

NEW ISSUE - BOOK ENTRY ONLY

RATINGS:

S&P: "AA"

FITCH: "AA"

(SEE "RATINGS" HEREIN)

In the opinion of Kutak Rock LLP, Bond Counsel, under existing federal and Minnesota laws, regulations, rulings and judicial decisions and assuming the accuracy of certain representations and continuing compliance with certain covenants, interest on the Certificates is excludable from gross income for federal income tax purposes and from taxable net income of individuals, estates or trusts for Minnesota income tax purposes; is includable in the income of corporations and financial institutions for purposes of the Minnesota franchise tax; and is not a specific tax preference item for purposes of the federal alternative minimum tax or the Minnesota alternative minimum tax applicable to individuals, estates and trusts, except that such interest must be included in the "adjusted current earnings" of certain corporations for purposes of calculating federal alternative minimum taxable income. For a discussion of tax matters see "TAX EXEMPTION" herein.

\$80,100,000
STATE OF MINNESOTA
CERTIFICATES OF PARTICIPATION, SERIES 2014
(Legislative Office Facility Project)

Dated: Date of Delivery

Due: June 1, as shown on the next page

The State of Minnesota (the "State"), acting by and through the Commissioner of Management and Budget ("MMB") is issuing \$80,100,000 Certificates of Participation, Series 2014 (the "Certificates") under and pursuant to Minnesota Laws 2013, Chapter 143, Article 12, Section 21 (the "Act"), and an Order, dated August 5, 2014 (the "Order") of MMB and the Commissioner of Administration ("Administration"). Pursuant to the Act and the Order, Administration, as Lessee, is entering into a Lease-Purchase Agreement dated as of August 1, 2014 (the "Lease") with MMB, as Lessor, and Administration, as Lessor, is entering into a Ground Lease dated as of August 1, 2014 (the "Ground Lease") with MMB, as Lessee. The Certificates evidence proportionate undivided interests in rights to receive Rental Payments under the Lease.

The Certificates are being issued for the purpose of (i) providing financing for the predesign, design, construction and equipping of offices, hearing rooms and parking facilities for a legislative office facility (the "Project"), (ii) paying capitalized interest from the delivery date through and including December 1, 2015, and (iii) paying all fees and expenses incurred in connection to the issuance of the Certificates. The Certificates are payable only from amounts that the Legislature of the State of Minnesota (the "Legislature") may appropriate (i) for lease rental payments to be made pursuant to a lease between Administration and the Senate of the State (the "Senate Lease") with respect to the Project for any fiscal year or (ii) for Rental Payments to be made pursuant to the Lease, provided that nothing in the Act or the Order shall be construed to require the State to appropriate funds sufficient directly or indirectly to make payments with respect to principal of and interest components of the Certificates in any fiscal year. **The Certificates are not public debt of the State subject to constitutional limitations on indebtedness, and the full faith, credit, and taxing powers of the State are not pledged to the payment of the Certificates.**

The Certificates will be issued as fully registered bonds without coupons and, when issued, will be registered in the name of Cede & Co., as nominee of The Depository Trust Company ("DTC"), New York, New York. DTC will act as securities depository of the Certificates. Individual purchases may be made in book-entry form only, in the principal amount of \$5,000 and integral multiples thereof. Purchasers will not receive certificates representing their interest in the Certificates purchased. Principal of the Certificates, payable annually on June 1 as set forth on the next page, and interest, payable semiannually on each June 1 and December 1, commencing December 1, 2014, will be paid to DTC, which will in turn remit such principal and interest to its participants for subsequent disbursement to the beneficial owners of the Certificates as described herein.

The Certificates are subject to optional redemption and extraordinary mandatory redemption as further described under "DESCRIPTION OF THE CERTIFICATES - Redemption Provisions" herein.

LEGAL OPINION: Kutak Rock LLP, Omaha, Nebraska

PAYING AGENT/REGISTRAR: U.S. Bank National Association, St. Paul, Minnesota

Wells Fargo Bank, National Association has agreed to purchase the Certificates from the State for a purchase price of \$91,872,788.26. The Certificates will be available for delivery on August 19, 2014.

The date of this Final Official Statement is August 5, 2014

MATURITY SCHEDULE

Year (June 1)	Interest <u>Amount</u>	Interest <u>Rate</u>	Interest <u>Yield</u>	CUSIP ⁽¹⁾ <u>604140</u>	Year (June 1)	Interest <u>Amount</u>	Interest <u>Rate</u>	Interest <u>Yield</u>	CUSIP ⁽¹⁾ <u>604140</u>
2016	\$1,500,000	5.000%	0.400%	WC3	2028	\$3,225,000	5.000%	2.920%	WQ2
2017	2,155,000	5.000%	0.600%	WD1	2029	3,385,000	5.000%	3.000%	WR0
2018	2,220,000	5.000%	1.000%	WE9	2030	3,555,000	5.000%	3.070%	WS8
2019	2,080,000	5.000%	1.320%	WF6	2031	3,730,000	5.000%	3.140%	WT6
2020	2,180,000	5.000%	1.620%	WG4	2032	3,920,000	5.000%	3.210%	WU3
2021	2,290,000	5.000%	1.900%	WH2	2033	4,115,000	5.000%	3.260%	WV1
2022	2,405,000	5.000%	2.150%	WJ8	2034	4,320,000	5.000%	3.310%	WW9
2023	2,525,000	5.000%	2.350%	WK5	2035	4,535,000	5.000%	3.360%	WX7
2024	2,650,000	5.000%	2.480%	WL3	2036	4,765,000	5.000%	3.410%	WY5
2025	2,785,000	5.000%	2.600%	WM1	2037	5,000,000	5.000%	3.460%	WZ2
2026	2,925,000	5.000%	2.720%	WN9	2038	5,250,000	5.000%	3.490%	XA6
2027	3,070,000	5.000%	2.820%	WP4	2039	5,515,000	5.000%	2.510%	XB4

⁽¹⁾ The State is not responsible for the use of the CUSIP numbers referenced herein nor is any representation made by the State as to their correctness; such CUSIP numbers are included solely for the convenience of the readers of this Final Official Statement.

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Unless otherwise indicated, information contained in this Official Statement is based upon material provided by the State and available at the date of publication of this Official Statement.

No dealer, broker, salesman or other person has been authorized by the State or Underwriters to give any information or to make any representations with respect to the Certificates other than those contained in this Official Statement and, if given or made, such other information or representations must not be relied upon as having been authorized by the State or Underwriters. The Underwriters have reviewed the information in this Official Statement pursuant to their responsibilities to investors under the federal securities laws, but the Underwriters do not guarantee the accuracy or completeness of such information. Certain information contained herein has been obtained from sources other than records of the State and is believed to be reliable, but it is not guaranteed. Information and expressions of opinion herein are subject to change without notice, and neither the delivery of this Official Statement nor any sale made hereunder shall under any circumstances create any implication that there have not been any changes in the affairs of the State since the date hereof.

This Official Statement contains forecasts, projections, and estimates that are based on current expectations but are not intended as representations of fact or guarantees of results. If and when included in this Official Statement, the words "expects," "forecasts," "projects," "intends," "anticipates," "estimates," and analogous expressions are intended to identify forward-looking statements as defined in the Securities Act of 1933, as amended, and any such statements inherently are subject to a variety of risks and uncertainties, which could cause actual results to differ materially from those contemplated in such forward-looking statements. These forward-looking statements speak only as of the date of this Official Statement. The State disclaims any obligation or undertaking to release publicly any updates or revisions to any forward-looking statement contained herein to reflect any change in the State's expectations with regard thereto or any change in events, conditions, or circumstances on which any such statement is based.

This Official Statement does not constitute an offer to sell or the solicitation of an offer to buy nor shall there be any sale of the Certificates by any person in any jurisdiction in which it is unlawful for such person to make such offer, solicitation or sale.

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INTRODUCTION TO THE OFFICIAL STATEMENT

The following information is furnished solely to provide limited introductory information regarding issuance of the \$80,100,000 Certificates of Participation, Series 2014 (Legislative Office Facility Project) (the “Certificates”) issued by the State of Minnesota (the “State”), acting by and through the Commissioner of Management and Budget (“MMB”) and does not purport to be comprehensive. All such information is qualified in its entirety by reference to the more detailed descriptions appearing in this Official Statement, including the appendices hereto.

Capitalized terms used but not defined herein shall have the meanings given to them in the Lease-Purchase Agreement, dated as of August 1, 2014 (the “Lease”) by and between the State, acting by and through MMB, as lessor (the “Lessor”), and the State, acting by and through the Commissioner of the Administration (“Administration”), as lessee (the “Lessee”).

Issuer:	State of Minnesota (the “State”)
Lessor:	The State, acting by and through the Commissioner of Management and Budget (“MMB” or “Lessor”)
Lessee:	The State, acting by and through the Commissioner of Administration (“Administration” or “Lessee”)
Authority for Issuance:	The Certificates are being issued pursuant to Minnesota Laws 2013, Chapter 143, Article 12, Section 21 (the “Act”); an order, signed by MMB and Administration, authorizing and ordering the issuance of the Certificates (the “Order”); the Lease and the Ground Lease between Administration, as Lessor, and MMB, as Lessee.
Security:	The Certificates are payable only from amounts that the Legislature may appropriate (i) for lease rental payments to be made pursuant to the lease between Administration and the Senate of the State (the “Senate Lease”) with respect to the Project for any fiscal year or (ii) for Rental Payments to be made pursuant to the Lease, provided that nothing in the Act or the Order shall be construed to require the State to appropriate funds sufficient directly or indirectly to make payments with respect to principal of and interest components of the Certificates in any fiscal year. The Certificates are not public debt of the State subject to constitutional limitations on indebtedness, and the full faith, credit, and taxing powers of the State are not pledged to the payment of the Certificates.
Purpose:	The Certificates are being issued for the purpose of (i) providing financing for the predesign, design, construction and equipping of offices, hearing rooms and parking facilities for a legislative office facility (the “Project”), (ii) paying capitalized interest from the delivery date through and including December 1, 2015, and (iii) paying all fees and expenses incurred in connection to the issuance of the Certificates.
Principal Payments:	Principal is payable annually on June 1 of the years 2016 through 2039.
Interest Payments:	Interest is payable semiannually on June 1 and December 1, commencing December 1, 2014.
Redemption Provisions:	The Certificates are subject to optional redemption and extraordinary mandatory redemption prior to their stated maturities as further described herein under “Description of the Certificates - Redemption Provisions.”
Denominations:	\$5,000 or integral multiples thereof.
Book-Entry Only:	The Certificates will be issued as book-entry only securities through the DTC.

Tax Status: The Certificates are exempt from federal and Minnesota income taxes, as further provided and described in this Official Statement. See "Tax Exemption" herein.

The Certificates will not be designated as Qualified Tax-Exempt Certificates.

Legal Matters: The Certificates are approved as to validity by the State Attorney General and Kutak Rock LLP, Omaha, Nebraska, as Bond Counsel. Only Kutak Rock LLP will provide the opinion regarding the tax exemption of interest on the Certificates. The opinion of Bond Counsel will be substantially in the form set forth in APPENDIX F attached hereto.

Professional Consultants:

<i>Municipal Advisor:</i>	Public Financial Management, Inc. Minneapolis, Minnesota
<i>Bond Counsel:</i>	Kutak Rock LLP Omaha, Nebraska
<i>Paying Agent/Registrar:</i>	U.S. Bank National Association St. Paul, Minnesota

Conditions Affecting Issuance of the Certificates: The Certificates are offered when, as and if issued, subject to the approving legal opinions of the State Attorney General and Kutak Rock LLP as Bond Counsel.

Continuing Disclosure: By a Continuing Disclosure Certificate, MMB, on behalf of the State, will covenant and agree to provide to nationally recognized securities repositories and any Minnesota state information repository, certain annual financial information of the type included in the Final Official Statement, including audited financial statements, and notice of the occurrence of certain material events. MMB is the only "obligated person" in respect of the Certificates within the meaning of Securities and Exchange Commission Regulations, 17 C.F.R. Section 240.15c2-12. See CONTINUING DISCLOSURE herein. A copy of the proposed Continuing Disclosure Certificate is included in APPENDIX G.

Dated Date/Delivery Date: On or about August 19, 2014.

The information set forth herein has been obtained from the State and other sources which are believed to be reliable, but it is not to be construed as a representation by the Municipal Advisor or Underwriter. The information and expressions of opinion herein are subject to change without notice, and neither the delivery of this Official Statement nor any sale made thereafter shall, under any circumstances, create any implication that there has been no change in the affairs of the State or in any other information contained herein, since the date hereof.

Questions regarding the Certificates or the Official Statement can be directed to, and additional copies of the Official Statement, the State's audited financial reports and the documents described herein may be obtained from Kristin Hanson, Assistant Commissioner of Minnesota Management and Budget, 400 Centennial Office Building, 658 Cedar Street, St. Paul, Minnesota 55155, (651) 201-8030 or from Jessica Mitchell at Public Financial Management, Inc., 800 Nicollet Mall, Suite 2710, Minneapolis, Minnesota 55402, (612) 338-3535.

DESCRIPTION OF THE CERTIFICATES

This Official Statement sets forth information concerning the issuance of the Certificates by the State. The Certificates mature on the dates and in the amounts as set forth on the cover and inside cover pages of this Official Statement and contain other terms as set forth herein.

Authorization and Purpose

The Certificates are being issued under and pursuant to Minnesota Laws 2013, Chapter 143, Article 12, Section 21 (the “Act”) and an Order, signed by the Commissioner of Management and Budget (“MMB”) and the Commissioner of Administration (“Administration”), dated August 5, 2014 (the “Order”), authorizing and ordering the issuance of the Certificates, and authorizing a Lease-Purchase Agreement dated as of August 1, 2014 (the “Lease”) by and between MMB, as Lessor, and Administration, as Lessee, and a Ground Lease dated as of August 1, 2014 (the “Ground Lease”) by and between Administration, as Lessor, and MMB, as Lessee. The Certificates evidence proportionate undivided interests in rights to receive Rental Payments under the Lease.

The Certificates are being issued for the purpose of (i) providing financing for the predesign, design, construction and equipping of offices, hearing rooms and parking facilities for a legislative office facility (the “Project”), (ii) paying capitalized interest from the delivery date through and including December 1, 2015, and (iii) paying all fees and expenses incurred in connection to the issuance of the Certificates.

The Project will be a four story structure, which will include office space for the Senate of the State, administrative space and hearing rooms. Additionally, the Project will host ground level and below grade parking to provide approximately 265 parking spaces, including 20 public accessible spaces. Construction of the Project will commence in August 2014 and is expected to be completed and ready for occupancy by January 2016. As approved by the Senate Committee on Rules and Administration and House Committee on Rules and Legislative Administration, the budget for the Project is \$89,594,175.

Interest Computation

Interest payable with respect to the Certificates will be payable semiannually on June 1 and December 1, commencing December 1, 2014. It will be computed on a 360-day year, 30-day month basis, and paid to the owners of record as of the close of business on the fifteenth day of the immediately preceding month, whether or not such day is a business day.

Redemption Provisions

Optional Redemption

The Certificates maturing on or after June 1, 2025 are subject to redemption, at the option of the State, on June 1, 2024 and on any date thereafter, in whole or in part as selected by the State with respect to maturities and by lot within each maturity, at a price of par plus accrued interest to the date of redemption.

Extraordinary Mandatory Redemption

The Certificates shall be immediately called for redemption in whole in the event that the Lease Term shall be terminated by the occurrence of an event of Nonappropriation (as defined herein under “SUMMARY OF CERTAIN TRANSACTION DOCUMENTS – The Lease – Nonappropriation”). If any Certificates are to be redeemed by reason of such event, the Lessor shall direct the Paying Agent immediately to notify the registered owners of the Certificates of such event and related redemption. If the Net Proceeds, as defined under the Lease, are insufficient to pay in full the principal of and accrued interest on all outstanding Certificates, the Lessor is required to exercise all or any combination of Lease remedies as provided in the Lease, and the Certificates are to be redeemed by the Lessor from the Net Proceeds resulting from the exercise of such Lease remedies and all other moneys, if any, then on hand and being held by or on behalf of the Lessor for

the registered owners of the Certificates. In the event such Net Proceeds are insufficient, then such Net Proceeds are to be allocated proportionately among the Certificates. In the event such Net Proceeds are in excess, then such excess moneys are to be paid to the Lessee.

IF THE CERTIFICATES ARE REDEEMED FOR AN AMOUNT LESS THAN THE AGGREGATE PRINCIPAL AMOUNT PLUS INTEREST ACCRUED TO THE REDEMPTION DATE, SUCH PARTIAL PAYMENT SHALL BE DEEMED TO CONSTITUTE A REDEMPTION IN FULL OF THE CERTIFICATES, AND UPON SUCH A PARTIAL PAYMENT NO OWNER OF SUCH CERTIFICATES SHALL HAVE ANY FURTHER CLAIM FOR PAYMENT AGAINST LESSOR, THE PAYING AGENT OR LESSEE.

Notice of Redemption

So long as the Certificates are registered in the name of the nominee of DTC or another securities depository designated for this purpose, notice of any optional redemption of Certificates will be mailed not less than 30 days prior to the redemption date only to such securities depository, which in turn is obligated to notify its participants who are obligated to notify the registered owners of the Certificates. Notice of any extraordinary mandatory redemption will be provided only to such securities depository and the redemption will be immediate, as described under "Extraordinary Mandatory Redemption." However, the State assumes no responsibility with respect to the giving of such notice of redemption by the securities depository or its participants.

Book-Entry Only System

The Depository Trust Company ("DTC"), New York, New York, will act as securities depository for the Certificates. The Certificates will be issued as fully-registered securities registered in the name of Cede & Co. (DTC's partnership nominee) or such other name as may be requested by an authorized representative of DTC. One fully-registered certificate will be issued for each maturity for each series of the Certificates in the aggregate principal amount thereof and will be deposited with DTC.

DTC is a limited-purpose trust company organized under the New York Banking Law, a "banking organization" within the meaning of the New York Banking Law, a member of the Federal Reserve System, a "clearing corporation" within the meaning of the New York Uniform Commercial Code, and a "clearing agency" registered pursuant to the provisions of Section 17A of the Securities Exchange Act of 1934, as amended. DTC holds and provides asset servicing for U.S. and non-U.S. equity issues, corporate and municipal debt issues, and money market instruments that DTC's participants ("Direct Participants") deposit with DTC. DTC also facilitates the post-trade settlement among Direct Participants of sales and other securities transactions in deposited securities through electronic computerized book-entry transfers and pledges between Direct Participants' accounts. This eliminates the need for physical movement of securities certificates. Direct Participants include both U.S. and non-U.S. securities brokers and dealers, banks, trust companies, clearing corporations, and certain other organizations.

