursements and transfers to other systems liability reported in the financial statements represents amounts billed to the System by the Commonwealth of Massachusetts State Board of Retirement (State Board) related to obligations pursuant to MGL, c.32 Section 3(8)(c). The System disputes the liability based on various considerations, such as inaccurate reimbursement calculations, reimbursements not attributable to the System and lack of documentation.

The System is in the process of attempting to revise the liability with the State Board. The outcome of this process is not presently determinable and the effect on the System's financial statements cannot be determined at this time.

Required Supplementary Information

WORCESTER REGIONAL RETIREMENT SYSTEM
REQUIRED SUPPLEMENTARY INFORMATION
DECEMBER 31, 2017

SCHEDULE OF CHANGES IN EMPLOYERS' NET PENSION LIABILITY AND RELATED RATIOS (1)

	2016	2016	2015	2014
<u>Total pension liability</u>				
Service cost	\$ 42,736,040	35,984,130	31,996,981	31,996,981
Interest	112,224,318	99,124,367	91,276,045	84,568,061
Changes of benefit terms		-	49,721,211	-
Differences between expected and actual experience		8,235,183	-	-
Changes of assumptions		94,194,565	31,534,870	-
Benefit payments, including refunds of member contributions	<u>(77,717,794)</u>	<u>(72,799,275)</u>	<u>(68,086,158)</u>	<u>(61,338,289)</u>
Net change in total pension liability	77,242,564	164,738,970	136,442,949	55,226,753
Total pension liability - beginning	<u>1,444,178,575</u>	<u>1,279,439,605</u>	<u>1,142,996,656</u>	<u>1,087,769,903</u>
Total pension liability - ending (a)	<u>\$ 1,521,421,139</u>	<u>1,444,178,575</u>	<u>1,279,439,605</u>	<u>1,142,996,656</u>
<u>Plan fiduciary net position</u>				
Contributions - employers	\$ 50,599,326	48,574,831	44,986,040	39,519,038
Contributions - members	31,592,837	29,032,767	52,111,046	27,066,085
Net investment income	103,123,070	40,509,286	1,177,960	40,135,521
Benefit payments, including refunds of member contributions	<u>(77,717,794)</u>	<u>(72,799,275)</u>	<u>(68,086,158)</u>	<u>(61,338,289)</u>
Administrative expense	(1,145,509)	(1,170,184)	(1,055,662)	(1,054,297)
Other	<u>(7,043,455)</u>	<u>(7,195,247)</u>	<u>(7,429,438)</u>	<u>(3,178,354)</u>
Net change in plan fiduciary net position	99,408,475	36,952,178	21,703,788	41,149,704
Plan fiduciary net position - beginning	<u>606,584,812</u>	<u>569,632,634</u>	<u>547,928,846</u>	<u>506,779,142</u>
Plan fiduciary net position - ending (b)	<u>\$ 705,993,287</u>	<u>606,584,812</u>	<u>569,632,634</u>	<u>547,928,846</u>
Net pension liability - ending (a) - (b)	<u>\$ 815,427,852</u>	<u>837,593,763</u>	<u>709,806,971</u>	<u>595,067,810</u>
Plan fiduciary net position as a percentage of the total pension liability	46.40%	42.00%	44.52%	47.94%
Covered-employee payroll	\$ 271,037,131	282,918,805	269,899,678	252,829,591
Net pension liability as a percentage of covered-employee payroll	300.85%	296.05%	262.99%	235.36%

(1) Data is being accumulated annually to present 10 years of the reported information.

See Accompanying Independent Auditors' Report

WORCESTER REGIONAL RETIREMENT SYSTEM
 REQUIRED SUPPLEMENTARY INFORMATION
 DECEMBER 31, 2017

SCHEDULE OF EMPLOYER CONTRIBUTIONS

	<u>2017</u>	<u>2016</u>	<u>2015</u>	<u>2014</u>	<u>2013</u>
Actuarially determined contribution	\$ 50,599,326	48,574,831	44,986,040	39,519,038	39,113,142
Contributions in relation to the actuarially determined contribution	<u>50,599,326</u>	<u>48,574,831</u>	<u>44,986,040</u>	<u>39,519,038</u>	<u>39,113,142</u>
Contribution deficiency (excess)	\$ <u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>
Covered-employee payroll	\$ 271,037,131	282,918,805	269,899,678	252,829,591	252,829,591
Contributions as a percentage of covered-employee payroll	18.67%	17.17%	16.67%	15.63%	15.47%
					(continued)
	<u>2012</u>	<u>2011</u>	<u>2010</u>	<u>2009</u>	<u>2008</u>
Actuarially determined contribution	\$ 34,534,582	32,578,418	30,733,672	28,423,939	26,433,628
Contributions in relation to the actuarially determined contribution	<u>34,534,582</u>	<u>32,578,418</u>	<u>30,733,672</u>	<u>28,423,939</u>	<u>26,433,628</u>
Contribution deficiency (excess)	\$ <u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>
Covered-employee payroll	\$ 238,952,079	238,952,079	241,992,607	241,992,607	211,518,755
Contributions as a percentage of covered-employee payroll	14.45%	13.63%	12.70%	11.75%	12.50%
					(concluded)

SCHEDULE OF INVESTMENT RETURNS (1)

	<u>2017</u>	<u>2016</u>	<u>2015</u>	<u>2014</u>
Annual money-weighted rate of return, net of investment expense	16.71%	7.06%	0.05%	7.79%

(1) Data is being accumulated annually to present 10 years of the reported information.