DTC is a wholly-owned subsidiary of The Depository Trust & Clearing Corporation ("DTCC"). DTCC is the holding company for DTC, National Securities Clearing Corporation and Fixed Income Clearing Corporation, all of which are registered clearing agencies. DTCC is owned by the users of its regulated subsidiaries. Access to the DTC system is also available to others such as both U.S. and non-U.S. securities brokers and dealers, banks, trust companies, and clearing corporations that clear through or maintain a custodial relationship with a Direct Participant, either directly or indirectly ("Indirect Participants"). DTC has a Standard & Poor's rating of AA+. The DTC Rules applicable to its Direct Participants and Indirect Participants (collectively, the "Participants") are on file with the Securities and Exchange Commission. More information about DTC can be found at www.dtcc.com.

Purchases of Certificates under the DTC system must be made by or through Direct Participants, which will receive a credit for the Certificates on DTC's records. The ownership interest of each actual purchaser of each Certificate ("Beneficial Owner") is, in turn, to be recorded on the Participants' records. Beneficial Owners will not receive written confirmation from DTC of their purchase. Beneficial Owners are, however, expected to receive written confirmations providing details of the transaction, as well as periodic statements of their holdings, from the Participant through which the Beneficial Owner entered into the transaction. Transfers of ownership interests in the Certificates are to be accomplished by entries made on the books of Participants acting on behalf of Beneficial Owners. Beneficial Owners will not receive certificates representing their ownership interests in Certificates, except in the event that use of the book-entry system for the Certificates is discontinued.

To facilitate subsequent transfers, all Certificates deposited by Direct Participants with DTC are registered in the name of DTC's partnership nominee, Cede & Co., or such other name as may be requested by an authorized representative of DTC. The deposit of Certificates with DTC and their registration in the name of Cede & Co. or such other DTC nominee do not affect any change in beneficial ownership. DTC has no knowledge of the actual Beneficial Owners of the Certificates; DTC's records reflect only the identity of the Direct Participants to whose accounts such Certificates are credited, which may or may not be the Beneficial Owners. The Participants will remain responsible for keeping account of their holdings on behalf of their customers.

Conveyance of notices and other communications by DTC to Direct Participants, by Direct Participants to Indirect Participants, and by Participants to Beneficial Owners will be governed by arrangements among them, subject to any statutory or regulatory requirements as may be in effect from time to time. Beneficial Owners of Certificates may wish to take certain steps to augment the transmission to them of notices of significant events with respect to the Certificates, such as redemptions, tenders, defaults, and proposed amendments to the legal documents. In the alternative, Beneficial Owners may wish to provide their names and addresses to the registrar of the Certificates ("Registrar") and request that copies of notices be provided directly to them.

Redemption notices shall be sent to DTC. If less than all of the Certificates within an issue are being redeemed, DTC's practice is to determine by lot the amount of the interest of each Direct Participant in such issue to be redeemed.

Neither DTC nor Cede & Co. (nor any other DTC nominee) will consent or vote with respect to Certificates unless authorized by a Direct Participant in accordance with DTC's Procedures. Under its usual procedures, DTC mails an Omnibus Proxy to the State as soon as possible after the record date. The Omnibus Proxy assigns Cede & Co.'s consenting or voting rights to those Direct Participants to whose accounts Certificates are credited on the record date (identified in a listing attached to the Omnibus Proxy).

Payments of principal of and premium, if any, and interest on the Certificates will be made to Cede & Co., or such other nominee as may be requested by an authorized representative of DTC. DTC's practice is to credit Direct Participants' accounts upon DTC's receipt of funds and corresponding detail information from the State, on payable date in accordance with their respective holdings shown on DTC's records. Payments by Participants to Beneficial Owners will be governed by standing instructions and customary practices, as is the case with securities held for the accounts of customers in bearer form or registered in "street name," and will be the responsibility of such Participant and not of DTC, or its nominee or the State, subject to any statutory or regulatory requirements as may be in effect from time to time. Payment of principal of and premium, if any, and interest on the Certificates to Cede & Co. (or such other nominee as may be requested by an authorized representative of DTC) is the responsibility of the State, disbursement of such payments to Direct Participants will be the responsibility of DTC, and disbursement of such payments to the Beneficial Owners will be the responsibility of Participants.

A Beneficial Owner shall give notice to elect to have its Certificates purchased or tendered, through its Participant, to the Registrar, and shall effect delivery of such Certificates by causing the Direct Participant to transfer the Participant's interest in the Certificates, on DTC's records, to the Registrar. The requirement for physical delivery of Certificates in connection with an optional tender or a mandatory purchase will be deemed satisfied when the ownership rights in the Certificates are transferred by Direct Participants on DTC's records and followed by a book-entry credit of tendered Certificates to the Registrar's DTC account.

DTC may discontinue providing its services as depository with respect to the Certificates at any time by giving reasonable notice to the State. Under such circumstances, in the event that a successor depository is not obtained, certificates are required to be printed and delivered.

The State may decide to discontinue use of the system of book-entry transfers through DTC (or a successor securities depository). In that event, certificates will be printed and delivered.

The above information in this section concerning DTC and DTC's book-entry system has been obtained from sources that the State believes to be reliable, but the State takes no responsibility for the completeness or the accuracy thereof, or as to the absence of material adverse changes in such information subsequent to the date hereof.

The State cannot and does not give any assurances that DTC, or a successor securities depository, or Participants will distribute to the Beneficial Owners of the Certificates: (i) payments of principal of or interest and premium, if any, on the Certificates; (ii) certificates representing an ownership interest or other confirmation of beneficial ownership interest in the Certificates; or (iii) redemption or other notices sent to DTC or Cede & Co., its nominee, or a successor securities depository, as the registered owner of the Certificates, or that they will do so on a timely basis, or that DTC or the Participants will serve and act in the manner described in this Official Statement.

The State will have no responsibility or obligation to any Participant, or any Beneficial Owner or any other person with respect to: (i) the Certificates; (ii) the accuracy of any records maintained by DTC, or a successor securities depository, or any DTC Participant of any amount due to any Beneficial Owner in respect of the principal or redemption price of or interest on the Certificates; (iii) the payment by DTC, or a successor securities depository, or any Participant of any amount due to any Beneficial Owner in respect of the principal or redemption price of or interest on the Certificates; (iv) the delivery by DTC, or a successor securities depository, or any Participant of any notice to any Beneficial Owner which is required or permitted to be given to owners of the Certificates; (v) the selection of which Beneficial Owners will receive payment in the event of any partial redemption of the Certificates; (vi) any consent given or other action taken by DTC, or a successor securities depository as a Bondholder; or, (vii) the performance by DTC, or any successor securities depository, of any other duties as securities depository.

Continuing Disclosure

In the Order, the Commissioner of MMB has covenanted and agreed on behalf of the State, for the benefit of the holders of the Certificates from time to time, to comply with the provisions of Securities and Exchange Commission Regulation, 17 C.F.R. Section 240.15c2-12, paragraph (b)(5) as currently in effect; and, for this purpose, to provide to the Municipal Securities Rulemaking Board annual financial information of the type included in this Official Statement, including audited financial statements, and notice of the occurrence of certain events which materially affect the terms, payment, security, rating or tax status of the Certificates. MMB is the only “obligated person” in respect of the Certificates within the meaning of paragraph (b)(5). A description of the undertaking is set forth in APPENDIX G.

The State did not timely file its Comprehensive Annual Financial Report (“CAFR”) with EMMA for the fiscal year ending June 30, 2012 (the “2012 CAFR”). Under the terms of the continuing disclosure undertaking for each series of bonds for which the State is an obligated person, such filing was supposed to be made by December 31, 2012. Although the State did not timely file its 2012 CAFR, the State did notify holders of all general obligation bonds and all bonds supported by State appropriations, by a voluntary filing to EMMA on December 7, 2012, that the 2012 CAFR would be delayed. On December 28, 2012, the State filed a notice of failure to file annual financial information with respect to all general obligation bonds and all bonds supported by State appropriations. On February 13, 2013, the State updated its voluntary December 7, 2012 EMMA filing to notify investors that the estimated date of delivery the 2012 CAFR would be mid-March 2013. The 2012 CAFR was filed with EMMA on March 27, 2013. The filing of the 2012 CAFR was primarily delayed due to the implementation of a new State accounting and procurement software system. The State completed the posting of its 2013 CAFR in a timely manner, and expects, in the future, to continue completing its annual CAFR and EMMA filings on or before December 31st of each year.

Prior to July, 2009 and thereafter on EMMA, the State filed through Disclosure USA or by sending appropriate documents through mail or other courier services and therefor on EMMA. The State did not timely file notices of ratings changes or the State’s CAFR for the fiscal years ended June 30, 2007 through 2012 with respect to the following bonds, for which the State was an “obligated person” within the meaning of Rule 15c2-12: (i) the \$31,165,000 Port Authority of the City of Saint Paul, Lease Revenue Bonds, Series 2002-10, (ii) the \$79,665,000 Port Authority of the City of Saint Paul Lease Revenue Bonds, Series 2003-12, (iii) the \$23,695,000 Port Authority of the City of Saint Paul Lease Revenue Bonds, Series 2002-9 (iv) the \$58,580,000 Port Authority of the City of Saint Paul Lease Revenue Bonds, Series 2003-11 Bonds, (collectively, the “St. Paul Bonds”), (v) the \$6,395,000 City of Bemidji Lease Revenue Refunding Bonds, Series 2008 (the “2008 Bonds”), and (vi) the \$8,275,000 City of Bemidji Lease Revenue Bonds dated April 1, 2000 (the “2000 Bonds”). On January 9, 2013, the State filed its CAFRs for the fiscal years ended June 30, 2007 through 2011 for the St. Paul Bonds with EMMA, and on March 27, 2013 filed its 2012 CAFR. On February 6, 2013, the State also made a detailed filing of the rating history by each rating agency that publishes a rating for the St. Paul Bonds, with respect to all previous rating changes for each series of the St. Paul Bonds. On January 9, 2013 the State filed its CAFRs for the fiscal years ended June 30, 2007 through 2009 for the 2000 Bonds. The 2000 Bonds were fully refunded on October 6, 2008. The State filed a notice of a 2003 rating change on the

2000 Bonds in July, 2014. On January 9, 2013, the State filed its CAFRs for the 2008 Bonds for the fiscal years ended June 30, 2007 through 2011 with EMMA, and on March 27, 2013 filed its 2012 CAFR.

The State did not timely file certain required notices of rating changes for the insurance entities and underlying ratings related to the following bonds: (i) the \$35,000,000 State of Minnesota 911 Revenue Bonds (Public Safety Radio Communications System Project), Series 2006, insured by MBIA; (ii) the \$42,205,000 State of Minnesota 911 Revenue Bonds (Public Safety Radio Communications System Project), Series 2008, insured by Assured Guaranty; (iii) the \$60,510,000 State of Minnesota 911 Revenue Bonds (Public Safety Radio Communications System Project), Series 2009, insured by Assured Guaranty; and (iv) the \$345,000,000 State of Minnesota General Obligation State Bonds dated August 1, 2006, in which the August 1, 2026 maturity, \$14,585,000, is insured by MBIA. The State has posted on EMMA the appropriate notices of Material Events.

The State did not file timely certain CAFR and Operating data ("Financials") for the (i) \$35,000,000 State of Minnesota 911 Revenue Bonds (Public Safety Radio Communications System Project), Series 2006 (2006 Financials show as filed on January 9, 2007, 2007 Financials show as filed on January 16, 2008, 2008 Financials show as filed on February 9, 2009, 2010 Financials posted on EMMA on March 11, 2011), (ii) \$42,205,000 State of Minnesota 911 Revenue Bonds (Public Safety Radio Communications System Project), Series 2008 (2008 Financials show as filed on February 9, 2009, 2010 Financials show as filed on EMMA on March 11, 2011), (iii) \$557,960,000 State of Minnesota General Obligation Bonds Series 2005 (2005 Financials show as filed on January 25, 2006, 2006 Financials show as filed on January 9, 2007, 2007 Financials show as filed on January 16, 2008, 2008 Financials show as filed on February 9, 2009), and (iv) \$345,000,000 State of Minnesota General Obligation Bonds Series 2006 (2006 Financials show as filed on January 9, 2007, 2007 Financials show as filed on January 16, 2008, 2008 Financials show as filed February 9, 2009).

SOURCES AND USES OF FUNDS

The proceeds of the Certificates will be applied approximately as follows:

Sources and Uses of Funds

Sources of Funds

Par Amount	\$ 80,100,000
2013 Appropriation	3,000,000
Net Original Issue Premium	<u>12,508,619</u>
Total Sources of Funds	<u>\$ 95,608,619</u>

Uses of Funds

Construction Account	\$ 89,594,117
Capitalized Interest	5,139,750
Costs of Issuance	138,921
Underwriter's Discount	<u>735,831</u>
Total Uses of Funds	<u>\$ 95,608,619</u>

SOURCE OF PAYMENT AND SECURITY

The Certificates are payable only from amounts that the Legislature may annually appropriate (i) for lease rental payments to be made pursuant to the lease between Administration, as sublessor, and the Senate of the State, as sublessee, (the “Senate Lease”) with respect to the Project for any fiscal year or (ii) for Rental Payments to be made pursuant to the Lease, provided that nothing in the Act or the Order shall be construed to require the State to appropriate funds sufficient directly or indirectly to make payments with respect to principal of and interest components of the Certificates in any fiscal year.

THE CERTIFICATES ARE NOT PUBLIC DEBT OF THE STATE, AND THE FULL FAITH, CREDIT, AND TAXING POWERS OF THE STATE ARE NOT PLEDGED TO THE PAYMENT OF THE CERTIFICATES OR TO ANY PAYMENT THAT THE STATE AGREES TO MAKE UNDER THE ACT AND THE ORDER. THE CERTIFICATES SHALL NOT BE OBLIGATIONS PAID DIRECTLY, IN WHOLE OR IN PART, FROM A TAX OF STATEWIDE APPLICATION ON ANY CLASS OF PROPERTY, INCOME, TRANSACTION, OR PRIVILEGE. THE CERTIFICATES SHALL BE PAYABLE IN EACH FISCAL YEAR ONLY FROM AMOUNTS THAT THE LEGISLATURE MAY APPROPRIATE DIRECTLY OR INDIRECTLY FOR RENTAL PAYMENTS FOR ANY FISCAL YEAR, PROVIDED THAT NOTHING IN THE ACT AND THE ORDER SHALL BE CONSTRUED TO REQUIRE THE STATE TO APPROPRIATE FUNDS SUFFICIENT TO MAKE PRINCIPAL AND INTEREST PAYMENTS WITH RESPECT TO THE CERTIFICATES IN ANY FISCAL YEAR. **THE CERTIFICATES SHALL BE SUBJECT TO IMMEDIATE EXTRAORDINARY MANDATORY REDEMPTION ON (A) THE FIRST DAY OF A FISCAL YEAR FOR WHICH THE LEGISLATURE SHALL NOT HAVE APPROPRIATED AMOUNTS SUFFICIENT FOR LEASE RENTAL PAYMENTS, (B) THE DATE OF REPEAL BY THE LEGISLATURE OF AN APPROPRIATION, OR (C) THE DATE OF UNALLOTMENT UNDER MINNESOTA STATUTES, SECTION 16A.152.**

Under the Order, MMB shall maintain the “Special Legislative Office Facility Certificates Account” (the “Certificates Account”) into which are appropriated each year moneys received as Rental Payments under the Lease, and from which shall be paid the principal and interest on the Certificates. Under the Order, MMB shall also maintain the “Special Legislative Office Facility Construction Account” (the “Construction Account”) into which proceeds received from purchasers of the Certificates shall be deposited and provided to Administration for application to the costs of the Project in accordance with Section 21(a) of the Act, the Order, the Lease and applicable legislative appropriations.

Pursuant to the appropriations made to the Senate of the State by the Legislature in respect of the lease rental payments under the Senate Lease for each fiscal year during the Lease Term, there shall be paid by Administration from such lease rental payments to MMB for deposit into the Certificates Account on May 15 and November 15 in each year, an amount sufficient to pay all principal and interest due and to become due on the next succeeding June 1 and December 1 on all Certificates, provided that such appropriation shall be subject to (a) repeal by the Legislature or (b) unallotment under Minnesota Statutes, Section 16A.152. Upon a nonappropriation, or such repeal or unallotment, the Certificates shall be subject to extraordinary mandatory redemption (See “DESCRIPTION OF THE CERTIFICATES – Redemption Provisions – Extraordinary Mandatory Redemption” herein).

SUMMARY OF CERTAIN TRANSACTION DOCUMENTS

The following is a summary of certain provisions of the Lease and the Ground Lease. These summaries do not purport to be complete and reference is made to the full text of the respective agreements for a complete recital of their terms. Investors are urged to review the various provisions of the documents carefully in order to ascertain precisely how any particular subject is treated herein. Copies of the documents described herein can be obtained from Public Financial Management, Inc., the State’s municipal advisor.

The Lease

General Description

The Lease will be entered into by and between the State acting through the MMB as the Lessor and the State acting through the Administration as the Lessee for the purpose of carrying out the Project.

Lease Term

The Lease will be in effect for a period commencing on its date of execution, anticipated to be August 19, 2014, and ending on the date when all Rental Payments have been made (June 1, 2039), or, if earlier, upon the occurrence of the first of the following events:

- (a) the termination by the Lessee by virtue of an event of Nonappropriation;
- (b) the exercise by the Lessee of its option to purchase the Lessor's interest in the Project; or,
- (c) the payment by the Lessee of all Rental Payments and all other amounts authorized or required to be paid by Lessee with respect to the Project.

Nonappropriation

In the sole event of Nonappropriation relating to the Project, the Lessee shall have the right to terminate the Lease at the end of any period for which the Lessee has appropriated funds for the payment of Rental Payments with respect to the Project.

The Lessee may effect such termination by giving the Lessor a written notice of termination and by paying to the Lessor any Rental Payments and other amounts which are due and for which funds have been appropriated. The Lessee shall give notice of such termination not less than 60 days prior to the end of such period for which funds have been appropriated, and shall notify the Lessor of any anticipated termination. In the event of termination of the Lease, the Lessee shall deliver possession of the Project to the Lessor and shall convey to the Lessor or release its interest in the Project within 10 days after the termination of the Lease.

"Nonappropriation" is defined by the Lease to mean the failure of the Legislature to appropriate funds in respect of either (a) (i) the lease rental payments of the Senate of the State due under the Senate Lease between the Senate and Administration for the lease of the Project to the Senate or (ii) the Rental Payments due under the Lease, in any regular or special session for any fiscal period of Lessee sufficient for the continued performance of the Lease by the Lessee with respect to the Project for the fiscal period immediately subsequent to the last fiscal period for which the Legislature has appropriated sufficient funds for such purpose or purposes, (b) the repeal by the Legislature of any such appropriation, or (c) an unallotment under Minnesota Statutes, Section 16A.152.

The Lessee intends to continue the Lease for its entire Lease Term with respect to the Project and to pay all Rental Payments relating thereto. Pursuant to the Senate Lease, the Senate of the State shall use all reasonable and lawful means available to secure the appropriation of moneys for each fiscal period in an amount sufficient to timely pay all such lease rental payments coming due therein. If at any point during the Lease Term the Senate Lease is amended, the persons or entities in charge of preparing Administration's budget for such fiscal period will include in Administration's budget request to the Governor of the State for such fiscal period the Rental Payments to become due in such fiscal period under the Lease with respect to the Project, and will use all reasonable and lawful means available to secure the appropriation of moneys for such fiscal period in an amount sufficient to timely pay all Rental Payments coming due therein. The Lessee reasonably believes that moneys in an amount sufficient to make all such Rental Payments can and will lawfully be appropriated and made available for this purpose. Notwithstanding any such requests, the Governor of the State does not have a legal or moral obligation to submit Administration's budget requests to the Legislature, nor does the Legislature have a legal or moral obligation to make any appropriation in respect of any budget request.

Upon termination of the Lease because of an event of Nonappropriation, the Lessee shall not be responsible for the payment of any additional Rental Payments coming due in succeeding periods for which funds have not been appropriated, but if the Lessee has not delivered possession of the Project to the Lessor and conveyed to the Lessor or released its interest in the Project within 10 days after such termination of the Lease, the termination shall nevertheless be effective, but the Lessee shall be responsible for the payment of damages in an amount equal to the amount of the Rental Payments that would have thereafter come due (except for the termination because of an event of Nonappropriation) which are attributable to the

number of days after such 10 day period during which the Lessee fails to take such actions and for any other loss suffered by the Lessor as a result of the Lessee's failure to take such actions as required.

Rental Payments

The Lessee shall make Rental Payments during the Lease Term not later than the fourteenth day of each May and November in the amounts specified in the Project Schedule presented in Exhibit A of the Lease. All Rental Payments shall be paid to the Lessor or to such other assignee(s) to which the Lessor has assigned such Rental Payments, at such place as the Lessor or such assignee(s) may from time to time designate by written notice to the Lessee. The Lessee shall pay the Rental Payments exclusively from moneys legally available.

The obligations of the Lessee under the Lease, including its obligation to pay the Rental Payments due with respect to the Project, in any fiscal period for which the Lease is in effect, shall constitute a current expense of the Lessee for such fiscal period and shall not constitute an indebtedness of the Lessee within the meaning of the Constitution and laws of the State. **Nothing in the Lease shall constitute a pledge by the Lessee of any taxes or other moneys, other than moneys lawfully appropriated from time to time by or for the benefit of the Lessee for this purpose and the proceeds or the Net Proceeds of the Project, to the payment of any Rental Payment or other amount coming due under the Lease. In no event shall any provision of the Lease obligate the Lessee beyond the current fiscal period.** For purposes of this paragraph, "fiscal period" means the 24 month fiscal biennium of the Lessee for which funds have been appropriated in respect of the satisfaction of the Senate's lease payment obligations under the Senate Lease and the Lessee's Rental Payment obligations.

Except in the event of Nonappropriation, the obligation of the Lessee to make Rental Payments or any other payments required under the Lease shall be absolute and unconditional in all events. Notwithstanding any dispute between the Lessee and the Lessor or any other person, the Lessee shall make all Rental Payments and other payments required when due and shall not withhold any Rental Payment or other payment pending final resolution of such dispute nor shall the Lessee assert any right of setoff or counterclaim against its obligation to make such Rental Payments or other payments required under the Lease. The Lessee's obligation to make Rental Payments or other payments during the Lease Term shall not be abated through accident or unforeseen circumstances.

Option to Purchase

The Lessee shall have the option to purchase the Lessor's interest in the Project on any day upon 30 days' notice for the then applicable Purchase Option Price (which shall be adjusted to account for the actual number of days since the next preceding Payment Date if the purchase date is not a Payment Date), but only if the Lessee is not in default. The Lessee shall give notice to the Lessor of its intention to exercise its option to purchase with respect to the Project not less than 30 days prior to the date on which the option is to be exercised and shall deposit with the Lessor on the date of exercise an amount equal to all Rental Payments and any other amounts relating to the Project then due or past due (including the prorated Rental Payment relating thereto to the date on which the option is to be exercised) and the applicable Purchase Option Price set forth in the Lease, adjusted as aforesaid. The closing shall be on the date on which the option is to be exercised at the office of the Lessor. Upon the exercise of the option to purchase by the Lessee, the Lessor shall release all of its right, title, and/or interest in and to the Project by delivering to Lessee such documents as the Lessee deems necessary for this purpose.

Assignment, Subleasing, Mortgaging and Selling

Except upon expiration or termination of the Lease, the Lessor shall not assign its obligations under the Lease, and no purported assignment thereof shall be effective. All of the Lessor's right, title and/or interest in and to the Project, the Rental Payments and other amounts due, and the right to exercise all rights under the Lease, may be assigned and reassigned in whole or in part to one or more assignees or subassignees by the Lessor at any time without the written consent of the Lessee unless such assignment is to a trust or other securitization vehicle in connection with the issuance of beneficial certificates of participation in the Lease in which case the Lessee's consent to assignment is required. No such assignment shall be effective as against the Lessee unless and until the assignor shall have filed with the Lessee a copy or written notice identifying the assignee. During the Lease Term, the Lessee shall keep a complete and accurate record of all such assignments. In the event the Lessor assigns participations in its right, title and/or interest in and to the Project, the Rental Payments and other amounts due, and the rights granted under the Lease, such participants shall be considered to be the Lessor with respect to their participated shares thereof.

Neither the Lease nor the Lessee's interest in the Project may be sold, assigned, subleased, transferred, pledged or mortgaged by the Lessee without the written consent of the Lessor.

Certain Other Representations, Warranties and Covenants of Lessee

The Lessee represents and warrants to and covenants with the Lessor with respect to the Lease and the Project, as follows:

- (a) The Lessee is authorized under the Constitution and laws of the State, including the Act, to enter into the Ground Lease, the Lease, the Senate Lease and the transactions contemplated thereby, and to perform all of its obligations hereunder.
- (b) The execution and delivery of the Lease and the Ground Lease have been duly authorized by appropriate official action, and such action has complied and/or will comply with all public bidding and other State and federal laws applicable to the Lease and the Ground Lease and the design, construction, equipping, financing and use of the Project by the Lessee.
- (c) The leasing of the Project will serve a governmental purpose function which presently is, and is anticipated to continue to be, essential to the proper, efficient and economic operation of the Lessee and the Senate of the State.
- (d) The Lessee is not obligated by the Lease to make Rental Payments due under the Lease for any future fiscal period for which the Legislature has not appropriated sufficient funds.

The Project

Lease; Enjoyment; Inspection

Under the Lease, the Lessor leases to the Lessee the Project made subject to the Lease upon the terms and conditions set forth in the Lease. The Lessor covenants to provide the Lessee during the Lease Term with the quiet use and enjoyment of the Project, and the Lessee shall during the Lease Term peaceably and quietly have and hold and enjoy the Project, without suit, trouble or hindrance from the Lessor, except as expressly set forth in the Lease. The Lessor will, at the request of the Lessee and at Lessee's cost, join in any legal action in which the Lessee asserts its right to such possession and enjoyment to the extent the Lessor lawfully may do so. The Lessee agrees that the Lessor shall have the right at all reasonable times during normal business hours to examine and inspect the Project. The Lessee further agrees, as provided by the Ground Lease, that the Lessor shall have such easements and rights of access to the Project as may be reasonably necessary to cause the proper operation and maintenance of the Project in the event of failure by the Lessee to perform its obligations under the Lease.

Use, Permits and Maintenance of Project and Premises

The Lessee shall exercise care in the construction, equipping, use, operation and maintenance of the Project, and shall not use, operate or maintain the Project improperly, carelessly, in violation of any State and federal law or for a purpose or in a manner contrary to that contemplated by the Lease. The Lessee shall obtain all permits and licenses necessary for the construction, equipping, operation, possession and use of the Project. The Lessee shall comply with all State and Federal laws applicable to the construction, equipping, use, possession and operation of the Project, and if compliance with any such State and Federal law requires changes or additions to be made to the Project, such changes or additions shall be made by Lessee at its expense.

The Lessee shall, at its own expense, maintain, preserve and keep the Project and related premises in good repair, working order and condition, and shall from time to time make all repairs and replacements necessary to keep the Project and related premises in such condition. The Lessor shall have no responsibility for any of these repairs or replacements.

Modification of Project

The Lessee shall, at its own expense, have the right to make repairs to the Project, and to make repairs, replacements, improvements, substitutions and modifications to all or any of the parts of the Project. All such work and any part or component used or installed to make a repair or as a replacement, improvement, substitution or modification shall comprise part of the Project and be subject to the provisions of the Lease. Such work shall not in any way damage the Project or cause it to be used for purposes other than those authorized under the provisions of State and federal law or those contemplated by

the Lease; and the Project, upon completion of any such work, shall be of a value which is not materially less than the value of the Project immediately prior to the commencement of such work.

Taxes, Other Governmental Charges and Utility Charges

The Lessee is exempt from taxation under State law, and it is the understanding and intent of the Lessor and the Lessee that the Project shall not be subject to taxation. The Lessee shall pay any taxes and other charges of any kind which are at any time lawfully assessed or levied against or with respect to the Project, the Rental Payments, or any part thereof, or which become due during the Lease Term, whether assessed against Lessee or Lessor. The Lessee shall also pay when due all gas, water, steam, electricity, heat, power, telephone, and other charges incurred in the operation, maintenance, use, occupancy and upkeep of the Project, and all special assessments and charges lawfully made by any governmental body for public improvements that may be secured by a lien on the Project, provided that with respect to special assessments or other governmental charges that may lawfully be paid in installments over a period of years, the Lessee shall be obligated to pay only such installments as are required to be paid during the Lease Term as and when the same become due. The Lessee shall not be required to pay any federal, state or local income, inheritance, estate, succession, transfer, gift, franchise, gross receipts, profit, excess profit, capital stock, corporate, or other similar tax payable by Lessor, its successors or assigns, unless such tax is made in lieu of or as a substitute for any tax, assessment or charge which is the obligation of Lessee under the Lease. The Lessee may, at the expense and in the name of the Lessee, in good faith contest any such taxes, assessments and other charges in any reasonable manner which do not adversely affect the right, title and interest of the Lessor.

Net Lease

The Lease shall be deemed and construed to be a “net lease,” and the Lessee shall pay absolutely net during the Lease Term the Rental Payments and all other amounts required free of any deduction and without abatement, deduction or setoff.

Title, Security Interest and Liens

During the Lease Term, and so long as the Lessee is not in default, legal title to the Project and any and all repairs, replacements, substitutions and modifications to it shall be in the Lessee. Upon termination of the Lease, full and unencumbered legal title to the Project shall pass to the Lessor, and the Lessee shall have no further interest. In either of such events, the Lessee shall execute and deliver to the Lessor such documents as the Lessor may request to evidence the passage of legal title to the Project and the termination of the Lessee’s interest, and upon request by the Lessor shall deliver possession of the Project to the Lessor, together with such easements as shall be reasonable and necessary to provide the Lessor, its agents, employees and customers full and complete access to the Project. Upon termination of the Lease through exercise of the Lessee’s option to purchase or through payment of all Rental Payments, the Lessor’s security or other interest in the Project shall terminate, and the Lessor shall execute and deliver to the Lessee such documents as the Lessee may request to evidence the termination of the Lessor’s security or other interest in the Project.

The Lessee grants to the Lessor a continuing, first priority security interest in and to the Project, all repairs, replacements, substitutions and modifications made and all proceeds of the foregoing in order to secure the Lessee’s payment of all Rental Payments due during the Lease Term and the performance of all other obligations to be performed by the Lessee. The Lessee will join with Lessor in executing such financing statements or other documents and will perform such acts as the Lessor may request to establish and maintain a valid first lien and perfected security interest in the Project. If requested by the Lessor, the Lessee shall conspicuously mark the Project with appropriate lettering, labels or tags, and maintain such markings during the Lease Term, so as clearly to disclose the Lessor’s security interest in the Project.

During the Lease Term, the Lessee shall not, directly or indirectly, create, incur, assume or suffer to exist any mortgage, pledge, lien, charge, encumbrance or claim on or with respect to the Project, other than the respective rights of the Lessor and the Lessee as provided in the Lease, Ground Lease and Permitted Encumbrances. The Lessee shall promptly, at its own expense, take such action as may be necessary duly to discharge or remove any such mortgage, pledge, lien, charge, encumbrance or claim if the same shall arise at any time. The Lessee shall reimburse the Lessor for any expense incurred by the Lessor in order to discharge or remove any such mortgage, pledge, lien, charge, encumbrance or claim.

Insurance

The Lessee shall take such measures as may be necessary to ensure that any liability for injuries to or death of any person or damage to or loss of property arising out of or in any way relating to the construction, equipping, condition or the operation of the Project is covered by a blanket or other general liability insurance policy maintained by the Lessee. The Net Proceeds of all such insurance shall be applied toward extinguishment or satisfaction of the liability with respect to which any Net Proceeds may be paid.

The Lessee shall procure and maintain continuously in effect during the Lease term all risk insurance, including flood and earthquake riders, subject only to the standard exclusions contained in the policy, in such amount as will be at least sufficient so that a claim may be made for the full replacement cost of any part of the Project damaged or destroyed or to pay the applicable Purchase Option Price of the Project. Such insurance may be provided by a rider to an existing policy or under a separate policy. Such insurance may be written with customary deductible amounts acceptable to the Lessor. The Net Proceeds of insurance shall be applied to the prompt completion, repair, restoration or replacement of the Project, or to the purchase of the Project. Any Net Proceeds not needed for those purposes shall be paid to the Lessee.

If required by State law, the Lessee shall carry workers' compensation insurance covering all employees on, in, near or about the Project, and upon request, shall furnish to the Lessor certificates evidencing such coverage throughout the Lease Term.

Notwithstanding the foregoing provisions, the Lessee may elect to meet its insurance requirements through self insurance in accordance with the Lessee's self-insurance program.

Damage to or Destruction of Project

The Lessee shall have and assume the risk of loss with respect to the Project. If all or any part of the Project is lost, stolen, destroyed or damaged beyond repair, the Lessee shall as soon as practicable after such event either: (a) replace the same at the Lessee's sole cost and expense with property of equal or greater value to the Project immediately prior to the time of the loss occurrence, or (b) pay the applicable Purchase Option Price of the Project. The Lessee shall notify the Lessor of which course of action it will take within 15 days after the loss occurrence. If the Lessee fails or refuses to notify the Lessor within the required period, the Lessor may, at its option, declare the applicable Purchase Option Price of the Project immediately due and payable, and the Lessee shall be obligated to pay the same. The Net Proceeds of all insurance payable with respect to the Project shall be available to the Lessee and shall be used to discharge the Lessee's obligation. On payment of the Purchase Option Price with respect to the Project, this Lease shall terminate and the Lessee thereupon shall become entitled to the Project as is, without warranties, express or implied, including warranties of merchantability or fitness for any particular purpose or fitness for the use contemplated by the Lessee, except that the Project shall not be subject to any lien or encumbrance created by or arising through Lessor.

Events of Default and Remedies

The following shall be "Events of Default" under the Lease: (i) failure by the Lessee to pay any Rental Payment or other payment required to be paid and the continuation of said failure for a period of 10 days; (ii) failure by the Lessee to observe and perform any covenant, condition or agreement under the Lease for a period of 30 days after written notice specifying such failure and requesting that it be remedied has been given to the Lessee by the Lessor; (iii) the determination by the Lessor that any representation or warranty made by the Lessee in the Lease was untrue in any material respect upon execution of the Lease.

Whenever any event of default shall have happened and be continuing, the Lessor shall have the right to take one or any combination of the following remedial steps: the Lessor, without terminating the Lease, (i) may declare all Rental Payments for which funds have been appropriated to be immediately due and payable by the Lessee, and (ii) may enter and take possession of the Project, remove all persons and property in any lawful manner the Lessor determines to be necessary or desirable. The Lessor shall be under no liability by reason of any such entry, possession or removal, and shall charge the Lessee for costs incurred in taking possession of the Project. Notwithstanding the fact that the Lessor has taken possession of the Project, the Lessee shall continue to be responsible for the Rental Payments due for which funds have been appropriated. If the Lease has not been terminated, the Lessor shall return possession of the Project to the Lessee at the Lessee's expense when the event of default is cured. In addition, the Lessor may seek and take any other administrative remedy available to it with respect to such event of default of the Lessee.

No remedy conferred upon or reserved to Lessor is intended to be exclusive and every such remedy shall be cumulative and shall be in addition to every other remedy given under the Lease. No delay or omission to exercise any right or power accruing upon any default shall impair any such right or power or shall be construed to be a waiver thereof but any such right and power may be exercised from time to time and as often as may be deemed expedient by the Lessor or its assignee.

Amendment of Lease

The Lease may be amended or any of its terms modified only by written document duly authorized, executed and delivered by the Lessor and the Lessee.

The Ground Lease

Pursuant to the Ground Lease, Administration, as the lessor, agrees to lease to MMB, as the lessee, the site on which the Project will be constructed and equipped. MMB agrees to pay Administration rent in the amount of \$10.00 per year, to and including the earlier of (i) June 1, 2039, when the Ground Lease expires by its terms, and (ii) the termination date of the Lease, but not earlier than the first date on which Certificates are no longer outstanding under the Order.

Upon the expiration of the Ground Lease, MMB will return the Project to Administration; provided, that in the event Administration does not purchase the Project at the termination date of the Lease, MMB shall have the option, exercisable in its sole discretion within 60 days following such termination date, to purchase the Project site from Administration at the then fair market value of the site, as such fair market value shall be determined by appraisal of the site by a person licensed under Minnesota Statutes, Chapter 82B, as an appraiser for the type of real property being appraised. The appraiser shall be selected by MMB and reasonably acceptable to Administration. The appraisal must be done in accordance with the requirements of Minnesota Statutes, Chapter 82B.

Certain Risks

Reduction or Repeal of Appropriation

An event of Nonappropriation (which includes a legislative nonappropriation, an executive unallotment of the Rental Payments and a legislative repeal of an appropriation) could result in the extraordinary mandatory redemption of the Certificates without recourse by the Bondholder for any additional payments of principal of or interest on the Certificates and without any obligation by the State to make any such additional payments. See “Redemption Provisions – Extraordinary Mandatory Redemption”

MMB’s obligation to make payments on the Certificates is not a general or moral obligation of the State; rather MMB is obligated to make Rental Payments only to the extent moneys are appropriated from time to time for such purpose.

Nonappropriation

Rental Payments. Certain State appropriations, including the Rental Payments, for limited payment obligations are not continuing appropriations and, thus, require action by the Legislature on an annual or biennial basis. MMB’s obligation to make payments on these or other obligations (such as the Rental Payments or the Senate Lease lease rental payments) is not a general or moral obligation indebtedness of the State; rather MMB is obligated to make payments only to the extent moneys are appropriated from time to time for such purpose.