See Accompanying Independent Auditors' Report

WORCESTER REGIONAL RETIREMENT SYSTEM
NOTES TO REQUIRED SUPPLEMENTARY INFORMATION
DECEMBER 31, 2017

NOTE A - METHODS AND ASSUMPTIONS USED IN CALCULATIONS OF ACTUARIALLY DETERMINED CONTRIBUTIONS

The following were the actuarial methods and assumptions used to determine contribution rates reported in the Schedule of Employer Contributions:

Actuarial cost method (2014-2017):	Entry age normal
Amortization method (2014-2017):	Payment increases 4.0% per year, except for Early Retirement Incentive (ERI) Programs for 2002 and 2003 (4.5%) and 2010 (level dollar)
Remaining amortization period (2014-2017):	19 years
Asset valuation method (2014-2017):	5-year smoothed market value
Inflation (2014-2015):	3.5%
Inflation (2016-2017):	3.0%
Salary increases (2014-2015):	3.0%
Salary increases (2016-2017):	Group 1: 6% -4.25%, based on service; Group 4: 7% -4.75%, based on service
Investment rate of return (2014-2015):	8.00%
Investment rate of return (2016-2017):	7.75%

WORCESTER REGIONAL RETIREMENT SYSTEM
INDEPENDENT AUDITORS' REPORT ON
FINANCIAL STATEMENTS AND
REQUIRED SUPPLEMENTARY INFORMATION
FOR THE YEAR ENDED DECEMBER 31, 2016

WORCESTER REGIONAL RETIREMENT SYSTEM

INDEPENDENT AUDITORS' REPORT ON
FINANCIAL STATEMENTS AND
REQUIRED SUPPLEMENTARY INFORMATION

FOR THE YEAR ENDED DECEMBER 31, 2016

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Independent Auditors' Report



CliftonLarsonAllen LLP
CLAconnect.com

Independent Auditors' Report

To the Honorable Retirement Board
Worcester Regional Retirement System
Auburn, Massachusetts 01501

Report on the Financial Statements

We have audited the accompanying financial statements of the Worcester Regional Retirement System (the System), as of and for the year ended December 31, 2016, and the related notes to the financial statements, as listed in the table of contents.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with auditing standards generally accepted in the United States of America and the standards applicable to financial audits contained in *Government Auditing Standards*, issued by the Comptroller General of the United States. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the financial statements referred to above present fairly, in all material respects, the fiduciary net position of the System as of December 31, 2016, and the respective change in fiduciary net position for the year then ended in accordance with accounting principles generally accepted in the United States of America.

Other Matters

Required Supplementary Information

Accounting principles generally accepted in the United States of America require that the management's discussion and analysis (located on pages 4 through 8), schedule of changes in employers' net pension liability and related ratios, schedule of employer contributions and schedule of investment returns (located on pages 21 through 24) be presented to supplement the financial statements. Such information, although not a part of the financial statements, is required by the Governmental Accounting Standards Board who considers it to be an essential part of financial reporting for placing the financial statements in an appropriate operational, economic, or historical context. We have applied certain limited procedures to the required supplementary information in accordance with auditing standards generally accepted in the United States of America, which consisted of inquiries of management about the methods of preparing the information and comparing the information for consistency with management's responses to our inquiries, the financial statements, and other knowledge we obtained during our audit of the financial statements. We do not express an opinion or provide any assurance on the information because the limited procedures do not provide us with sufficient evidence to express an opinion or provide any assurance.

Other Reporting Required by Government Auditing Standards

In accordance with *Government Auditing Standards*, we have also issued our report dated October 12, 2017 on our consideration of the System's internal control over financial reporting and on our tests of its compliance with certain provisions of laws, regulations, contracts, and grant agreements and other matters. The purpose of that report is solely to describe the scope of our testing of internal control over financial reporting and compliance and the results of that testing, and not to provide an opinion on the effectiveness of the System's internal control over financial reporting or on compliance. That report is an integral part of an audit performed in accordance with *Government Auditing Standards* in considering the System's internal control over financial reporting and compliance.

CliftonLarsonAllen LLP

Boston, Massachusetts
October 12, 2017

Management's Discussion and Analysis

WORCESTER REGIONAL RETIREMENT SYSTEM
MANAGEMENT'S DISCUSSION AND ANALYSIS
DECEMBER 31, 2016

As management of the Worcester Regional Retirement System (System), we offer readers of these financial statements this narrative overview and analysis of the System's financial activities for the year ended December 31, 2016.

The management's discussion and analysis (MD&A) is presented in the following sections:

1. Financial Highlights
2. Overview of the Financial Statements
3. Financial Statement Analysis

Please refer to the audited *Financial Statements* when reading the MD&A.

Financial Highlights

Fiduciary net position increased by \$36,952,178 or 6.49%, when compared to the prior year's fiduciary net position. Fiduciary net position is the residual of the System's assets in excess of the System's liabilities, as reported in the Statement of Fiduciary Net Position, as of the statement date. The System's assets are held in trust to meet future benefit payments.

Overview of the Financial Statements

The financial statements are comprised of a Statement of Fiduciary Net Position, Statement of Changes in Fiduciary Net Position, Notes to Financial Statements and Required Supplementary Information.

The **statement of fiduciary net position** presents information on the System's assets and liabilities and the resulting net position restricted for pensions. This is calculated using the following formula: Assets - Liabilities = Net Position restricted for pensions. This statement reflects the System's investments at fair value, as well as cash, receivables and other assets and liabilities. The Statement of Fiduciary Net Position reports the financial position of the System at December 31, 2016. Over time, the increase or decrease in fiduciary net position serves as a useful indicator of the System's financial health.

The **statement of changes in fiduciary net position** presents information showing how the System's fiduciary net position changed during the year ended December 31, 2016. It reflects contributions by its individual members and participating employers along with deductions for retirement benefits, refunds, withdrawals, and administrative expenses. Investment income during the period is also presented showing income from investing activities.

The **notes to financial statements** provide additional information that is essential for the reader to gain a full understanding of the data provided in the financial statements.

The **required supplementary information** includes schedules of changes in employers' net pension liability and related ratios, schedule of employer contributions and schedule of investment returns.

Financial Statement Analysis

The System's total assets as of December 31, 2016 were \$617,692,835 and were comprised of cash and cash equivalents, investments and receivables.

Total liabilities as of December 31, 2016 were \$11,108,023 and represent amounts owed for accounts payable and reimbursements and transfers to other systems.

WORCESTER REGIONAL RETIREMENT SYSTEM
MANAGEMENT'S DISCUSSION AND ANALYSIS
DECEMBER 31, 2016

The following tables present current and prior year data on the System's financial statements.

Fiduciary Net Position

As noted earlier, fiduciary net position may serve over time as a useful indicator of the System's financial position. The System's assets exceeded liabilities by \$606,584,812 at the close of the year and are summarized as follows:

	2016	2015
Assets		
Cash and cash equivalents.....	\$ 4,322,402	\$ 8,256,694
Investments.....	607,282,514	565,888,454
Receivables.....	6,087,919	5,542,676
Total assets.....	617,692,835	579,687,824
Liabilities		
Accounts payable.....	23,426	4,982
Reimbursements and transfers to other systems.....	11,084,597	10,050,208
Total liabilities.....	11,108,023	10,055,190
Net Position		
Net position restricted for pensions.....	\$ 606,584,812	\$ 569,632,634

WORCESTER REGIONAL RETIREMENT SYSTEM
MANAGEMENT'S DISCUSSION AND ANALYSIS
DECEMBER 31, 2016

Changes in Fiduciary Net Position

For the year ended December 31, 2016, the System's total fiduciary net position increased by \$36,952,178. In the prior year, fiduciary net position increased by \$21,703,788. These amounts are summarized as follows:

	2016	2015
Additions		
<i>Contributions:</i>		
Employers.....	\$ 48,574,831	\$ 44,986,040
Members.....	29,032,767	52,111,046
<i>Net investment income:</i>		
Net realized and unrealized gains (loss).....	27,004,748	(10,372,825)
Interest and dividends.....	16,716,744	14,770,022
Less: management fees.....	(3,212,206)	(3,219,237)
Other.....	3,065,252	3,048,635
Total additions.....	121,182,136	101,323,681
Deductions		
Retirement benefits and refunds.....	72,799,275	68,086,158
Reimbursements and transfers to other systems.....	10,260,499	10,478,073
Administration.....	1,170,184	1,055,662
Total deductions.....	84,229,958	79,619,893
Net increase (decrease) in net position.....	36,952,178	21,703,788
Net position restricted for pensions - beginning of year.....	569,632,634	547,928,846
Net position restricted for pensions - end of year.....	\$ 606,584,812	\$ 569,632,634

Additions to Fiduciary Net Position

Total additions to net position for 2016 were \$121,182,136. Contributions decreased by approximately \$19,489,000 in 2016 as a result of contributions reported in the prior year related to the transfer of assets from new employers that entered the System in 2015. The System had net investment income of approximately \$40,509,000 in 2016 compared to income of approximately \$1,178,000 in 2015 as a result of improved market performance.

Deductions from Fiduciary Net Position

Total deductions from net position for 2016 were \$84,229,958. Retirement benefits and refunds increased by approximately \$4,713,000 in 2016 when compared to the prior year as a result of an increased number of retirees and the annual 3% COLA. Other deductions decreased by approximately \$103,000 in 2016 when compared to the prior year.

WORCESTER REGIONAL RETIREMENT SYSTEM
MANAGEMENT'S DISCUSSION AND ANALYSIS
DECEMBER 31, 2016

Requests for Information

This financial report is designed to provide the Board, our membership, taxpayers, investors, and creditors with a general overview of the System's financial results and to demonstrate the System's accountability for the funding it receives. If you have any questions about this report or need additional financial information, contact the Chairman/Chief Executive Officer at 23 Midstate Drive, Suite 106, Auburn, Massachusetts 01501.