Appropriations Other Than Rental Payments. In the past, the Legislature has failed to make appropriations as necessary to pay in full debt service on State or other obligations, including in 1980 and 1981, when an appropriation to the Minnesota State Zoological Board (the “Zoo Board”) of net revenues of a zoo ride facility were insufficient to allow the Zoo Board to make payments pursuant to an installment purchase agreement, which payments had been assigned to holders of certificates of participation in such agreement. In 1989, the Legislature declined to appropriate funds to St. Cloud State University as necessary to make certain payments under an energy services agreement, which payments had been assigned to an indenture

trustee as security for the payment of principal of and interest on industrial development revenue bonds issued by the City of St. Cloud, Minnesota.

Lease Termination

Termination for Nonappropriation. MMB's obligation to make payments under the Lease is subject to termination without penalty upon nonappropriation by the Legislature as described under the heading "SUMMARY OF CERTAIN TRANSACTION DOCUMENTS - The Lease – Nonappropriation." For a description of the State's budget and appropriation process, see "APPENDIX B - State Finances."

Unallotment. The Rental Payments and the Senate Lease lease rental payments are subject to executive unallotment, in whole or in part, under Minnesota Statutes, Section 16A.152. Article XI, Section 6 of the Minnesota Constitution requires a balanced budget for the State. Pursuant to such requirement, Minnesota law requires the Governor to submit a proposed State budget to the Legislature by the end of January of each odd-numbered year for that year and the ensuing even-numbered year (such years together, the "biennium"). On July 1 of each odd-numbered year, MMB transfers to the Budget Reserve Account within the General Fund (the "Budget Reserve") any amounts specifically appropriated by law to such Budget Reserve. Pursuant to Minnesota Statutes, Section 16A.152, if MMB determines that probable receipts for the General Fund will be less than anticipated, and that the amount available for the remainder of the biennium will be less than needed, MMB, with the approval of the Governor, may use amounts in the Budget Reserve to balance the State budget. Section 16A.152 further permits MMB, with the approval of the Governor, to "unallot" funds as follows:

- (a) An additional deficit shall, with the approval of the Governor, and after consulting the Legislative Advisory Commission, be made up by reducing unexpended allotments of any prior appropriation or transfer. Notwithstanding any other law to the contrary, MMB is empowered to defer or suspend prior statutorily created obligations which would prevent effecting such reductions.
- (b) If MMB determines that probable receipts for any other fund, appropriation, or item will be less than anticipated, and that the amount available for the remainder of the term of the appropriation or for any allotment period will be less than needed, MMB shall notify the agency concerned and then reduce the amount allotted or to be allotted so as to prevent a deficit.
- (c) In reducing allotments, MMB may consider other sources of revenue available to recipients of State appropriations and may apply allotment reductions based on all sources of revenue available.

During and after the legislative sessions, revenues are updated to reflect legislative actions that have a direct impact on State revenues and changes in economic conditions that may materially affect the results of previous revenue forecasts. If, during the course of the fiscal year, MMB discovers that probable revenues will be less than anticipated, MMB, with the approval of the Governor, is required to reduce allotments as necessary to balance expenditures and revenues forecast for the then current biennium. The Governor also has the authority to request legislative actions to provide additional sources of revenue, but such requests do not relieve the Commissioner of MMB of his obligation to reduce allotments to State agencies.

The executive branch has imposed unallotments in prior fiscal years, but not with respect to the payment of debt service. Over the past thirty years, the unallotment procedure has been used as follows: \$195 million of unallotments in 1980; in 1981 local government aid payments were unallotted in November and December but were reallocated and paid by February 26, 1982; \$109 million of unallotments in 1986; \$281 million of unallotments in 2003; \$271 million of unallotments in 2008; and \$2.68 billion of unallotments in 2009. The 2009 unallotment was unique in that it resulted from the passage of appropriation bills for the fiscal biennium, but the then-Governor vetoed a tax bill that would have balanced the biennial budget by raising revenues and shifting payments. In litigation challenging the 2009 unallotments, the Minnesota Supreme Court concluded that unallotment could not be used to balance the budget for an entire biennium when balanced spending and revenue had not been agreed upon by the Legislature and the Governor. The Legislature and Governor subsequently agreed to a balanced budget for the biennium. While appropriations from the General Fund for payment of debt service have not previously been unallotted, there can be no assurance by the State that unallotment of the Rental Payments and the Senate Lease lease rental payments will not be imposed in any future year, resulting in the extraordinary mandatory redemption of the Certificates as described above.

No Security Interest in Physical Assets

The Certificates are not secured by any security interest in or lien on the physical assets comprising the Project. Accordingly, upon the occurrence of an Event of Default under the Lease resulting in nonpayment of principal and interest on the

Certificates, the remedies available to the Lessor are limited. If the Lessee do not make Rental Payments in amounts sufficient to pay principal and interest on the Certificates when due, there is no other source of funds or collateral available for such purpose.

Other Risks

There can be no assurance that other events outside the control of MMB, such as a temporary State government shutdown, will not affect the ability of MMB to make timely payments of principal of and interest on the Certificates. However, such events (other than reduction, repeal or unallotment of the Rental Payments and the Senate Lease lease rental payments as described above) would not result in the extraordinary mandatory redemption of the Certificates as described above.

FUTURE FINANCING

In addition to the issuance of the Certificates, the State is intending to issue approximately \$903,845,000 of general obligation bonds on August 21, 2014, which are outlined under the “State General Obligation Long-Term Debt” section in APPENDIX C.

TAX EXEMPTION

General

In the opinion of Kutak Rock LLP, Bond Counsel, to be delivered at the time of original issuance of the Certificates, under existing federal and Minnesota laws, regulations, rulings and judicial decisions, and assuming the accuracy of certain representations and continuing compliance with certain covenants described below, the interest to be paid on the Certificates is excludable from gross income for federal income tax purposes and from taxable net income of individuals, estates or trusts for Minnesota income tax purposes; is includable in the income of corporations and financial institutions for purposes of the Minnesota franchise tax; and is not a specific tax preference item for purposes of the federal alternative minimum tax or the Minnesota alternative minimum tax applicable to individuals, estates and trusts. The interest to be paid on the Certificates is included in adjusted current earnings of corporations in determining the alternative minimum taxable income of such corporations for purposes of the federal alternative minimum tax.

The accrual or receipt of interest on the Certificates may otherwise affect the federal income tax liability of the owners of the Certificates. The extent of these other tax consequences will depend on such owner's particular tax status and other items of income or deduction. Bond Counsel has expressed no opinion regarding any such consequences. Purchasers of the Certificates, particularly purchasers that are corporations (including S corporations and foreign corporations operating branches in the United States of America), property or casualty insurance companies, banks, thrifts or other financial institutions, certain recipients of social security or railroad retirement benefits, taxpayers entitled to claim the earned income credit, taxpayers entitled to claim the refundable credit in Section 36B of the Code for coverage under a qualified health plan or taxpayers who may be deemed to have incurred or continued indebtedness to purchase or carry tax-exempt obligations, should consult their tax advisors as to the tax consequences of purchasing or owning the Certificates.

Arbitrage/Use of Proceeds

Failure to comply with certain provisions of the Internal Revenue Code of 1986, as amended (the “Code”), may cause interest on the Certificates to become subject to federal and Minnesota income taxation retroactive to the date of issuance of the Certificates. These provisions include investment restrictions, required periodic payments of arbitrage profits to the United States, and requirements concerning the timely and proper use of bond proceeds and the facilities and activities financed or refinanced therewith and certain other matters. The documents authorizing the issuance of the Certificates include provisions which, if complied with by the State, are designed to meet the requirements of the Code. Such documents also include a

covenant of the Commissioner of MMB to take all legally permissible actions necessary to preserve the tax exemption of interest on the Certificates. However, no provision is made for redemption of the Certificates or for an increase in the interest rate on the Certificates in the event that interest on the Certificates becomes subject to federal or Minnesota income taxation.

Original Issue Premium

Each maturity of the Certificates is being issued at a premium to the principal amount payable at maturity. Except in the case of dealers, which are subject to special rules, Certificate holders who acquire the Certificates at a premium must, from time to time, reduce their federal and Minnesota tax bases for the Certificates for purposes of determining gain or loss on the sale or payment of such Certificates. Premium generally is amortized for federal and Minnesota income and franchise tax purposes on the basis of a Certificate holder's constant yield to maturity or to certain call dates with semiannual compounding. Certificate holders who acquire Certificates at a premium might recognize taxable gain upon sale of the Certificates, even if such Certificates are sold for an amount equal to or less than their original cost. Amortized premium is not deductible for federal or Minnesota income tax purposes. Certificate holders who acquire the Certificates at a premium should consult their tax advisors concerning the calculation of bond premium and the timing and rate of premium amortization, as well as the state and local tax consequences of owning and selling the Certificates acquired at a premium.

Collateral Tax Matters

The following tax provisions also may be applicable to the Certificates and interest thereon:

- (1) Section 86 of the Code and corresponding provisions of Minnesota law require recipients of certain Social Security and Railroad Retirement benefits to take into account interest on the Certificates in determining the taxability of such benefits;
- (2) passive investment income, including interest on the Certificates, may be subject to taxation under Section 1375 of the Code and corresponding provisions of Minnesota law for an S corporation that has accumulated earnings and profits at the close of the taxable year if more than 25 percent of its gross receipts is passive investment income;
- (3) interest on the Certificates may be includable in the income of a foreign corporation for purposes of the branch profits tax imposed by Section 884 of the Code and is includable in the net investment income of foreign insurance companies for purposes of Section 842(b) of the Code;
- (4) in the case of an insurance company subject to the tax imposed by Section 831 of the Code, the amount which otherwise would be taken into account as losses incurred under Section 832(b)(5) of the Code must be reduced by an amount equal to 15 percent of the interest on the Certificates that is received or accrued during the taxable year;
- (5) Section 265 of the Code denies a deduction for interest on indebtedness incurred or continued to purchase or carry the Certificates, and Minnesota law similarly denies a deduction for such interest expense in the case of individuals, estates and trusts; indebtedness may be allocated to the Certificates for this purpose even though not directly traceable to the purchase of the Certificates;
- (6) federal and Minnesota laws also restrict the deductibility of other expenses allocable to the Certificates;
- (7) in the case of a financial institution, no deduction is allowed under the Code for that portion of the holder's interest expense which is allocable to interest on the Certificates within the meaning of Section 265(b) of the Code; and
- (8) receipt of interest on the Certificates may affect taxpayers otherwise entitled to claim the earned income credit under Section 32 of the Code.

The foregoing is not intended to be an exhaustive discussion of collateral tax consequences arising from ownership, disposition, or receipt of interest on the Certificates. Prospective purchasers or bondholders should consult their tax advisors with respect to collateral tax consequences and applicable state and local tax rules in states other than Minnesota.

Backup Withholding

As a result of the enactment of the Tax Increase Prevention and Reconciliation Act of 2005, interest on tax-exempt obligations such as the Certificates is subject to information reporting in a manner similar to interest paid on taxable obligations. Backup withholding may be imposed on payments made after March 31, 2007 to any bondholder who fails to

provide certain required information including an accurate taxpayer identification number to any person required to collect such information pursuant to Section 6049 of the Code. The reporting requirement does not in and of itself affect or alter the excludability of interest on the Certificates from gross income for federal income tax purposes or any other federal tax consequence of purchasing, holding or selling tax-exempt obligations.

Changes in Federal and State Tax Law

From time-to-time, there are legislative proposals in the Congress and in the states that, if enacted, could alter or amend the federal and state tax matters referred to above or adversely affect the market value of the Certificates. It cannot be predicted whether or in what form any such proposal might be enacted or whether if enacted it would apply to certificates issued prior to enactment. In addition, regulatory actions are from time to time announced or proposed and litigation is threatened or commenced which, if implemented or concluded in a particular manner, could adversely affect the market value of the Certificates. It cannot be predicted whether any such regulatory action will be implemented, how any particular litigation or judicial action will be resolved, or whether the Certificates or the market value thereof would be impacted thereby. Purchasers of the Certificates should consult their tax advisors regarding any pending or proposed legislation, regulatory initiatives or litigation. The opinions expressed by Bond Counsel are based upon existing legislation and regulations as interpreted by relevant judicial and regulatory authorities as of the date of issuance and delivery of the Certificates and Bond Counsel has expressed no opinion as of any date subsequent thereto or with respect to any pending legislation, regulatory initiatives or litigation.

NOT QUALIFIED TAX-EXEMPT OBLIGATIONS

The Certificates will not be designated by the State as “qualified tax-exempt obligations” for purposes of section 265 of the Code relating to the ability of financial institutions to deduct from income for, federal income tax purposes, interest expense that is allocable to carrying and acquiring tax-exempt obligations.

RATINGS

Standard and Poor’s Rating Group and Fitch Ratings have assigned ratings of “AA” and “AA”, respectively to the Bonds.

The ratings reflect only the views of the rating agencies. For an explanation of the ratings as described by the rating agencies, please contact the rating agencies. The bond ratings are subject to change or withdrawal by the rating agencies at any time. Therefore, after the date hereof investors should not assume that such rating is still in effect. A revision or withdrawal of the ratings may have an adverse effect on the market price and marketability of the Certificates.

LITIGATION

Except as noted below, there is not now pending or threatened any litigation seeking to restrain or enjoin the sale, issuance, execution or delivery of the Certificates, or in any manner questioning or affecting the validity of the Certificates, or the proceedings or authority pursuant to which the Certificates are to be issued and sold.

While at any given time, including the present, there are numerous civil actions pending against the State, which could, if determined adversely to the State, affect the State’s expenditures, and, in some cases, its revenues, the State Attorney General is of the opinion that, except for the actions described in Note 19 to the State Financial Statements for the Fiscal Year Ended

June 30, 2013, set forth in APPENDIX E and additional actions discussed below, no pending actions are likely to have a material adverse effect in excess of \$15 million on the State's expenditures or revenues during the Current Biennium.

Harne v. State of Minnesota et al. (Ramsey County District Court). Plaintiffs sued the State, the current Attorney General, and the Commissioner of the Minnesota Department of Management and Budget alleging that in the 1998 Settlement between the State and major tobacco companies, the State released Plaintiffs' statutory consumer fraud claims without compensation and claiming they are now entitled to share of the proceeds from the Settlement. The 1998 Settlement provided for up-front and annual payments to the State and injunctive relief, in exchange for which the State released its statutory consumer protection claims against the settling tobacco companies. In 2012, the Minnesota Supreme Court held that this release included related statutory consumer protection claims that might be prosecuted by private Minnesota consumers under the authority provided in Minnesota Statute § 8.31, subd. 3a. A motion to dismiss has been filed.

Kiminski v. Hunt et al and similar matters. Several of the cases have now been dismissed and motions to dismiss are pending in the remaining cases. The first appeals have been filed.

Skaja v. Minnesota Department of Health, Bearder, et al. v. Minnesota, et al., and Anderson v. State of Minnesota (Hennepin County District Court). On December 30, 2013, a Settlement Agreement and Release of Claims ("Settlement Agreement") was fully executed by all the parties in the *Skaja* and *Bearder* cases. The claims of the *Anderson* plaintiffs were voluntarily dismissed on June 12, 2013. Pursuant to the Settlement Agreement, the parties agreed to the compromise of all claims for the purpose of avoiding protracted litigation and that the consideration extended under the Settlement Agreement was not an admission of liability on the part of Defendants. The Minnesota Department of Health agreed to pay \$975,000 for attorney's fees, costs, and disbursements, to transfer the blood specimen cards of the minor plaintiffs that had not been previously destroyed, to permanently eradicate and destroy all newborn screening test results of the minor plaintiffs, and to operate the Newborn Screening Program in compliance with the Genetic Privacy Act, Minn. Stat. § 13.386 (2012), as now in force or subsequently amended. The Order for Dismissal was signed by the Court on January 3, 2014.

Kimberly-Clark Corporation & Subsidiaries v. Commissioner of Revenue (Minnesota Tax Court). The taxpayer filed an appeal in the Minnesota Tax Court challenging the Commissioner's denial of the taxpayer's refund claims. The taxpayer alleges it is entitled to elect a corporate tax apportionment formula set forth in the Multistate Tax Compact, even though the Minnesota legislature repealed that provision of the Compact from the Minnesota Statutes in 1987. Resolution of this case may impact the Commissioner's assessments against other multistate tax filers and may impact refund claims corporate taxpayers have and may file with the Commissioner. Multiple corporate taxpayers have currently filed about \$114 million in refund claims, with estimated potential total refunds of \$700 million.

Steele County v. MnDOT: Waseca County v. MnDOT (Steele County Court File No. 74-CV-12-2638; Court of Appeals File No. A13-0692). On January 6, 2014, the parties executed a settlement agreement which calls for MnDOT to complete specified work on former Trunk Highway 14 in Steele and Waseca counties. The target completion date for the project is 2015, and no later than 2017. The agreement was conditioned upon enactment by the Minnesota legislature of a law, duly signed by the Governor, allowing MnDOT to acquire jurisdiction over former Trunk Highway 14, fund the project, and release the roadway back to the counties. The relevant legislation was passed by the legislature and signed by the governor (HF 3172, Art. 9 § 7 and Art. 11 § 35), codified as 2014 Minn. Laws Ch. 312, Art. 9 § 7, and Art. 11 § 35. The court of appeals and district court cases have been dismissed. MnDOT is proceeding with work on former TH 14 to fulfill its obligations under the Settlement Agreement.

MUNICIPAL ADVISOR

The State has assigned Public Financial Management, Inc., of Minneapolis, Minnesota, as municipal advisor (the "Municipal Advisor") in connection with the issuance of the Certificates. In preparing the Official Statement, the Municipal Advisor has relied upon governmental officials, and other sources who have access to relevant data to provide accurate information for the Official Statement, and the Municipal Advisor has not been engaged, nor has it undertaken, to independently verify the accuracy of such information. The Municipal Advisor is not a public accounting firm and has not been engaged by the State to compile, review, examine or audit any information in the Official Statement in accordance with accounting standards. The

Municipal Advisor is an independent advisory firm and is not engaged in the business of underwriting, trading or distributing municipal securities or other public securities and therefore will not participate in the underwriting of the Certificates.

Requests for information concerning the State should be addressed to Public Financial Management, Inc., 800 Nicollet Mall, Suite 2710, Minneapolis, Minnesota 55402 (612/338-3535).

LEGAL MATTERS

Legal matters incident to the authorization, issuance and sale of the Certificates will be passed upon by Kutak Rock LLP, Bond Counsel, and the State Attorney General. Only Kutak Rock LLP will offer an opinion as to tax status of interest on the Certificates. The form of legal opinion to be issued by Kutak Rock LLP with respect to the Certificates is set forth in APPENDIX F.

FINANCIAL INFORMATION

General financial information relating to the State is set forth in the Official Statement, Appendices A through E, and is a part of this Official Statement. The State's most recent audited financial statements are included as APPENDIX E.