Financial Statements

WORCESTER REGIONAL RETIREMENT SYSTEM
STATEMENT OF FIDUCIARY NET POSITION
DECEMBER 31, 2016

ASSETS	
Cash and cash equivalents.....	\$ <u>4,322,402</u>
Investments:	
External investment pools.....	601,435,651
Real estate.....	1,737,097
Private equity.....	<u>4,109,766</u>
Total investments.....	<u>607,282,514</u>
Receivables:	
Employer contributions.....	2,098,950
Member contributions.....	2,211,032
Reimbursements and transfers from other systems.....	<u>1,777,937</u>
Total receivables.....	<u>6,087,919</u>
Total assets.....	<u>617,692,835</u>
LIABILITIES	
Accounts payable.....	23,426
Reimbursements and transfers to other systems.....	<u>11,084,597</u>
Total liabilities.....	<u>11,108,023</u>
NET POSITION RESTRICTED FOR PENSIONS.....	\$ <u><u>606,584,812</u></u>

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

WORCESTER REGIONAL RETIREMENT SYSTEM
STATEMENT OF CHANGES IN FIDUCIARY NET POSITION
FOR THE YEAR ENDED DECEMBER 31, 2016

ADDITIONS

Contributions:	
Employers.....	\$ 48,574,831
Members.....	<u>29,032,767</u>
Total contributions.....	<u>77,607,598</u>
Net investment income:	
Net realized and unrealized gains.....	27,004,748
Interest and dividends.....	16,716,744
Less: management fees.....	<u>(3,212,206)</u>
Net investment income.....	<u>40,509,286</u>
Other.....	<u>3,065,252</u>
Total additions.....	<u>121,182,136</u>

DEDUCTIONS

Retirement benefits and refunds.....	72,799,275
Reimbursements and transfers to other systems.....	10,260,499
Administration.....	<u>1,170,184</u>
Total deductions.....	<u>84,229,958</u>
Net increase in net position.....	36,952,178

NET POSITION RESTRICTED FOR PENSIONS

Beginning of year.....	<u>569,632,634</u>
End of year.....	<u>\$ 606,584,812</u>

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

WORCESTER REGIONAL RETIREMENT SYSTEM
NOTES TO FINANCIAL STATEMENTS
FOR THE YEAR ENDED DECEMBER 31, 2016

NOTE 1 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

A. General

The financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America (GAAP). The Governmental Accounting Standards Board (GASB) is the standard-setting body for establishing governmental accounting and financial reporting principles. The significant accounting policies are described herein.

B. Reporting Entity

The Worcester Regional Retirement System (System) was established to provide retirement benefits to eligible employees of its member employers.

C. Measurement Focus and Basis of Accounting

The System's financial statements are presented using the flow of economic resources measurement focus and use the accrual basis of accounting.

D. Cash and Investments

Cash is considered to be cash on hand, demand deposits and short-term investments with an original maturity of three months or less from the date of acquisition.

Investments are reported at fair value. Fair value is based on quotations from a national securities exchange except for pooled funds, alternative investments and real estate investments, for which fair value is estimated as follows:

Pooled Funds

The fair value of shares in managed investment pools is based on unit value reported by the funds.

Private Equity and Real Estate

The fair values of these types of investments have been determined by the third party investment managers using the Net Asset Value (NAV) per share (or its equivalent) of the System's ownership interest in partner's capital.

E. Basis of Investment Transactions

Purchases and sales of investments are recorded on the trade date. Transactions remaining unsettled as of year-end are recorded as payables for securities purchased and as a receivable for securities sold.

F. Revenue Recognition

Contributions are recognized as additions in the period when they become due pursuant to formal commitments, statutory or contractual requirements. Investment income is recognized when earned.

G. Benefits and Refunds

Benefits and refunds are recognized as deductions when due and payable in accordance with the terms of the System.

WORCESTER REGIONAL RETIREMENT SYSTEM
 NOTES TO FINANCIAL STATEMENTS
 FOR THE YEAR ENDED DECEMBER 31, 2016

H. Administrative Expenses

Administrative expenses are financed by contributions to the System.

I. Implementation of GASB Pronouncements

During 2016, the System implemented GASB Statement No. 72, Fair Value Measurement and Application, which provides guidance for applying fair value to certain investments and disclosures related to all fair value measurements. The implementation of this pronouncement did not impact the System's beginning net position.

J. Use of Estimates

The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure for contingent assets and liabilities at the date of the financial statements and the reported amounts of the additions and deductions during the fiscal year. Actual results could vary from estimates that were used.

NOTE 2 - PLAN DESCRIPTION

A. General

The System is a cost-sharing multiple-employer public employee retirement system established in 1937, under Massachusetts General Laws (MGL), Chapter 32, and is regulated by the Massachusetts Public Employee Retirement Administration Commission (PERAC). The System is a defined benefit pension plan that covers eligible employees of its member employers.

Membership in the System is mandatory immediately upon the commencement of employment for all permanent full-time employees working at least 20 hours weekly, except for school teachers and school administrators who participate in the Massachusetts Teachers' Retirement System.

Membership in the System as of December 31, 2016 was as follows:

Inactive members (or beneficiaries) currently receiving benefits	3,618
Inactive members entitled to, but not yet receiving benefits	1,674
Active members	<u>7,473</u>
Total members	<u><u>12,765</u></u>
Number of member employers	<u><u>97</u></u>

The System is governed by a five-member board comprised of the Chairman/Chief Executive Officer, who serves ex-officio and is appointed by the other members of the board; two members who are elected by the participants in or retired from the services of the System; a fourth member appointed by the member employers; and a fifth member appointed by the other members of the board.

WORCESTER REGIONAL RETIREMENT SYSTEM
NOTES TO FINANCIAL STATEMENTS
FOR THE YEAR ENDED DECEMBER 31, 2016

B. Significant Plan Provisions and Requirements

Benefit provisions and state law establishes contribution requirements of the System. Members of the System become vested after 10 years of creditable service. Normal retirement occurs at age 65 (age 67 if hired on or after April 2, 2012), except for certain public safety employees and other special situations.

For employees hired prior to April 2, 2012, the annual amount of the retirement allowance is based on the member's final three-year average salary multiplied by (1) the number of years and full months of creditable service at the time of retirement and (2) a percentage based on age at retirement in accordance with a schedule provided by state law. Assuming normal retirement at age 65, this percentage is 2.5%, which is reduced for individuals who retire prior to age 65 to reflect the longer pay out period. A member's final three-year average salary is defined as the greater of the highest consecutive three-year average annual rate of regular compensation and the average annual rate of regular compensation received during the last three years of creditable service prior to retirement.

For employees hired on or after April 2, 2012, the annual amount of the retirement allowance is based on the member's final five-year average salary multiplied by (1) the number of years and full months of creditable service at the time of retirement and (2) a percentage based on age at retirement in accordance with a schedule provided by state law. Assuming normal retirement at age 67, this percentage is 2.5%. A member's final five-year average salary is defined as the greater of the highest consecutive five-year average annual rate of regular compensation and the average annual rate of regular compensation received during the last five years of creditable service prior to retirement.

Employees hired before April 2, 2012 may elect early retirement after 20 years of service or at any time after attaining age 55 with 10 years of eligible service. Plan members who become permanently and totally disabled may be eligible to receive a disability retirement allowance. The amount of benefits to be received depends on several factors, including the member's age, compensation, veteran status, years of service and whether or not the disability is work-related. In addition, certain death benefits exist for beneficiaries of employees who die in active service.

Under MGL, c.32 Section 3(8)(c), members leaving a member employer to work for other Massachusetts governmental units requires the System transfer their accumulated account balances and creditable service to the retirement system of their new employer. Other such retirement systems are in turn required to make comparable transfers to the System for employees coming to work at a member employer of the System. Per statute, the PERAC actuary shall consider length of service as well as acceptance of military service credit and salary cap provisions if applicable in calculating the liability.

NOTE 3 - DEPOSITS AND INVESTMENTS

Investment Policy

Deposits and investments made by the System are governed by Chapter 32 of the MGL. The System has the ability to invest in equity securities, corporate bonds, annuities and other specified investments in accordance with state laws and regulations.

The System invests in the Pension Reserve Investment Trust (PRIT). PRIT meets the criteria of an external investment pool and operates in accordance with applicable state laws and regulations. The Treasurer of the Commonwealth serves as Trustee and provides regulatory oversight. The reported value of the pool is the same as the fair value of the System's position in pool shares.

WORCESTER REGIONAL RETIREMENT SYSTEM
NOTES TO FINANCIAL STATEMENTS
FOR THE YEAR ENDED DECEMBER 31, 2016

The System's asset allocation policies are established by PRIT. System assets are managed on a total return basis with a long-term objective of achieving a fully funded status for the benefits provided through the System. The following was the asset allocation policy as of December 31, 2016:

Asset Class	Target
Global Equity	40%
Fixed Income	22%
Private Equity	11%
Real Estate	10%
Timber/Natural Resources	4%
Hedge Funds	13%

Rate of Return

For the year ended December 31, 2016, the annual money-weighted rate of return on pension plan investments, net of pension plan investment expense, was 7.06%. The money-weighted rate of return expresses investment performance, net of investment expense, adjusted for the changing amounts actually invested.

Deposits - Custodial Credit Risk

Custodial credit risk for deposits is the risk that, in the event of a bank failure, the System's deposits may not be recovered. The System's policy for custodial credit risk of deposits is to rely on FDIC insurance coverage. As of December 31, 2016, the System's bank balance of \$5,773,098 was not exposed to custodial credit risk.

Investments Summary

The System's investments at December 31, 2016 are presented below. All investments are presented by investment type, with debt securities presented by maturity.

Investment Type	Fair Value	Investment Maturities (in Years) Less Than 1
<u>External Investment Pools:</u>		
Pension Reserve Investment Trust.....	\$ 601,435,651	\$ 601,435,651
<u>Other Investments:</u>		
Real estate.....	1,737,097	
Private equity	4,109,766	
Total other investments.....	5,846,863	
Total investments.....	\$ 607,282,514	

WORCESTER REGIONAL RETIREMENT SYSTEM
 NOTES TO FINANCIAL STATEMENTS
 FOR THE YEAR ENDED DECEMBER 31, 2016

Investments - Interest Rate Risk of Debt Securities

Interest rate risk for debt securities is the risk that changes in interest rates of debt securities will adversely affect the fair value of an investment. The System's policy for interest rate risk of debt securities is to use diversification to minimize the exposure to interest rate risks in the aggregate investment portfolio.