UNDERWRITING

The Commissioner of MMB acting on behalf of the State has sold the Certificates at public sale to Wells Fargo Bank, National Association for a price of \$91,872,788.26, with the Certificates to bear interest at the rates set forth on the inside front cover page of the Final Official Statement.

MISCELLANEOUS

Any statements in this Official Statement involving matters of opinion or estimates, whether or not expressly so stated, are set forth as such and are not representations of fact, and no representation is made that any of the estimates will be realized. Neither this Official Statement nor any statement which may have been made verbally or in writing is to be construed as a contract or agreement with the owners of any Certificates.

This Official Statement has been approved by the State for distribution by the Commissioner of MMB to prospective purchasers of the Certificates.

STATE OF MINNESOTA

By /s/ James D. Schowalter
Commissioner of Management and Budget

APPENDIX A

State Government and Fiscal Administration

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APPENDIX A
STATE GOVERNMENT AND FISCAL ADMINISTRATION

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STATE GOVERNMENT AND FISCAL ADMINISTRATION

State Government

The State was formally organized as a territory in 1849 and was admitted to the Union on May 11, 1858, as the 32nd state. Bordered by Canada on the north, Lake Superior and Wisconsin on the east, Iowa on the south, and North and South Dakota on the west, it is the 12th largest and 20th most populous state in the Union.

The State's Constitution organizes State government into three branches: Executive, Legislative and Judicial.

The Executive Branch is headed by the Governor. The Governor, Lt. Governor, Attorney General, State Auditor, and Secretary of State are popularly elected to four year terms. There are 18 departments and over one hundred agencies, boards, councils, and authorities which comprise the Executive Branch. Most departments and agency heads are appointed and serve at the pleasure of the Governor, subject to confirmation by the Senate.

The Department of Finance was created in 1973. On June 1, 2008, the Department of Finance completed a merger with the Department of Employee Relations and assumed many of the duties related to human resource management, employee insurance and collective bargaining on behalf of the State as an employer. After the merger, the Department was renamed the Department of Minnesota Management and Budget ("Management and Budget" or "MMB").

The Legislative Branch is composed of a Senate and a House of Representatives. There are 67 senators who serve 4 year terms and there are 134 house members that serve 2 year terms.

The Judicial Branch is headed by a Supreme Court. Three levels of courts function within the Judicial Branch: Supreme Court, Appellate Court, and District Courts.

Fiscal Administration

The Commissioner of Management and Budget is designated by statute as the chief accounting officer, the principal financial officer, and the State controller and is assigned responsibility for the administration of the financial affairs of the State. Included in the financial duties of the Commissioner of Management and Budget are:

- Preparation of State biennial budget and capital budget.
- Maintenance of general books of account and administration of the statewide accounting system including a central disbursement system.
- Administration of the State payroll system.
- Sale and issuance of State general obligation bonds, certain revenue bonds and certain State appropriation bonds, general obligation certificates of indebtedness, and equipment lease purchase financings, including certificates of participation.
- Preparation of periodic and special reports on the financial affairs of the State.
- Operation and control of allotment system (annual agency operating budgets).
- Preparation of revenue, expenditure and cash flow estimates.
- Banking and cash management activities.
- To receive and account for all moneys paid into the State treasury to ensure they are properly disbursed or invested.
- Negotiation and administration of bargaining agreements and compensation plans.
- Development and management of employee, retiree and dependent insurance benefits.

Accounting System

State law requires the Commissioner of Management and Budget to maintain an accounting system that shows at all times, by funds and items, amounts appropriated and estimated revenues therefore; amounts allotted and available for

expenditure; amounts of obligations authorized to be incurred; actual receipts, disbursements; balances on hand; and unencumbered balances after deduction of all actual and authorized expenditures.

State law requires the Commissioner of Management and Budget to administer the payroll of all employees of the executive branch of government.

The accounting system is organized on a fund basis. A fund is an independent fiscal and accounting entity with a self-balancing set of accounts. Funds are established for the purpose of carrying on specific activities or objectives in accordance with legal requirements.

On July 1, 2009 the Commissioner of Management and Budget was authorized to acquire a new statewide accounting and procurement system. The system's accounting functionality went live July 1, 2011. Basic procurement functionality went live July 1, 2011 and advanced procurement functionality was implemented in FY 2013. Data warehouse reporting functionality is being rolled out in phases with five data modules remaining.

Financial Reporting

State law requires the Commissioner of Management and Budget to prepare a comprehensive financial report for each fiscal year of the State in conformance with generally accepted accounting principles by the December 31 following the end of the fiscal year. These reports are audited by the Legislative Auditor. The Legislative Auditor's opinion and the Fiscal Year 2013 basic financial statements are presented in APPENDIX E and general long-term debt unaudited schedules are presented in APPENDIX C. The State intends to implement the two new GASB pension-related statements (Statement 67 - Financial Reporting for Pension Plans and Statement 68 - Accounting and Financial Reporting for Pensions) for Fiscal Year 2014 and Fiscal Year 2015, respectively. For additional information related to the Fiscal Year 2012 CAFR filing see "CONTINUING DISCLOSURE" discussion on page 6 in the forepart of this Official Statement.

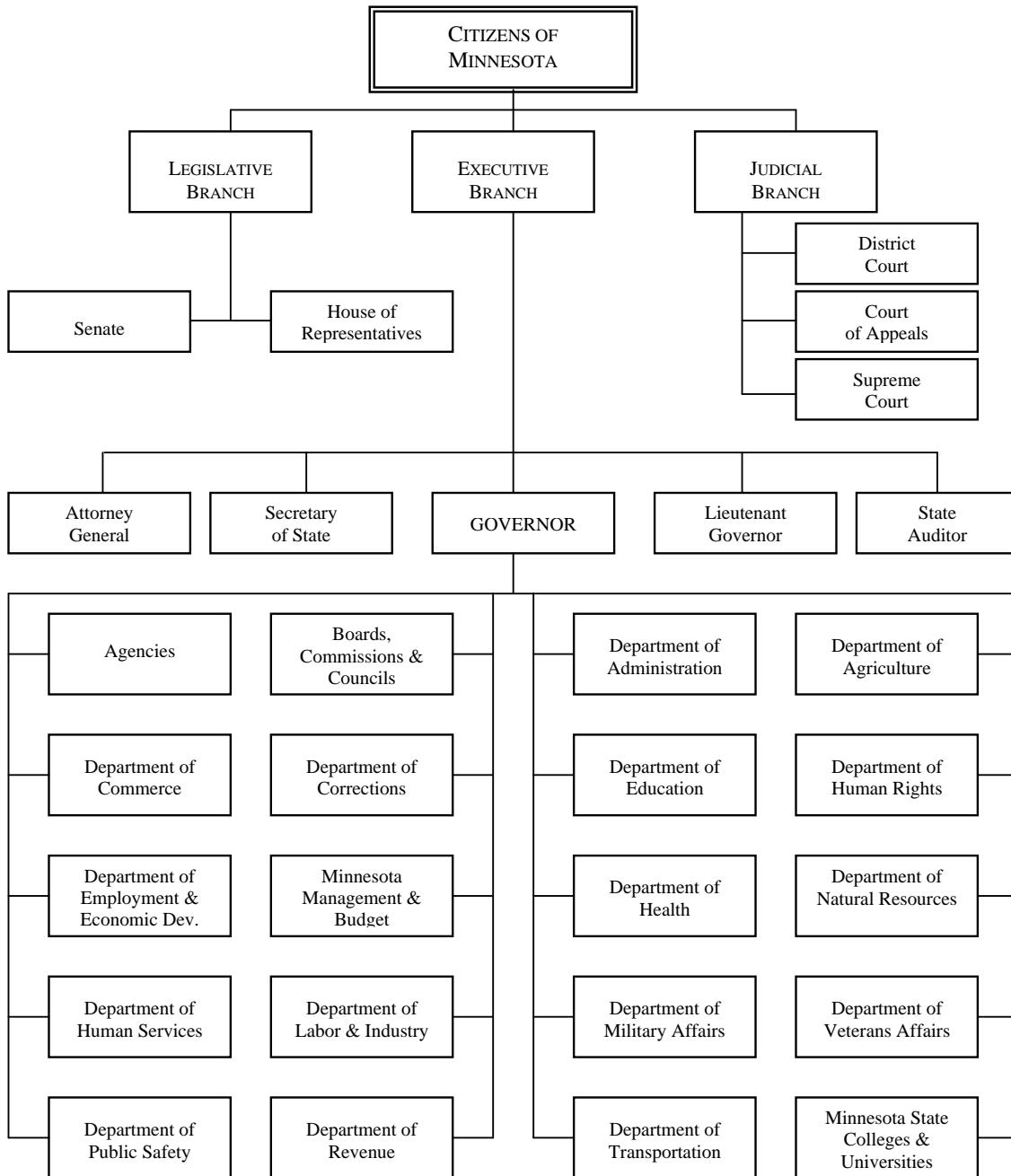
Investments

The State Board of Investment, comprised of four of the State's constitutional officers, is responsible for the formulation of State investment policies and for the purchase and sale of securities. Moneys from various funds are invested according to regulations on types and terms of investments imposed by law on each grouping. The investments are grouped as follows:

- Invested Treasury Cash — temporary investment of a pool of cash, not immediately needed, from funds other than funds dedicated by the State constitution, State law, or by federal law.
- Highway Funds — temporary investment of bond proceeds and receipts not immediately needed.
- Various retirement funds — investment of assets and reserves.
- Trust Funds — investment of assets and reserves.
- Other departmental funds.

See "APPENDIX B – STATE FINANCES - MINNESOTA DEFINED BENEFIT PENSION PLANS", for more information on the investment of State sponsored pension plans and retirement funds.

A general organization chart of the State government is shown below. This diagram displays the various categories of the State's service functions and the organization units associated with the delivery of the service activities.



Revenues

The Department of Revenue exercises general supervision over the administration of the taxation and assessment laws of the State. In the exercise of such power, the Department of Revenue promulgates guidelines to ensure that property tax laws are administered uniformly by local governmental units and that the assessments of property are made on an equal basis throughout the State.

The Department of Revenue administers taxes due to the State by collecting, among others, individual income and corporation taxes, sales and use taxes, estate taxes, motor fuel taxes and excise taxes on liquor and tobacco. Additionally, the Department of Revenue is responsible for informing localities when their expenditures exceed the limit set for them by the State Legislature.

Audit Control Procedures

The Office of the Legislative Auditor is the post audit agency of all State departments, agencies, boards and commissions. The Office of the Legislative Auditor conducts the audits of all accounts, records, inventories, vouchers, receipts, funds, securities, and other assets at least once a year, if funds and personnel permit, and more often if deemed necessary or as directed by the Legislature or the Legislative Audit Commission. As an agency of the legislative branch, the Office of the Legislative Auditor is independent of the executive branch and the departments, boards, commissions and other agencies thereof that it is responsible for auditing.

Status of Collective Bargaining

The State has a total of 16 bargaining units for State employees which includes three faculty bargaining units whose labor contracts are negotiated and maintained by the Minnesota State Colleges and Universities System ("MnSCU"). Each odd-numbered year, the Department of Management and Budget negotiates the terms and conditions of employment with the seven exclusive representatives for employees covered by one of the 13 non-faculty labor agreements for executive branch State employees. The Department also develops two compensation plans for employees not represented by a union. All contracts and compensation plans are subject to review and approval by the Legislature. The following is a summary that shows the number of employees assigned to State bargaining units.

INFORMATION ON STATE BARGAINING UNITS

UNIT Union or Association	Employees as of April 2014
American Federation of State, County and Municipal Employees (AFSCME) (7 bargaining units)	17,070
MN Association of Professional Employees (MAPE)	13,270
Middle Management Association (MMA)	2,930
MN Government Engineers Council (MGEC)	970
MN Nurses Association (MNA)	780
MN Law Enforcement Association (MLEA)	690
State Residential Schools Education Association (SRSEA)	210
State College Faculty Association (MSCF)	5,250
State University Interfaculty Organization (IFO)	3,890
State University Admin and Service Faculty (MSUAF)	<u>810</u>
Total Represented Employees	45,870
Total State Employment	52,420
Percent of All Executive Branch Employees Unionized	88%

Previous Biennium Labor Agreements for all bargaining units expired on June 30, 2013. By statute these contracts remain in effect until subsequent agreements are reached or contracts are cancelled when the right to strike matures. As of the date of this Official Statement, the State reached tentative agreements with all AFSCME bargaining units, MAPE, MMA, SRSEA and MGEC for the Current Biennium. The Legislative Subcommittee on Employee Relations approved these contracts. The State was not able to reach a tentative agreement with MNA and the remaining issues were presented at an interest arbitration in front of a neutral arbitrator on May 21, 2014. The award is pending. The State has not reached an agreement with MLEA for the Current Biennium. An interest arbitration is scheduled for September 4 and 5, 2014. MnSCU has reached tentative agreements with MSUAF and MSCF. These contracts are currently being voted on by the membership of those units. MnSCU continues to negotiate with IFO.

APPENDIX B

State Finances

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APPENDIX B
STATE FINANCES

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This Official Statement contains forecasts, projections, and estimates that are based on current expectations but are not intended as representations of fact or guarantees of results. If and when included in this Official Statement, the words "expects," "forecasts," "projects," "intends," "anticipates," "estimates," and analogous expressions are intended to identify forward-looking statements as defined in the Securities Act of 1933, as amended, and any such statements inherently are subject to a variety of risks and uncertainties, which could cause actual results to differ materially from those contemplated in such forward-looking statements. These forward-looking statements speak only as of the date of this Official Statement. The State disclaims any obligation or undertaking to release publicly any updates or revisions to any forward-looking statement contained herein to reflect any change in the State's expectations with regard thereto or any change in events, conditions, or circumstances on which any such statement is based.

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STATE FINANCES

FINANCIAL STATEMENTS

The basic financial statements for the State for the Fiscal Year ended June 30, 2013 are included herein as APPENDIX E. These financial statements provide financial information for the State's General Fund, as defined by generally accepted accounting principles, as set forth in the audited financial statements included in APPENDIX E and other major funds; for all other funds, such information is combined into non-major governmental and non-major enterprise funds, which includes the Debt Service Fund. These financial statements have been examined by the Legislative Auditor, independent auditor for the State to the extent indicated in his report included in APPENDIX E. The Legislative Auditor's report and the financial statements, including the Notes, should be read in their entirety. Such financial statements have been included in APPENDIX E in reliance upon the report of the Legislative Auditor. The revenues and expenditures presented consistent with Generally Accepted Accounting Principles for Fiscal Years 2011 through 2013 are summarized on page B-6. For additional information related to the Fiscal Year 2012 CAFR filing see "CONTINUING DISCLOSURE" discussion on page 6 in the forepart of this Official Statement.

Past Financial Reports

The State's Comprehensive Annual Financial Reports, including information by individual fund for Fiscal Year 2013 and prior years are available at www.mn.gov/mmb.

FINANCIAL INFORMATION

Budgeting Process

Major operating budget appropriations for each biennium are enacted during the final legislative session of the immediately preceding biennium (i.e. in odd-numbered calendar years). Supplemental appropriations and changes in revenue and expenditure measures are usually adopted during legislative sessions in even-numbered calendar years.

The Minnesota constitution limits the number of days that the Minnesota Legislature (the "Legislature") may meet to a maximum of 120 days during a biennium. The number of days may be split between the two years in a biennium, provided that the Legislature may not meet in a regular session after the first Monday following the third Saturday in May of any year. The regular sessions of the Legislature are scheduled for and occur between January 2 and the first Monday following the third Saturday in May of each year.

Revenue and expenditure forecasts are performed in February and November of each calendar year. See "Revenue and Expenditure Forecasting" later in this appendix. Forecasts are performed for the then current biennium and for next succeeding biennium. Based upon the results of these forecasts, the Governor may recommend revenue and expenditure changes that are then recommended to the Legislature. In addition, the Legislature may, also based on these forecasts, approve budget changes.

The February and November forecasts for the biennium during which the forecasts are made are used to evaluate if the State is on track to finish that biennium with a balanced budget, and may be used by the Governor and the Legislature to revise the budget for that biennium.

The November forecast in even-numbered years for the next succeeding biennium becomes the basis for the Governor's budget recommendations for that biennium. All subsequent February and November forecasts for that biennium supplement and revise the original even-numbered year November forecast with more current data, and the Governor may use these forecasts to submit modifications to the budget that was developed from the original even-numbered year November forecast.

General Fund

The General Fund accounts for all financial resources except those required to be accounted for in another fund.

Revenues, expenditures, transfers and fund balance information in budgetary fund statements may differ from those in the State's Generally Accepted Accounting Principles ("GAAP") based Comprehensive Annual Financial Report ("CAFR") (see APPENDIX E) for three primary reasons. First, on a GAAP basis, the accruals of revenue and expenditures are required to be reported under the modified accrual basis of accounting. In the modified accrual basis used in the CAFR, expenditures are recognized when goods or services are received regardless of the year encumbered. Second, on a budgetary basis, encumbrances are recognized as expenditures in the year encumbered. Third, as a result of implementing the new GAAP pronouncement, GASB Statement No. 54, "Fund Balance Reporting and Governmental Fund Type Definitions", several funds are included in the GAAP fund balance, which are not included in the budgetary fund balance, as these funds are not appropriated funds with legislatively enacted budgets. The budgetary fund statements do not represent the State's official financial report, but rather are prepared as a supplement to the budget documents.

Cash Flow Account

The cash flow account (the "Cash Flow Account") was established in the General Fund for the purpose of providing sufficient cash balances to cover monthly revenue and expenditure imbalances. The amount and use of funds in the Cash Flow Account is governed by statute.

Budget Reserve Account

A budget reserve account (the "Budget Reserve Account") was established in the General Fund, as a special account (separate from the Cash Flow Account) that serves as a savings account to be used to offset budget shortfalls during economic downturns. Funds in the Budget Reserve Account may be spent in the event that projected General Fund receipts will be less than forecast, and the amount of resources available for the remainder of the biennium will be less than needed to cover authorized spending. Funds in the Budget Reserve Account may be used, after consultation with the Legislative Advisory Commission, to the extent needed to balance expenditures with revenues. The amount and use of funds from the Budget Reserve Account and its replenishment are governed by statute. See "BIENNIIUM BUDGETS, End of 2014 Legislative Session – Current Biennium, *Reserves*" below.

Stadium General Reserve Account

A stadium general reserve account (the "Stadium Reserve Account") was established in the General Fund by the 2012 Legislature pursuant to Minnesota Laws 2012, chapter 299 ("Stadium Legislation"). Available revenues as defined in the Stadium Legislation (including certain excise taxes and gambling revenues) are deposited in the Stadium Reserve Account pursuant to Minnesota Statutes Section 297E.021, Subdivision 2. Amounts in the Stadium Reserve Account are appropriated as necessary for application against any shortfall in the amounts deposited to the General Fund under Minnesota Statutes Section 297A.994. After consultation with the Legislative Commission on Planning and Fiscal Policy amounts in the Stadium Reserve Account are also available for other uses related to the professional football stadium authorized under Minnesota Statutes Chapter 473J. In the 2013 Legislative Session, as part of the cigarette and tobacco products tax increase, the Legislature provided a one-time deposit of the cigarette floor stocks tax (up to \$26.5 million) into the Stadium Reserve Account. See "BIENNIIUM BUDGETS, 2013 Legislative Session – Current Biennium, *Reserves in Enacted Budget*" below.