Investments - Custodial Credit Risk

Custodial credit risk for investments is the risk that, in the event of the failure of the counterparty, the System will not be able to recover the value of its investments or collateral securities that are in the possession of an outside party. The System's policy for custodial credit risk of investments intends that all investments are either insured and/or registered in the name of the System. As of December 31, 2016, the System was not exposed to custodial credit risk.

Investments - Credit Risk of Debt Securities

Credit risk for debt securities is the risk that an issuer or other counterparty to a debt security will not fulfill its obligations. The System's policy for credit risk of debt securities is to use diversification to minimize the exposure to credit risks in the aggregate investment portfolio. As of December 31, 2016, the System's debt security investments were in external investment pools unrated by national credit rating organizations.

Deposits and Investments - Foreign Currency Risk

Foreign currency risk is the risk that fluctuations in exchange rates will adversely affect the fair value of an investment or a deposit. The System's policy for foreign currency risk is to diversify the foreign countries and currencies within its international investment portfolio. As of December 31, 2016, the System was not exposed to foreign currency risk.

Investments - Concentration of Credit Risk

Concentration of credit risk is the risk of loss attributed to the magnitude of the System's investment in a single issuer. The System's policy for concentration of credit risk is to use extensive diversification to minimize exposure to company and industry specific risks in the aggregate investment portfolio. As of December 31, 2016, the System was not exposed to concentration of credit risk.

Investments - Fair Value

The System categorizes its fair value measurements within the fair value hierarchy established by generally accepted accounting principles. The hierarchy is based on the valuation inputs used to measure the fair value of the asset. Level 1 inputs are quoted market prices in active markets for identical assets; Level 2 inputs are significant other observable inputs; Level 3 inputs are significant unobservable inputs.

As of December 31, 2016, all of the System's investments were measured at the Net Asset Value (NAV) or its equivalent as presented in the following table:

	Total Amount	Unfunded Commitments	Redemption Frequency	Redemption Notice Period
External Investment Pool (PRIT) (1).....	\$ 601,435,651	\$ -	Monthly ⁽¹⁾	24 Hours ⁽¹⁾
Private Equity (2).....	4,109,766	-	N/A ⁽²⁾	N/A ⁽²⁾
Real Estate (3).....	1,737,097	-	N/A ⁽³⁾	N/A ⁽³⁾
Total Investments Measured at the NAV.....	<u>\$ 607,282,514</u>			

WORCESTER REGIONAL RETIREMENT SYSTEM
NOTES TO FINANCIAL STATEMENTS
FOR THE YEAR ENDED DECEMBER 31, 2016

- (1) *External Investment Pool (PRIT)* -The System is a participating retirement system in the PRIT fund. The system owns units, or shared in the PRIT fund, which is a pooled investment trust. The fair values of the investments in this type have been determined using the NAV per share (or its equivalent) of the System's ownership in the pool. Investments in the fund can be redeemed on a monthly basis with written notice submitted by the first business day of the month of redemption.
- (2) *Private equity* - This investment type includes investments in 4 private equity funds that invest primarily in private domestic and international companies of diversified industries. The fair value measurements of this type have been determined using the NAV per share (or its equivalent) of the System's ownership interest in partners' capital. The investments can never be redeemed from the funds. Distributions from each fund will be received as the underlying investments of the funds are liquidated. It is expected that the underlying assets of the funds will be liquidated over the next 1 to 5 years.
- (3) *Real estate* - This investment type includes investments in 3 funds that invest in real estate. The fair value measurements of this type have been determined using the NAV per share (or its equivalent) of the System's ownership interest in partners' capital. The investments can never be redeemed from the funds. Distributions from each fund will be received as the underlying investments of the funds are liquidated. It is expected that the underlying assets of the funds will be liquidated over the next 1 to 5 years

NOTE 4 - FUNDING POLICY

Chapter 32 of MGL governs the contributions of plan members and member employers. Depending on their employment date, active System members must contribute anywhere between 5%-9% of their gross regular compensation. Members hired after December 31, 1978 must contribute an additional 2% of regular compensation in excess of \$30,000. Employees in Group 1 hired on or after April 2, 2012 with 30 years of creditable service or greater will pay a base contribution rate of 6%. These deductions earn interest at a rate determined by PERAC that vests based upon years of service. Employers are required to pay into the System its share of the system-wide actuarial determined contribution, in accordance with Chapter 32, Section 22D of MGL, apportioned among the employers based on annual employer normal cost and amortization payments to pay the unfunded actuarial accrued liability. For the year ended December 31, 2016, active member contributions totaled \$29,032,767 and employer contributions totaled \$48,574,831.

Contributions are recognized as additions in the period when they become due pursuant to formal commitments, statutory or contractual requirements. Benefits and refunds are recognized as deductions when incurred and administrative expenses are funded through investment earnings.

Except for a portion of benefits owed due to cost-of-living adjustments (COLA's) granted through June 30, 1998, member employers are required to contribute the remaining amounts necessary to finance benefits. Member employer contributions are determined by actuarial valuations.

COLA's granted through June 30, 1998 are reimbursed by the Commonwealth of Massachusetts (the Commonwealth). COLA's granted subsequent to June 30, 1998 must be granted by the Board and are the responsibility of the System. COLA may be approved in excess of the Consumer Price Index but not to exceed 3% of the base retirement allowance.

A COLA was granted to eligible retirees and survivors effective July 1, 2016. The 3% COLA was paid on a base of \$16,000 (maximum \$510).

WORCESTER REGIONAL RETIREMENT SYSTEM
 NOTES TO FINANCIAL STATEMENTS
 FOR THE YEAR ENDED DECEMBER 31, 2016

NOTE 5 - NET PENSION LIABILITY

The components of the net pension liability of the System at December 31, 2016, were as follows:

Total pension liability	\$	1,444,178,575
Plan fiduciary net position		<u>(606,584,812)</u>
Net pension liability	\$	<u>837,593,763</u>
Plan fiduciary net position as a percentage of the total pension liability		42.00%

Actuarial Assumptions

The total pension liability was determined by an actuarial valuation as of January 1, 2016, using the following actuarial assumptions, applied to all periods included in the measurement that was updated to December 31, 2016:

Inflation:	3.0% per year (3.5% per year for the actuarial valuation as of January 1, 2014)
Salary increases:	Group 1: 4.20-6.00%, based on service (3.00% for the actuarial valuation as of January 1, 2014) Group 4: 4.75% -7.00%, based on service (3.00% for the actuarial valuation as of January 1, 2014)
Investment rate of return:	7.75%, net of pension plan investment expense, including inflation (8.00% for the actuarial valuation as of January 1, 2014)
Mortality rates:	Based on the RP-2000 Mortality Table (base year 2009) with full generational mortality improvement using Scale BB. For disabled lives, the mortality rates were based on the RP-2000 Mortality Table (base year 2012) with full generational mortality improvement using Scale BB.

The long-term expected rate of return on pension plan investments was determined using a building-block method in which best-estimate ranges of expected future rates of return (expected returns, net of pension plan investment expense and inflation) are developed for each major asset class. These ranges are combined to produce the long-term expected rate of return by weighting the expected future rates of return by the target asset allocation percentage and by adding expected inflation. Best estimates of arithmetic rates of return for each major asset class included in the pension plan's target asset allocation as of December 31, 2016 (see the discussion of the System's investment policy) are summarized in the following table:

WORCESTER REGIONAL RETIREMENT SYSTEM
 NOTES TO FINANCIAL STATEMENTS
 FOR THE YEAR ENDED DECEMBER 31, 2016

Asset Class	Expected Rate of Return (%)
Global Equity	4.97
Fixed Income	2.29
Private Equity	6.50
Real Estate	3.50
Timber/Natural Resources	3.00
Hedge Funds	3.48

Discount Rate

The discount rate used to measure the total pension liability 7.75 percent. The projection of cash flows used to determine the discount rate assumed that plan member contributions will be made at the current contribution rates and that member employer contributions will be made in accordance with Sections 22D and 22F of Chapter 32 of the Massachusetts General Laws. Based on those assumptions, the System's fiduciary net position was projected to be available to make all projected future benefit payments of current plan members. Therefore, the long-term expected rate of return on pension plan investments was applied to all periods of projected benefit payments to determine the total pension liability.

Sensitivity of the Net Pension Liability to Changes in the Discount Rate

The following presents the net pension liability of the System calculated using the discount rate of 7.75 percent, as well as what the System's net pension liability would be if it were calculated using a discount rate that is 1-percentage-point lower (6.75 percent) or 1-percentage-point higher (8.75 percent) than the current rate:

	1% Decrease (6.75%)	Current Discount Rate (7.75%)	1% Increase (8.75%)
Net pension liability	1,008,891,540	837,593,763	692,990,031

NOTE 6 - LEGALLY REQUIRED RESERVE ACCOUNTS

The balance in the System's legally required reserves as of December 31, 2016 are as follows:

Description	Amount	Purpose
Annuity Savings Fund	\$ 264,886,017	Active members' contribution balance
Annuity Reserve Fund	67,440,646	Retired members' contribution account
Military Service Fund	133,287	Members' contribution account while on military leave
Pension Reserve Fund	273,553,327	Amounts appropriated to fund future retirement
Pension Fund	571,535	Remaining net position
Total	\$ 606,584,812	

All reserve accounts are funded at levels required by state law.

WORCESTER REGIONAL RETIREMENT SYSTEM
NOTES TO FINANCIAL STATEMENTS
FOR THE YEAR ENDED DECEMBER 31, 2016

NOTE 7 - CONTINGENCIES

Approximately \$6,626,000 of the reimbursements and transfers to other systems liability reported in the financial statements represents amounts billed to the System by the Commonwealth of Massachusetts State Board of Retirement (State Board) related to obligations pursuant to MGL, c.32 Section 3(8)(c). The System disputes the liability based on various considerations, such as inaccurate reimbursement calculations, reimbursements not attributable to the System and lack of documentation.

The System is in the process of attempting to revise the liability with the State Board. The outcome of this process is not presently determinable and the effect on the System's financial statements cannot be determined at this time.