Control Procedures

Dollar Control: Expenditures in excess of legislative appropriations are prohibited by law. In order to prevent spending in excess of appropriations, MMB requires State agencies to identify their appropriations and establish them in the State's accounting system as the limit on spending. The accounting system will reject transactions that exceed these limits. This control procedure is designed to prevent agencies from spending from unauthorized sources of funds.

Allotment and Encumbrance Control: Before money can be disbursed pursuant to an appropriation, it must first be allotted (administratively allocated and approved for expenditure). Prior to each fiscal year, MMB allots the applicable State agency appropriations based on legislatively-enacted budgets. An allotment is a subdivision of an appropriation into smaller, detailed components used by agencies to budget expenditures by category of expenditure. The accounting system prevents allotments from exceeding appropriations.

Once allotments have been established, but before spending obligations can be incurred, for most purchases agencies must establish encumbrances against their allotments. Encumbrances are the accounting control device agencies use for reserving portions of their allotments for expenditures that will soon be incurred. The encumbrance process helps agencies keep track of their outstanding obligations, and the accounting system prevents agencies from encumbering more funding than has been allotted.

Executive Budget Officer Oversight: MMB assigns an Executive Budget Officer to each State agency for the purposes of approving agency accounting structures, appropriations, and allotments, and for monitoring overall agency revenues and expenditures.

Monthly Reports: MMB maintains a data warehouse which is used to produce standard and ad hoc reports on revenues and expenditures that agency staff and Executive Budget Officers use to monitor agency spending and receipts.

Balanced Budget

Minnesota's Constitution prohibits borrowing for operating purposes beyond the end of a biennium. Options for dealing with a projected deficit are provided for in statute. Borrowing for cash flow purposes within a biennium is allowed; however, revenues for the entire biennium plus any balances carried forward from the previous biennium must be greater than or equal to expenditures for the entire biennium.

If a forecast shows a shortfall for the General Fund for the then existing biennium, the Commissioner of Management and Budget (the "Commissioner") shall use funds and reduce the Budget Reserve Account as needed to balance revenues with expenditures. If there are not enough funds in the Budget Reserve Account to balance the General Fund in the current biennium, the Commissioner, with the consent of the Governor and after consulting with the Legislative Advisory Commission may also reduce outstanding appropriations, commonly referred to as "unallotting."

If a forecast shows a shortfall for the General Fund for the next succeeding biennium, the Governor's budget recommendations must propose revenue and/or expenditure changes in order for the budget for that biennium to be in balance at the end of that biennium.

REVENUE AND EXPENDITURE FORECASTING

General

The State's biennial budget appropriation process relies on revenue and expenditure forecasting as the basis for establishing aggregate revenue and expenditure levels. Revenue forecasting for the State is conducted within MMB by the Economic Analysis Section. Expenditure forecasts for the State are prepared by MMB based on current annual budgets and on current cash expenditure estimates provided by State agencies responsible for significant expenditure items.

In addition to the forecasts prepared for the Legislature before the commencement of each new biennium, forecasts are updated periodically through the biennium. Based on each revenue and expenditure reforecast, MMB prepares a new cash flow analysis for the biennium.

Forecasting Risks

Risks are inherent in the revenue and expenditure forecasts. Assumptions about U.S. economic activity and federal tax and expenditure policy underlie these forecasts. In the forecast it is assumed that existing federal tax law will remain in place and that current federal budget authority and mandates will remain in place. Reductions in federal spending programs may affect State spending. Finally, even if economic and federal tax assumptions are correct, revenue forecasts are still subject to other variables and some normal level of statistical deviations.

Current Forecast Methods and Assumptions

The baseline U.S. economic forecast which the State Economist uses in preparing the State revenue and expenditure forecast is provided by IHS Economics (“IHS” formerly IHS Global Insight, Inc.) of Lexington, Massachusetts. IHS furnishes a monthly forecast of U.S. economic growth and individual incomes across all segments of the national economy.

The IHS national economic forecasts are reviewed by Minnesota’s Council of Economic Advisors (the “Council”), a group of macro-economists from the private sector and academia. The Council provides an independent check on the IHS forecast. If the Council determines that the IHS forecast is significantly more optimistic than the current consensus, the Commissioner may base the State forecast on a less optimistic scenario of national economic growth.

Forecasts of individual income tax receipts are based on IHS forecasts of national production, employment, and corresponding wage and salary earnings, by industrial sector. The IHS forecasts are then entered into a model of Minnesota’s economy developed and maintained by MMB. State forecasts of employment by major industry sector as well as wage and aggregate earnings are obtained from this model. Non-wage income, itemized deductions and other adjustments to income are in general forecast using national data allocated to Minnesota. The forecasts of income, deductions and adjustments are input to a micro-simulation of the State’s individual income tax liability. Calendar year liabilities are converted into fiscal year income tax revenues, with regard given to the timing of withholding tax receipts, quarterly estimated payments, refunds and final payments.

Capital gains realizations have become an increasingly volatile and important share of Minnesota’s income tax base. Minnesota capital gains are forecast using an econometric model which relates the increase in taxable capital gains to the underlying growth in household wealth and to changes in inflation and in the real growth rate of the economy. Federal tax variables are also included. The model is designed to allow capital gains realizations to move gradually toward an equilibrium rate of realizations instead of adjusting instantaneously to a shock in model variables.

Corporate income tax receipts are forecast using IHS forecast of major variables affecting pre-tax corporate profits. The volatility of corporate profits and the various loss carry-forward and carry-back provisions make this the most difficult revenue source to forecast.

Sales tax receipts are estimated on the basis of a forecast of the sales tax base. The historical base is constructed largely on the basis of national data for items that would be subject to tax if sold in Minnesota. This data is then allocated to Minnesota on the basis of Minnesota’s share of national income and employment to arrive at a Minnesota specific base. By means of a regression equation, the base is calibrated to historical collections. Using national forecasts of sales of taxable items and allocating them to Minnesota on the basis of forecasts on Minnesota’s share of national income and employment the base is extended into the future. Using information from the aforementioned regression equation the forecast collections are derived from the forecast of the base.

Numerous other revenue sources are forecast, some by MMB and others by the agencies responsible for their collection. These sources account for less than 20 percent of General Fund revenues. As a group, the revenues in this category do not present as large a forecasting risk to the General Fund as do the major taxes. Most are relatively stable and less sensitive to the business cycle than the major tax types. Moreover, many are forecast by agencies with specific knowledge about the magnitude and timing of revenues.

The February 2014 baseline forecast from IHS, the scenario which IHS considered to be the most likely at the time it was made, was used for MMB's February 2014 revenue and expenditure forecast. The forecast growth rates for real and nominal Gross Domestic Product ("GDP") are shown on the following page. IHS estimates potential GDP growth to average about 1.7 percent over the 2012 to 2015 period. Real GDP is projected to exceed potential over the 2011-2015 period as the economy expands. Inflation, as measured by the implicit price deflator for GDP, is expected to be moderate.

IHS FEBRUARY 2014
GROSS DOMESTIC PRODUCT (GDP)
BASELINE FORECAST
(Chained Rates of Growth)

	Calendar Year 2011 Actual %	Calendar Year 2012 Forecast %	Calendar Year 2013 Forecast %	Calendar Year 2014 Forecast %	Calendar Year 2015 Forecast %
REAL GDP Growth Rate	1.8	2.8	1.9	2.7	3.3
GDP DEFLATOR (Inflation)	2.0	1.7	1.4	1.5	1.7
NOMINAL GDP Growth Rate	3.8	4.6	3.4	4.2	5.1

A report is published with each forecast and is available at www.mn.gov/mmb. The February 2014 revenue and expenditure forecast was released February 28, 2014. See "FINANCIAL INFORMATION" in the APPENDIX. The November 2014 IHS Baseline will be used as the baseline for the next revenue and expenditure forecast.

HISTORIC REVENUES AND EXPENDITURES

The following table sets forth the State's General Fund revenues and expenditures for the Fiscal Years ended June 30, 2011 through 2013. For the Fiscal Years ended June 30, 2011 through 2013 the revenues and expenditures shown include all revenues and expenditures for that fiscal year, including revenue received and expenditures made after June 30 of such fiscal year which are properly allocable to such fiscal years. The schedules of revenues and expenditures are presented for comparison purposes only and are not intended to reflect any increases or decreases in fund balance. Beginning balances or deficits are not included. In past official statements, the State presented comparative cash based, unaudited numbers for the most recent fiscal year and the prior fiscal year. The State's new financial system is accrual based and cannot provide cash based numbers for comparison.

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STATE OF MINNESOTA
GENERAL FUND COMPARATIVE STATEMENT OF
REVENUES, EXPENDITURES AND CHANGES IN FUND BALANCES
(THOUSANDS OF DOLLARS)

	Fiscal Year Ended June 30 ⁽¹⁾		
	2011	2012	2013
NET REVENUES:			
Individual Income Taxes	\$ 7,828,818	\$ 8,267,608	\$ 9,257,352
Corporation Income Taxes	1,135,193	996,524	1,273,112
Sales Taxes	4,425,136	4,574,768	4,737,002
Property Taxes	766,926	813,723	817,895
Motor Vehicle Excise Taxes.....	230,016	220,065	239,735
Other Taxes.....	1,439,017	1,464,448	1,561,621
Tobacco Settlement	172,886	166,861	170,060
Federal Revenues.....	254	546	2,753
Licenses and Fees	258,739	225,681	214,374
Departmental Services	114,545	171,451	191,006
Investment/Interest Income	108,862	38,282	97,283
Securities Lending Income	58	-	-
All Other Revenues.....	356,067	306,889	391,775
NET REVENUES.....	<u>\$ 16,836,517</u>	<u>\$ 17,246,846</u>	<u>\$ 18,953,968</u>
EXPENDITURES:			
Current:			
Agricultural, Environmental and Energy Resources.....	\$ 205,342	\$ 204,553	\$ 246,882
Economic and Workforce Development	130,497	118,676	145,280
General Education ^{(5) (6)}	6,578,615	7,171,507	7,415,750
General Government ⁽⁴⁾	683,314	628,869	722,829
Health and Human Services ⁽³⁾	4,815,804	5,644,629	5,683,366
Higher Education ⁽²⁾	747,617	712,363	745,965
Intergovernment Aid	1,316,886	1,358,142	1,268,609
Public Safety and Corrections	579,977	546,974	583,556
Transportation	286,796	277,690	295,195
Securities Lending Rebates and Fees	37	-	-
Total Current Expenditures	<u>\$ 15,344,885</u>	<u>\$ 16,663,403</u>	<u>\$ 17,107,432</u>
Capital Outlay	25,571	14,476	26,952
Debt Service	40,867	56,876	52,099
TOTAL EXPENDITURES	<u>\$ 15,411,323</u>	<u>\$ 16,734,755</u>	<u>\$ 17,186,483</u>
EXCESS OF REVENUES OVER (UNDER) EXPENDITURES	<u>\$ 1,425,194</u>	<u>\$ 512,091</u>	<u>\$ 1,767,485</u>
OTHER FINANCING SOURCES (USES)			
Loan Proceeds	\$ 227	\$ -	\$ -
Transfer-In	470,101	485,353	585,104
Transfer-Out	(1,159,118)	(1,099,056)	(1,001,068)
NET OTHER FINANCING SOURCES (USES)	<u>\$ (688,790)</u>	<u>\$ (613,703)</u>	<u>\$ (415,964)</u>
NET CHANGE IN FUND BALANCES	<u>\$ 736,404</u>	<u>\$ (101,612)</u>	<u>\$ 1,351,521</u>

(1) For fiscal years 2011, 2012 and 2013, the schedule of revenues and expenditures includes all financial activity for the fiscal year, including revenue and expenditure accruals at June 30.

(2) During fiscal year 2012, Higher Education function spending decreased due to a reduction in grants to the University of Minnesota and the Office of Higher Education.

(3) During fiscal year 2012, Health and Human Services function spending increased due to shifts of Federal Fund spending to the General Fund as American Recovery and Reinvestment Act grants expired.

(4) During fiscal year 2012, General Government function spending decreased due to reductions in most general government agencies.

(5) During fiscal year 2012, General Education function spending increased due to a \$50 per pupil increase and an increase in total pupils.

(6) During fiscal year 2013, General Education function spending increased due to a 1% per pupil increase and an increase in total pupils.

BIENNIUM BUDGETS

The biennium that began on July 1, 2011 and ended on June 30, 2013 is referred to herein as the “Previous Biennium.” The biennium that began on July 1, 2013 and will end on June 30, 2015 is referred to herein as the “Current Biennium.” The biennium that will begin on July 1, 2015 and will end on June 30, 2017 is referred to herein as the “Next Biennium.” An individual fiscal year is referred to herein as “FY” or “Fiscal Year.”

Forecast and projected revenues and expenditures are based on the legal requirements contained in Minnesota statutes and session laws as of the time of the forecast and projections.

February 2013 Forecast – Current Biennium

The November 2012 forecast provided the first official forecast for the Current Biennium, as well as revenue and expenditure planning estimates for the Next Biennium. In November 2012, a shortfall of just under \$1.1 billion was projected for the Current Biennium. Revisions in the February 2013 forecast reduced the projected budget shortfall to \$627 million. General Fund revenues for the Current Biennium were forecasted to be \$36.116 billion, \$955 million (2.7 percent) higher than estimates for the Previous Biennium. Projected current law spending was expected to be \$36.744 billion, \$1.302 billion (3.7 percent) higher than the Previous Biennium.

Revenues: Tax revenues were estimated to be \$1.711 billion (5.3 percent) higher than the Previous Biennium. The forecast for individual income tax receipts was \$1.112 billion higher, the sales tax \$581 million, and the statewide property tax \$69 million.

Biennial growth in tax revenues was offset by reductions in non-tax revenues and other resources. A large number of one-time revenues in the Previous Biennium do not continue in the Current Biennium. These include a transfer of \$52 million from the workers’ compensation assigned risk plan, \$29 million for a 1 percent cap on Health Maintenance Organization (HMO) profits, \$12 million from an HMO donation and a one-time prior year adjustment of \$139 million. Also, one-time transfers primarily from the health care access fund that were used to balance the budget in the Previous Biennium do not carry into the Current Biennium under current law.

Expenditures: General Fund spending in the Current Biennium was estimated to be \$1.302 billion higher than the Previous Biennium. Forecast spending in health and human services is estimated to be \$708 million (6.6 percent) more than in the Previous Biennium while K-12 spending was estimated to be \$797 million higher (5.5 percent). The use of \$643 million tobacco bond proceeds to make a one-time reduction in General Fund debt service artificially reduced spending in the Previous Biennium. This one-time reduction in debt service payments in the Previous Biennium accounts for the significant increase shown for debt service in subsequent biennia.

Reserves: The reserve amounts for the Current Biennium are unchanged from levels in the Previous Biennium. Total General Fund reserves were \$1.006 billion: \$350 million in the Cash Flow Account and \$656 million in the Budget Reserve.

The projected reserve balance in the Stadium Reserve Account was zero. Similar to the Previous Biennium, the forecast reduction in lawful gambling revenues for the Next Biennium reflects a slower than expected implementation of electronic gaming options and reduced estimates for daily revenue per gaming device. This has reduced amounts previously projected for the reserve.

2013 Legislative Session – Current Biennium

During the 2013 Legislative Session, the Legislature enacted a number of revenue and expenditure measures in the General Fund for the Current Biennium. The 2013 Legislative Session ended on the constitutional deadline of May 20, 2013 with a balanced budget for the Current Biennium. The enacted budget resolved the \$627 million projected budget deficit, increased net General Fund revenues by \$2.306 billion and appropriated \$1.606 billion for State and local programs. After accounting for all the revenue, expenditure and reserve changes enacted in the Current Biennium, the General Fund balance at the end of the biennium was estimated to be \$46 million.

Revenues in Enacted Budget

The approved budget reflects significant changes in General Fund revenues from the February 2013 forecast for the Current Biennium. Net General Fund revenue estimates now total \$38.422 billion, \$2.306 billion (6.4 percent) higher than February's estimates.

Tax Revenues: The Legislature enacted significant tax changes in the 2013 Session. In total, net tax revenues were projected to be \$2.609 billion; however, after adjusting for the elimination of the health impact fee, net tax revenues were projected to be \$2.233 billion (6.6 percent) higher than previously forecast. Cigarette fee revenue (also known as the health impact fee) that had previously been deposited in the Health Impact Fund and transferred to the General Fund was deposited into the General Fund as tax revenue.

Enacted changes in the individual income tax were projected to generate \$1.143 billion in General Fund revenues for the Current Biennium. The most significant income tax change was the addition of a new personal income tax bracket of 9.85 percent for the top two percent of taxpayers that is projected to generate \$1.119 billion in additional tax revenue. The Legislature enacted several changes to the corporate income tax that resulted in a projected increase of \$421 million in the Current Biennium. Legislation included repealing the current law subtraction for foreign royalties and new provisions for foreign operating corporations (\$249 million) as well as making the research and development tax credit non-refundable (\$91 million). Overall, sales tax receipts were projected to be \$74 million higher than previous estimates. Changes to sales tax provisions included the application to electronic and commercial equipment repair (\$152 million), warehousing and storage services (\$95 million), and telecommunications equipment (\$67 million). Legislation also included a sales tax exemption for cities and counties that reduces sales tax estimates by \$172 million in the Current Biennium. An increase of \$1.60 per pack and expansion to other tobacco products, as well as the conversion of the health impact fee to a tax generated an estimated \$812 million in cigarette and tobacco products tax revenue. Other tax increases included gift and estate taxes (\$78 million) and MA surcharges (\$83 million).

Non-Tax and Other Revenues: Legislation enacted in the 2013 Session impacted fees, fine, surcharges and other non-dedicated General Fund revenue. In total, non-tax revenue was projected to be \$1.449 billion, \$35 million (2.5 percent) higher than February's forecast. Other revenue was projected to be \$346 million, \$338 million (49.4 percent) lower than previously estimated. Enacted changes reduce transfers-in to the General Fund by \$338 million. Small one-time transfers to the General Fund were offset by a \$376 million reduction to transfers-in as a result of the conversion of the health impact fee to a tax.

Expenditures in Enacted Budget

General Fund expenditures for the Current Biennium were projected to total \$38.350 billion, \$1.606 billion (4.4 percent) higher than forecast estimates. Appropriations in State and local programs were made across all areas of the State budget. Significant appropriations were provided to K-12 education, health and human services, higher education, jobs and economic development and property tax aids and credits.

K-12 education expenditures were estimated to be \$15.784 billion, \$607 million (4.0 percent) higher than previously forecast. K-12 education spending represented 41 percent of total General Fund spending. The Legislature enacted major appropriations in education finance including a 1.5 percent increase in the general education per pupil formula (\$234 million), optional statewide all-day kindergarten (\$134 million) and early learning scholarships to provide access to high-quality early learning opportunities (\$40 million).

Significant appropriations were made in property tax aids and credits programs. Spending in this area of the State budget was projected to be \$3.016 billion, \$305 million (11.3 percent) higher than forecast estimates. Spending in this area of the State budget represents 8 percent of total General Fund spending. Starting in FY 2015 the Legislature appropriated \$120 million per year in the property tax refund program, \$81 million per year in local government aid, \$40 million per year in country program aid and \$10 million per year in township aid. Starting in FY 2015 the State will also provide an additional \$15 million per year for direct aid to police and firefighter pension funds. The result of the legislative changes in the 2013 Legislative Session was an estimated \$301 million in lower property tax burden for calendar year 2014.

After legislative changes, health and human services spending was estimated to be \$11.440 billion, \$78 million (0.7 percent) higher than February forecast estimates. Health and human services spending accounts for 30

percent of total General Fund spending. Significant appropriations were made to increase eligibility for health care programs by expanding Medical Assistance (MA) coverage (\$270 million), reforming MinnesotaCare to align with new federal guidelines (\$85 million) and adding an MA autism benefit (\$13 million). These appropriations were financed by utilizing \$403 million in Health Care Access Fund resources. Additional appropriations of \$56 million were made in payments to providers of elderly and disabled individuals.

Higher education spending was now projected to be \$2.813 billion, \$249 million (9.7 percent) higher than previously forecast. \$69 million was provided to the Office of Higher Education, \$77 million to the University of Minnesota and \$102 million to MnSCU.

Jobs and economic development spending was estimated to total \$371 million, \$132 million (55.5 percent) higher than February's forecast. \$54 million was provided to programs to promote economic development and job growth. An additional \$26 million was appropriated to additional business, community and workforce development activities.

The Legislature also enacted a provision to accelerate the repayment of the school aid payment shift and the property tax recognition shift with FY 2013 year-end balances. In total, an estimated \$874 million was needed to repay the remaining shifts, \$287 million in the aid payment shift and \$587 million in the property tax recognition shift. \$1.919 billion has been repaid over three successive forecasts.

Reserves in Enacted Budget

General Fund reserves (Cash Flow Account and Budget Reserve) levels were unchanged in the enacted budget. Total General Fund reserves are \$1.006 billion: \$350 million in the Cash Flow Account and \$656 million in the Budget Reserve. The projected reserve balance in the Stadium Reserve Account was estimated to be \$27.807 million. As part of the cigarette and tobacco products tax increase, the Legislature provided a one-time deposit of the cigarette floor stocks tax (up to \$26.5 million) into the Stadium Reserve Account.

2013 Special Legislative Session – Current Biennium

During June 2013, torrential rain fall resulted in 18 Minnesota counties having major infrastructure damage to roads and bridges including highways on the state, county, and municipal systems. The State estimated damage to public infrastructure at \$17.8 million, with roads and bridges making up half of the total. A federal disaster declaration issued by President Obama for the 18 counties allowed for federal assistance for eligible projects, with the State and local governments contributing one-fourth of the total cost. A special legislative session was held on September 9, 2013 to appropriate additional funds to address the costs of repairing the damages caused by the flooding and a severe winter storm that occurred in April, 2013. Laws of 2013, First Special Session, Chapter 1 appropriated \$4.5 million to the Department of Public Safety for State and local match and \$219,000 was provided to the Department of Employment and Economic Development for disaster related costs. The \$4.719 million in new appropriations did not impact the bottom line because the legislation reduced unspent appropriations from previous disasters by \$4.719 million.

Preliminary Fiscal Year 2013 Close – Current Biennium

A provision in 2013 Session law requires that the entire FY 2013 ending balance be automatically used in FY 2014 to repay a portion of the estimated \$874 million remaining obligation from the K-12 payment and property recognition shifts enacted in the 2009-11 Legislative Sessions. It was reported that the FY 2013 ended with a preliminary General Fund balance of \$636 million. This ending balance carried forward into FY 2014 – however, it will not materially change the outlook for the Current Biennium. \$291.5 million was used to fully repay the aid payment shift to school districts, returning from an 86.4%/13.6% payment schedule to a 90%/10%. Additionally, \$343.5 million was used to reduce the property tax recognition shift percentage from 48.6% to 23.1%. The remaining \$1.1 million remained unspent due to rounding of the property tax recognition shift percentage and was added to the General Fund budgetary balance for the Current Biennium. The property tax recognition shift remaining to be repaid was an estimated \$224.6 million. School districts began receiving payments reflecting the 90%/10% payment schedule with the October 15, 2013 payment.

Current statutes that allocate any forecast balance for shift repayment remain unchanged for the November and February forecasts.

November 2013 Forecast – Current Biennium

When the Current Biennium budget was enacted last May, a \$46 million unspent balance remained. Two subsequent events did not materially alter that balance. A September Special Session reallocated \$4.5 million for disaster relief and did not impact the bottom line. FY 2013 closing at the end of September produced a \$636 million balance. However, that balance was directed by law to repay a portion of the outstanding school shifts, increasing FY 2014 spending by a like amount. These interim changes, incorporated in mid-October, yielded a \$47 million balance for the current budget, only \$1 million higher than projected at the end of the 2013 Legislative Session.

Forecast revenues were expected to be \$39.209 billion, \$787 million higher than previous estimates. The November 2013 forecast initially estimated spending to be \$38.807 billion, down \$247 million from October's estimates. Spending and revenue changes, along with a small net decline in reserves, resulted in an initial forecast balance of \$1.086 billion. Current law (M.S. 16A.152) allocated a portion of the forecast balance to completing buy back of the K-12 property tax recognition shift and repaying \$15 million that was borrowed from the State airports fund in 2008. After adjusting for the buybacks, spending was forecast to be \$39.067 billion, \$13 million more than previous estimates. The forecast completes repayment of accounting shifts from prior budget solutions, reducing the forecast balance to \$825 million.

Revenues: Higher revenues contributed \$787 million to forecast balance. Stronger employment and income growth in 2013 contributed to forecast revenue. Tax revenues for the Current Biennium were projected to be \$37.451 billion, \$824 million (2.2 percent) more than the February estimate adjusted for tax law changes. Transfers and all other revenues were expected to be \$1.758 billion, \$37 million (2.1 percent) below the prior forecast.

It was the first forecast of the Current Biennium revenues since the biennium began on July 1. After four months of collections, fiscal year-to-date receipts were \$5.686 billion, or about 15 percent of the total expected over the entire biennium. With 19 months left in the two-year budget, 85 percent of the forecast receipts were yet to be collected.

Current Biennium Forecast Revenues

(\$ in millions)

	October Estimate	November Forecast	\$ Change
Individual Income Tax	\$ 18,876	\$ 19,372	\$ 496
Sales Tax	10,130	10,194	64
Corporate	2,422	2,675	254
Statewide Property Tax	1,685	1,670	(16)
Other Taxes	<u>3,514</u>	<u>3,541</u>	<u>27</u>
Total Tax Revenues	36,627	37,451	824
All Other Revenues Transfers	<u>1,785</u>	<u>1,758</u>	<u>(37)</u>
Total Revenues	\$ 38,422	\$ 39,209	\$ 787

Higher income and corporate tax estimates were the source of 95 percent of the increase in tax revenue. The individual income tax showed the largest dollar amount increase over prior estimates, up \$496 million (2.6 percent), followed by the corporate income tax with an increase of \$254 million (10.5 percent). Expected sales tax revenue rose by \$64 million (0.6 percent).

The change in the income tax forecast since February was primarily due to an increase in MMB's estimate of tax liability for 2012, the base year for this forecast, and increased growth projections for some underlying economic variables, including wages and salaries and business income. The increase in projected corporate tax revenues reflects increased expectations for corporate profits growth.

Much of the tax on non-wage income is paid through estimated tax or through discretionary withholding. These payments are more difficult to predict than prescribed withholding on wages and salaries. Because taxpayers affected by Minnesota's new fourth income tax bracket report a higher share of income from non-wage sources, a larger share of total income tax receipts now are being collected through payment streams that are harder to forecast.

Expenditures: Forecast spending declined \$247 million, but was offset by shift buybacks. General Fund spending for the Current Biennium was forecast to be \$38.807 billion, down \$247 million (0.6 percent) from previous estimates. After the required shift repayments are reflected, net General Fund spending remains largely unchanged, increasing by \$13 million.

Forecast health and human services spending was \$117 million (1.0 percent) below previous estimates, and accounted for nearly one-half of the total change in forecast spending. Health care program enrollment and cost assumptions remained largely unchanged, but for a notable reduction in cost growth in the Community Alternatives for Disabled Individuals waiver. The remaining savings reflects reduced payments to the federal government and the recognition of inter-governmental reimbursements based upon recent federal approval. Previous assumptions regarding the impact of federal and State health care reform remain constant in the General Fund forecast.

Current Biennium Forecast Expenditures

(\$ in millions)

	<u>October</u> <u>Estimate</u>	<u>November</u> <u>Forecast</u>	\$ <u>Change</u>
K-12 Education	\$16,419	\$16,409	\$(10)
Property Tax Aids & Credits	3,017	2,946	(70)
Health & Human Services	11,445	11,327	(117)
Debt Service	1,280	1,252	(28)
All Other	6,893	6,872	(21)
Forecast Spending	\$39,054	\$38,806	\$(247)
School Shift Buyback		246	246
Repay Airports Fund		15	15
Total Spending (after buybacks)		\$39,067	\$13

Savings in other spending areas were modest. Forecast K-12 education aids declined \$10 million prior to the shift buyback. A small increase in pupil units was more than offset by minor changes in other general education and categorical aid factors. Reduced property tax refund estimates, due to lower participation and lower average refunds, contributed to a \$70 million decline in property tax aids. Forecast debt service was reduced \$28 million, due to multiple factors affecting the calculation of debt service costs.

Reserves: In October, General Fund reserves were \$1.006 billion -- \$350 million in the Cash Flow Account and \$656 million in the Budget Reserve. The Budget Reserve increased slightly in the forecast. Under current law (M.S. 79.251 Subd. 1) any excess surplus in the workers' compensation assigned risk plan is deposited to the General Fund and directed to the Budget Reserve. The total excess surplus was \$14 million; however, \$10 million was incorporated into the Current Biennium budget solution – adding just under \$5 million to the Budget Reserve.

In October, the Stadium Reserve had a balance of \$27 million. Based on expected stadium expenditures, the reserve was projected to be \$18 million at the end of FY 2015, down \$9 million from previous estimates. Overall the result of November 2013 forecast is a net decline in total General Fund reserves of \$5 million for the current biennium.

February 2014 Forecast – Current Biennium

A stronger U.S. economic outlook was mirrored in the February 2014 Budget and Economic forecast. Positive year-to-date revenue collections combined with ongoing improvement in Minnesota's economy contributed to higher projected revenues for the remaining 16 months of the current biennium. Forecast revenues were up \$366

million compared to previous estimates, largely due to projected increases in income and sales tax collections. Forecast spending was down \$48 million due in part to savings in K-12 education aids and property tax refund programs. After transferring \$6 million to the stadium reserve, the changes left a projected \$1.233 billion balance for the Current Biennium.

Revenues

Higher revenues contributed \$366 million to the forecast balance. Tax revenues for the Current Biennium were projected to be \$37.813 billion, \$362 million (1.0 percent) more than forecast in November. Transfers and all other revenues were expected to be \$1.762 billion, \$4 million (0.2 percent) above the prior forecast.

Higher income and sales tax estimates were the source of almost all of the net increase in expected tax revenues. The individual income tax showed the largest dollar amount increase over prior estimates, up \$188 million (1.0 percent), followed by the sales tax with an increase of \$167 million (1.6 percent). A small \$38 million (1.4 percent) increase in projected corporate tax collections was largely offset by a \$31 million net reduction from minor changes to estimates for all other tax sources.

The change in the income tax forecast since November was primarily due to an increase in MMB's estimate of final liability for 2012, the base year for the forecast, and increased growth projections for some underlying economic variables, including business income. At the time of the forecast, individual estimated income tax payments had been higher than expected, but most of this increase was likely due to taxpayers changing the timing of their payments, rather than higher tax liabilities.

The increase in projected net sales tax revenues arises primarily from higher projected growth in economic activity and higher-than-expected recent sales tax receipts. However, because of uncertainty about the impact of recent law changes, the forecast does not reflect the higher growth rates implied by actual year-to-date receipts.

Expenditures

Forecast spending declined \$48 million (0.1 percent). Total projected General Fund expenditures and transfers were expected to be \$39.019 billion for the Current Biennium. Forecast health and human services spending was largely unchanged from the prior forecast, up \$16 million (0.1 percent). Overall health care program enrollment and cost assumptions remained largely unchanged. Savings from lower payment rates for basic care for individuals with disabilities were more than offset by a \$50 million transfer to the Health Care Access Fund required by law and an \$8 million cost of delaying nursing facility level of care changes.

Savings in other areas of State spending were modest. Forecast K-12 education aids decreased \$29 million. A small increase in pupil units was more than offset by minor changes in forecast compensatory aid and minor changes to other school aid factors. Reduced property tax refund estimates, due to lower participation and a small growth in income projections, contributed to a \$24 million decline in property tax aids.

Forecast debt service on State general obligation bonds was largely unchanged, while a \$12 million decline in all other spending includes \$6 million in savings for the current biennium from the stadium bonds issued in January.

Reserves

General Fund reserves total \$1.011 billion, unchanged from previous estimates. This amount represented 2.6 percent of total General Fund Revenue for the Current Biennium. The reserves include \$350 million in the Cash Flow Account and \$661 million in the Budget Reserve.

The balance in the Stadium Reserve was expected to be \$23 million at the end of the Current Biennium, \$6 million above previous estimates. While forecast gambling revenues remain largely unchanged, stadium-related spending is lower. The bond sale that provided \$498 million in financing for the public portion of the stadium project resulted in lower than anticipated debt service costs.

End of 2014 Legislative Session – Current Biennium

The February Economic and Budget Forecast projected a budget balance of \$1.233 billion for the Current Biennium. Changes enacted in the 2014 Legislative Session included \$482 million in tax reductions and other revenue changes, \$568 million in supplemental spending and a \$150 million increase to the Budget Reserve. As a result, the Current Biennium's projected budgetary balance is \$32 million.

Revenues

The enacted budget changes reduced General Fund revenues by \$482 million. Net General Fund revenues are now expected to be \$39.092 billion, 1.2 percent lower than February's estimates. In total, tax revenues projections for the Current Biennium were reduced \$495.8 million or 1.3 percent compared to previous projections. The majority of the change occurred in income, sales and corporate taxes, as well as gift and estate taxes. Changes to all other non-tax General Fund revenues were minimal and included a \$10.5 million transfer from the workers' compensation assigned risk fund.

Sales tax changes included a repeal of the 'business to business' taxes enacted in the 2013 Legislative Session. Sales taxes on electronic and commercial equipment and repair and warehousing and storage services were repealed, and a sales tax exemption for telecommunications equipment was reinstated. An exemption for local government purchases was expanded and the requirement for businesses to remit accelerated tax payments annually in June was reduced. The enacted changes reduced sales tax estimates for the Current Biennium by \$209.2 million.

Changes were made to conform Minnesota tax code to federal tax law for multiple income and corporate tax provisions including the standard deduction for married filers, education expenses, homeownership provisions, child and dependent care credit, and charitable contributions. These changes along with other tax provisions, including modifications to the working family tax credit, lowered individual and corporate income tax projections by a total of \$238.5 million in the Current Biennium.

Legislation repealed the gift tax enacted in the 2013 Legislative Session and modifications were made to estate tax rates and exemptions. This reduced tax revenue collections \$42.7 million for the Current Biennium.

Expenditures

Spending was increased \$568.4 million (1.5 percent), with expenditures for the Current Biennium now projected to be \$39.587 billion. Supplemental budget changes were made across State and local government programs; however, the increases in spending were primarily in K-12 education, local aids and credits, health and human services, capital projects, jobs and economic development.

- K-12 Education: Increased the general education formula by \$25 per pupil adding \$23.4 million to spending in the Current Biennium. \$9.0 million was provided to school districts to offset costs for teacher evaluation and \$9.3 million was provided for early learning scholarships and early childhood family education aid.
- Local Aids and Credits/Property Tax Relief: Enacted a one-time \$24.6 million increase in property tax refunds and a \$16.9 million increase in agriculture market value credits.
- Health and Human Services: Increased home and community-based service provider rates by five percent (\$80.4 million) in the Current Biennium and provided increases for State Operated Services and the Sex Offender program totaling \$13.2 million.
- Capital Projects: Appropriated \$198.7 million in one-time funding to twelve State agencies for program and projects typically funding with general obligation debt.
- Jobs and Economic Development: Funded a one-time \$20 million broadband development grant program and appropriated \$20 million on a one-time basis for low-income home energy cost assistance.
- All Other: Increased spending in all other areas of the budget totaled \$104.9 million and included \$26.7 million in higher education, \$35.9 million in public safety and judiciary, \$15.3 million transportation, \$6.6 million in environment and agriculture, \$19.1 million in State government and \$1.3 million in debt service. Additional spending in State government included \$14.4 million per

year beginning in FY 2015 to fund the merger of the Duluth Teacher's Retirement plan with the statewide Teacher's Retirement Association.

Reserves

Legislation enacted in the 2014 Session included multiple changes to reserve levels and policy. In FY 2015 the budget reserve was increased by \$150 million to \$811 million. No changes were made to the cash flow account level of \$350 million. General Fund reserves for the Current Biennium total \$1.161 billion. Statutory changes governing the Budget Reserve set a target level of approximately 10 percent of annual revenues, permit the target level to adjust to changes in revenues and created an automatic process to dedicate one-third of future forecast balances to the Budget Reserve to meet reserve target levels.

July Revenue and Economic Update

Minnesota's net General Fund receipts for FY 2014 are now estimated to total \$19.258 billion, \$168 million (0.9 percent) more than projected in the February 2014 Budget and Economic Forecast adjusted for legislative changes. State revenues for the final quarter of FY 2014 were \$235 million more than forecast. Higher than expected individual income tax receipts more than account for the total revenue variance, with positive variances in the general sales tax and other revenues nearly offsetting a shortfall in corporate taxes. General Fund revenues in FY 2014 are now estimated to be 7.3 percent greater than in FY 2013.