Required Supplementary Information

WORCESTER REGIONAL RETIREMENT SYSTEM
REQUIRED SUPPLEMENTARY INFORMATION
DECEMBER 31, 2016

SCHEDULE OF CHANGES IN EMPLOYERS' NET PENSION LIABILITY AND RELATED RATIOS (1)

	2016	2015	2014
<u>Total pension liability</u>			
Service cost	\$ 35,984,130	31,996,981	31,996,981
Interest	99,124,367	91,276,045	84,568,061
Changes of benefit terms	-	49,721,211	-
Differences between expected and actual experience	8,235,183	-	-
Changes of assumptions	94,194,565	31,534,870	-
Benefit payments, including refunds of member contributions	<u>(72,799,275)</u>	<u>(68,086,158)</u>	<u>(61,338,289)</u>
Net change in total pension liability	164,738,970	136,442,949	55,226,753
Total pension liability - beginning	<u>1,279,439,605</u>	<u>1,142,996,656</u>	<u>1,087,769,903</u>
Total pension liability - ending (a)	<u>\$ 1,444,178,575</u>	<u>1,279,439,605</u>	<u>1,142,996,656</u>
<u>Plan fiduciary net position</u>			
Contributions - employers	\$ 48,574,831	44,986,040	39,519,038
Contributions - members	29,032,767	52,111,046	27,066,085
Net investment income	40,509,286	1,177,960	40,135,521
Benefit payments, including refunds of member contributions	(72,799,275)	(68,086,158)	(61,338,289)
Administrative expense	(1,170,184)	(1,055,662)	(1,054,297)
Other	<u>(7,195,247)</u>	<u>(7,429,438)</u>	<u>(3,178,354)</u>
Net change in plan fiduciary net position	36,952,178	21,703,788	41,149,704
Plan fiduciary net position - beginning	<u>569,632,634</u>	<u>547,928,846</u>	<u>506,779,142</u>
Plan fiduciary net position - ending (b)	<u>\$ 606,584,812</u>	<u>569,632,634</u>	<u>547,928,846</u>
Net pension liability - ending (a) - (b)	<u>\$ 837,593,763</u>	<u>709,806,971</u>	<u>595,067,810</u>
Plan fiduciary net position as a percentage of the total pension liability	42.00%	44.52%	47.94%
Covered-employee payroll	\$ 282,918,805	269,899,678	252,829,591
Net pension liability as a percentage of covered-employee payroll	296.05%	262.99%	235.36%

(1) Data is being accumulated annually to present 10 years of the reported information.

See Accompanying Independent Auditors' Report

WORCESTER REGIONAL RETIREMENT SYSTEM
 REQUIRED SUPPLEMENTARY INFORMATION
 DECEMBER 31, 2016

SCHEDULE OF EMPLOYER CONTRIBUTIONS

	<u>2016</u>	<u>2015</u>	<u>2014</u>	<u>2013</u>	<u>2012</u>
Actuarially determined contribution	\$ 48,574,831	44,986,040	39,519,038	39,113,142	34,534,582
Contributions in relation to the actuarially determined contribution	<u>48,574,831</u>	<u>44,986,040</u>	<u>39,519,038</u>	<u>39,113,142</u>	<u>34,534,582</u>
Contribution deficiency (excess)	\$ <u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>
Covered-employee payroll	\$ 282,918,805	269,899,678	252,829,591	252,829,591	238,952,079
Contributions as a percentage of covered-employee payroll	17.17%	16.67%	15.63%	15.47%	14.45%
					(continued)
	<u>2011</u>	<u>2010</u>	<u>2009</u>	<u>2008</u>	<u>2007</u>
Actuarially determined contribution	\$ 32,578,418	30,733,672	28,423,939	26,433,628	23,009,874
Contributions in relation to the actuarially determined contribution	<u>32,578,418</u>	<u>30,733,672</u>	<u>28,423,939</u>	<u>26,433,628</u>	<u>23,009,874</u>
Contribution deficiency (excess)	\$ <u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>
Covered-employee payroll	\$ 238,952,079	241,992,607	241,992,607	211,518,755	211,518,755
Contributions as a percentage of covered-employee payroll	13.63%	12.70%	11.75%	12.50%	10.88%
					(concluded)

SCHEDULE OF INVESTMENT RETURNS (1)

	<u>2016</u>	<u>2015</u>	<u>2014</u>
Annual money-weighted rate of return, net of investment expense	7.06%	0.05%	7.79%

(1) Data is being accumulated annually to present 10 years of the reported information.

See Accompanying Independent Auditors' Report

WORCESTER REGIONAL RETIREMENT SYSTEM
 NOTES TO REQUIRED SUPPLEMENTARY INFORMATION
 DECEMBER 31, 2016

NOTE A - METHODS AND ASSUMPTIONS USED IN CALCULATIONS OF ACTUARIALLY DETERMINED CONTRIBUTIONS

The following were the actuarial methods and assumptions used to determine contribution rates reported in the Schedule of Employer Contributions:

Actuarial cost method (2014-2016):	Entry age normal
Amortization method (2014-2016):	Payment increases 4.0% per year, except for Early Retirement Incentive (ERI) Programs for 2002 and 2003 (4.5%) and 2010 (level dollar)
Remaining amortization period (2014-2016):	19 years
Asset valuation method (2014-2016):	5-year smoothed market value
Inflation (2014-2015):	3.5%
Inflation (2016):	3.0%
Salary increases (2014-2015):	3.0%
Salary increases (2016):	Group 1: 6%-4.25%, based on service; Group 4: 7%-4.75%, based on service
Investment rate of return (2014-2015):	8.00%
Investment rate of return (2016):	7.75%



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