This update includes the first reporting of tax year 2013 income tax refunds and final payments. About 80 percent of the \$181 million individual income tax variance appears to be due to higher than expected tax year 2013 tax liability. Payments accompanying final 2013 tax returns were about \$71 million more than forecast, and individual income tax refunds were about \$93 million less than prior estimates. Some of the additional tax liability may be due to larger than expected capital gains realizations and non-wage income in 2013. Variances in receipts from non-resident partners, non-resident S-Corp shareholders, fiduciaries, withholding, estimated tax, and accounts receivable explain the remainder of the individual income tax variance.

Net general sales tax receipts ended FY 2014 \$34 million (0.7 percent) above forecast. Gross general sales tax receipts exceeded projections by \$77 million (1.5 percent). Some of the additional revenue may be due to the timing of payments, since the majority appeared in June. If taxpayers did not fully adjust to new rules for the acceleration of June sales tax payments, the positive variance may reverse in coming months. Higher than anticipated general sales tax refunds reduce the net sales tax variance. Corporate tax receipts for FY 2014 were \$53 million (4.0 percent) less than projected. The corporate tax is the most volatile of the major taxes, and variances of this magnitude are not unusual.

All FY 2014 results are preliminary and subject to change. The State's fiscal year that ended June 30, will officially close on August 15, 2014. A complete reporting of FY 2014 revenues will be part of October's Revenue and Economic Update. The next official forecast will be released in early December 2014.

2014 Flooding

Beginning on June 11, 2014, persistent and heavy rainfall caused widespread flooding across Minnesota. As a result several counties have major damage to public infrastructure, including roads and bridges and wastewater facilities. The Governor declared a state of emergency and Minnesota requested a federal disaster declaration from U.S. Department of Homeland Security's Federal Emergency Management Agency (FEMA). As of August 1, 2014 a federal disaster declaration has been made for 32 counties and two tribal governments. Additional counties may be added to the declaration as the preliminary damage assessments are completed. The total extent of the damage is unknown and the State's funding commitment for public assistance has yet to be defined. Forty counties have completed or are in the process of completing preliminary damage assessments in order to apply for FEMA assistance. Preliminary damage estimates for these counties total more than \$36 million. In counties where a federal disaster declaration is provided, FEMA would pay for 75 percent of approved costs and the State would pay for 25 percent.

Current Biennium Estimates – Revenues and Expenditures

The following table displays a summary of the estimated amounts of revenues and expenditures allocable to the General Fund for the Current Biennium based on the end of the 2014 Legislative Session. Authorized expenditures are presented by function, consistent with generally accepted accounting principles for reporting purposes.

CURRENT BIENNIA GENERAL FUND ESTIMATES OF REVENUES AND EXPENDITURES END OF 2014 LEGISLATIVE SESSION (\$ in Thousands)			
	Fiscal Year 2014	Fiscal Year 2015	Current Biennium
Forecast Resources			
Prior Year Ending Balance (1)	1,711,915	1,337,919	1,711,915
Net Non-dedicated Revenues	19,090,126	19,672,303	38,762,429
Dedicated Revenues	189	1	190
Transfers From Other Funds	188,442	91,053	279,495
Prior Year Adjustments	25,000	25,000	50,000
Subtotal Current Resources	19,303,757	19,788,357	39,092,114
Total Revenues Plus Prior Year Ending Balance	21,015,672	21,126,276	40,804,029
Authorized Expenditures & Transfers			
K-12 Education	8,472,900	8,206,418	16,679,318
Higher Education	1,392,346	1,448,065	2,840,411
Property Tax Aids & Credits	1,326,697	1,642,741	2,969,438
Health & Human Services	5,573,973	5,878,936	11,452,909
Public Safety & Judiciary	974,280	1,010,724	1,985,004
Transportation	150,195	119,140	269,335
Environment & Agriculture	154,928	170,314	325,242
Jobs, Economic Development, Housing & Commerce	232,733	205,624	438,357
State Government & Veterans	502,764	479,429	982,193
Debt Service	619,935	634,057	1,253,992
Capital Projects	281,923	129,180	411,103
Cancellation Adjustment	(5,110)	(15,000)	(20,110)
Subtotal Expenditures & Transfers	19,677,564	19,909,628	39,587,192
Dedicated Revenue Expenditures	189	1	190
Total Expenditures and Transfers	19,677,753	19,909,629	39,587,382
Balance Before Reserves	1,337,919	1,216,647	1,216,647
Cash Flow Account	350,000	350,000	350,000
Budget Reserve	660,992	810,992	810,992
Stadium Reserve	37,444	23,392	23,392
Budgetary Balance	289,483	32,263	32,263

⁽¹⁾ On a budgetary basis, Fiscal Year 2013 ended with an Unrestricted General Fund balance of \$1.712 billion and an Unreserved Accounting General Fund balance of \$636 million.

The following table sets forth by source the forecast amounts of non-dedicated revenues allocable to the General Fund for the Current Biennium.

CURRENT BIENNIAL
GENERAL FUND- ESTIMATES OF NONDEDICATED REVENUES
END OF 2014 LEGISLATIVE SESSION
(\$ in Thousands)

	Fiscal Year 2014	Fiscal Year 2015	Current Biennium
Net Nondedicated Revenues:			
Income Tax - Individual	9,465,530	9,860,175	19,325,705
Income Tax - Corporate	1,337,318	1,371,599	2,708,917
Sales Tax	5,007,155	5,144,534	10,151,689
Statewide Property Tax	832,057	833,304	1,665,361
Estate Tax	173,400	163,800	337,200
Liquor, Wine & Beer	82,860	85,110	167,970
Cigarette & Tobacco	593,271	576,277	1,169,548
Mining	12,505	14,000	26,505
Mortgage Registry Tax	99,341	95,831	195,172
Deed Transfer Tax	88,319	99,355	187,674
Gross Earnings Taxes	349,478	364,124	713,602
Lawful Gambling Taxes	40,900	42,100	83,000
Medical Assistance Surcharges	289,219	306,700	595,919
Tobacco Settlements	164,529	163,016	327,545
Investment Income	4,600	5,200	9,800
DHS SOS Collections	54,400	57,450	111,850
Lottery Revenue	60,458	60,613	121,071
Departmental Earnings	186,046	185,688	371,734
Fines & Surcharges	85,391	84,635	170,026
All Other Nondedicated Revenue	170,382	164,625	335,007
Tax and Non-Tax Refunds	(7,033)	(5,833)	(12,866)
Total Net Nondedicated Revenues	19,090,126	19,672,303	38,762,429

HISTORICAL AND PROJECTED REVENUE AND EXPENDITURE GROWTH

The following tables display historical and projected General Fund revenue and expenditure growth by year for the General Fund for the Previous Biennium and the Current Biennium. Information is provided by major revenue and expenditure categories based on the changes enacted in the 2014 Legislative Session.

HISTORICAL AND PROJECTED REVENUE GROWTH END OF 2014 LEGISLATIVE SESSION (\$ in Millions)

	Actual FY 2010	Actual FY 2011	Actual FY 2012	Closing FY 2013	Estimated FY 2014	Estimated FY 2015	Average Annual
Individual Income Tax	\$6,531	\$7,529	\$7,972	\$9,013	\$9,466	\$9,860	
\$ change	998	443	1,041		453	394	
% change	15.3%	5.9%	13.1%		5.0%	4.2%	8.6%
Sales Tax	4,177	4,403	4,678	4,774	5,007	5,145	
\$ change	226	275	96		233	138	
% change	5.4%	6.2%	2.1%		4.9%	2.8%	4.3%
Corporate Tax	664	925	1,044	1,281	1,337	1,371	
\$ change	261	119	237		56	34	
% change	39.3%	12.9%	22.7%		4.4%	2.5%	15.6%
Statewide Property Tax	767	767	799	811	832	833	
\$ change	0	32	12		21	1	
% change	0.0%	4.2%	1.5%		2.6%	0.1%	1.7%
Other Tax Revenue	1,227	1,231	1,158	1,268	1,723	1,742	
\$ change	4	(73)	110		455	19	
% change	0.3%	-5.9%	9.5%		35.9%	1.1%	7.3%
Total Tax Revenue	\$13,366	\$14,855	\$15,651	\$17,147	\$18,365	\$18,951	
\$ change	1,489	796	1,496		1,218	586	
% change	11.1%	5.4%	9.6%		7.1%	3.2%	7.2%
Non-Tax Revenues	805	808	774	798	725	721	
\$ change	3	(34)	24		(73)	(4)	
% change	0.4%	-4.2%	3.1%		-9.1%	-0.6%	-2.2%
Transfers, All Other	448	521	661	711	214	116	
\$ change	73	140	50		(497)	(98)	
% change	16.3%	26.9%	7.6%		-69.9%	-45.8%	-23.7%
Total Revenue	\$14,619	\$16,184	\$17,086	\$18,656	\$19,304	\$19,788	
\$ change	1,565	902	1,570		648	484	
% change	10.7%	5.6%	9.2%		3.5%	2.5%	6.2%

HISTORICAL AND PROJECTED SPENDING GROWTH
END OF 2014 LEGISLATIVE SESSION
(*\$* in Millions)

	Actual FY 2010	Actual FY 2011	Actual FY 2012	Closing FY 2013	Estimated FY 2014	Estimated FY 2015	Average Annual
K-12 Education	\$5,338	\$6,078	\$6,616	\$8,870	\$8,473	\$8,206	
\$ change		740	538	2,254	(397)	(267)	
% change		13.9%	8.9%	34.1%	-4.5%	-3.2%	9.0%
Higher Education	1,456	1,357	1,275	1,295	1,392	1,448	
\$ change		(99)	(82)	20	97	56	
% change		-6.8%	-6.0%	1.6%	7.5%	4.0%	-0.1%
Prop. Tax Aids & Credits	1,614	1,401	1,457	1,320	1,327	1,643	
\$ change		(213)	56	(137)	7	316	
% change		-13.2%	4.0%	-9.4%	0.5%	23.8%	0.4%
Health & Human Services	4,104	4,323	5,385	5,208	5,574	5,879	
\$ change		219	1,062	(177)	366	305	
% change		5.3%	24.6%	-3.3%	7.0%	5.5%	7.5%
Public Safety	856	946	883	958	974	1,011	
\$ change		90	(63)	75	16	37	
% change		10.5%	-6.7%	8.5%	1.7%	3.8%	3.4%
Debt Service	429	401	192	223	620	634	
\$ change		(28)	(209)	31	397	14	
% change		-6.5%	-52.1%	16.1%	178.0%	2.3%	8.1%
All Other	830	829	772	865	1,318	1,089	
\$ change		(1)	(57)	93	453	(229)	
% change		-0.1%	-6.9%	12.0%	52.4%	-17.4%	5.6%
Total Spending	\$14,627	\$15,335	\$16,580	\$18,739	\$19,678	\$19,910	
\$ change		708	1,245	2,159	939	232	
% change		4.8%	8.1%	13.0%	5.0%	1.2%	6.4%

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BUDGET PLANNING ESTIMATES

Next Biennium

Planning estimates for the Next Biennium are based on the February forecast adjusted for actions in the 2014 Legislative Session. These planning projections contain revised revenue and expenditure estimates for the Next Biennium based on information about the national and State economic outlook, caseloads, enrollments, cost projections, and the enacted budget for the Current Biennium. The projection methods are different for the Next Biennium and the longer-term estimates carry a higher degree of uncertainty and a larger range of potential error.

General Fund revenues are estimated to be \$42.292 billion which is \$3.200 billion (8.2 percent) higher than estimates for the Current Biennium. Tax and other revenue changes enacted in the 2014 Legislative Session reduced General Fund revenue projections by \$991.0 million compared to previous estimates for the Next Biennium. The legislative changes reduced estimates for sales tax collections by \$536.2 million (4.7 percent) and income tax by \$314.4 million (1.4 percent).

Income and sales tax collections are anticipated to grow by \$2.506 billion (13.0 percent) and \$727.0 million (7.2 percent) respectively. The revenue planning estimates are not explicit forecasts; they are extrapolations from projected trends in the economy updated for legislative actions. The projections are based on Global Insight's (GI) baseline forecast for the February 2014 Forecast, which assumes that U.S. real GDP will grow 3.4 percent in 2016 and 3.1 percent in 2017. Even small deviations from the assumed trend over four years will compound and produce sizeable changes in revenues.

General Fund spending is projected to be \$41.745 billion, \$2.158 billion (5.4 percent) higher than estimates for the Current Biennium. Changes in the 2014 Session increased spending estimates by \$1.060 billion compared to February 2014 Forecast estimates. Legislative changes increased spending estimates by \$145.2 million (0.9 percent) in K-12 education and \$655.1 million (5.2 percent) in health and human services compared to February's planning estimates for the Next Biennium. 2014 Session changes moved a portion of Medical Assistance costs from the Health Care Access Fund to the General Fund in the Next Biennium accounting for \$403.6 million of the increase.

Two areas of the budget, health and human services and property tax aids and credits account for nearly all of the growth in projected spending compared to the Current Biennium. Health and human services programs are expected to cost \$1.747 billion (15.3 percent) above Current Biennium levels, while property tax aids and credits programs are expected to be \$401.8 million (13.5 percent) higher. Spending projections only include increases incorporated in current law to education aids, health care and local aid/property tax relief programs based on enrollment, caseload and current law formula provisions.

General Fund revenues are projected to exceed estimated General Fund expenditures by \$547.8 million for the Next Biennium. The impact of inflation is not reflected in expenditure projections beyond those incorporated in forecast health care programs. Based on the February 2014 Forecast the consumer price index (CPI) is projected to increase 1.7 percent in FY 2016 and 1.8 percent in FY 2017. Annual inflation increases, if recognized, would add approximately \$351 million to FY 2016 spending estimates and more than \$745 million to FY 2017 spending estimates.

Revenue and spending estimates for the Next Biennium will be updated with the November 2014 Budget and Economic Forecast.

GENERAL FUND REVENUE SOURCES

Tax Sources

The State's principal sources of non-dedicated revenues are taxes of various types. A description of the major taxes is set forth below.

Income Tax: The income tax rate schedules for 2014 consist of four income brackets having tax rates of 5.35 percent, 7.05 percent, 7.85 percent and 9.85 percent as shown below. The tax brackets are indexed annually for inflation, as measured by the National CPI. The base of the tax is federal taxable income, with selected additions and subtractions. There is an income exclusion for low-income elderly and disabled taxpayers. The exclusion phases out as adjusted gross income and nontaxable sources of income rise. Two earner couples are entitled to a non-refundable credit against tax liability to offset the additional tax liability that results from the “married joint” filing status as opposed to the “single” filing status. The maximum credit per return to offset this “marriage penalty” is \$1,393.04. In addition, the State tax code contains a refundable child care credit, a working family credit, and an education credit all targeted at low income parents. An alternative minimum tax is imposed on Minnesota alternative minimum taxable income or AMTI (which is similar to federal alternative minimum taxable income) at a flat rate of 6.75% on AMTI in excess of an exemption amount, to the extent the minimum tax exceeds the regular tax.

SINGLE FILER

Taxable Income	Tax
on the first \$24,680	5.35 percent
on all over \$24,680 but not over \$81,080	7.05 percent
on all over \$81,080 but not over \$152,540	7.85 percent
on all over \$152,540	9.85 percent

MARRIED FILING JOINTLY

Taxable Income	Tax
on the first \$36,080	5.35 percent
on all over \$36,080 but not over \$143,350	7.05 percent
on all over \$143,350 but not over \$252,240	7.85 percent
on all over \$252,240	9.85 percent

Married individuals filing separate returns, estates and trusts must compute their income tax by applying married rates, except that the income brackets will be one-half of the above amounts.

HEAD OF HOUSEHOLD

Taxable Income	Tax
on the first \$30,390	5.35 percent
on all over \$30,390 but not over \$122,110	7.05 percent
on all over \$122,110 but not over \$203,390	7.85 percent
on all over \$203,390	9.85 percent

Sales and Use Tax: The sales tax rate of 6.875% is applicable to most retail sales of goods with the exception of food, clothing, and drugs. Purchases made by non-profit organizations and the federal government and school districts are exempt. In November 2008, Minnesota voters voted to amend the constitution to raise the sales tax rate beginning on July 1, 2009 by 3/8 of 1 percentage point. The proceeds from the incremental increase are dedicated to funds other than the General Fund for the purpose of protecting the environment and preserving Minnesota’s arts and cultural heritage. The new general statewide rate is 6.875%. The 3/8 of 1 percentage point increment will be in place through 2034. In the 2013 Legislative Session provisions were passed to expand the sales tax base to include: business equipment repair, cable television and communications equipment and business

related warehousing and storage services. In the 2014 Session these three provisions were repealed. In the 2014 Session a provision was passed that changed the timing of the payment of June sales tax liability, the effect was a onetime revenue reduction. In the 2013 Session the legislature changed a provision in law which gives a refund for sales taxes paid on certain capital equipment to an upfront exemption of the sales tax. In the 2014 Session the effective date of the aforementioned provision was delayed from September 1, 2014 to July 1, 2015.

Statewide Property Tax: A State general property tax is levied on commercial and industrial property, public utility property, unmined iron ore property, and seasonal recreational property, including cabins. Electric generation attached machinery and property located at the Minneapolis-St. Paul International Airport and the St. Paul Airport are exempt from this tax. The tax is levied at a uniform rate across the State. The levy amount is adjusted annually for the increase, if any, in the implicit price deflator for government consumption expenditures and gross investment for State and local governments prepared by the U.S. Bureau of Economic Analysis.

Corporate Franchise Tax: A flat tax rate of 9.8% is imposed on corporate taxable income. Beginning in 2014, corporations apportion their income to Minnesota solely on the basis of sales in Minnesota. Prior to 2014 a three factor formula of property, payroll and sales had been used. That formula was phased out between 2007 and 2014. An alternative minimum tax is imposed on Minnesota alternative minimum taxable income (which is similar to federal alternative minimum taxable income) at a flat rate of 5.8%, to the extent the minimum tax exceeds the regular tax. In the 2013 Legislative Session numerous changes were made to the corporate income tax. Among the significant provisions were: 1) the repeal of special rules for foreign operating corporations, 2) the repeal of the exclusion for foreign royalties, 3) An increase in the minimum fee, 4) a broadened definition of sales to include the sales of no-nexus subsidiaries of corporations subject to Minnesota tax, 5) a change in the Research & Development credit from refundable to non-refundable, and 6) a provision that subjects the income of foreign entities who elect not to be treated as corporations, that are part of a unitary business taxable in Minnesota, and whose income is included in federal taxable to Minnesota tax.

Beginning in Tax Year 2002, Minnesota required 80% of federal “bonus depreciation” be added to taxable income and then deducted in five equal parts over the next five years. The effect of this provision is to negate the revenue loss that would otherwise result from federal “bonus depreciation”.

A fee is imposed as a part of the franchise tax liability. The fee is in addition to the regular and alternative minimum tax. The amount of the fee is based on the sum of Minnesota property, payroll and sales. The 2013 legislature adjusted the fee schedule and indexed the dollar amounts for inflation, based on the consumer price index. The fee schedule for tax year 2013 is shown below:

Fee Basis	Amount of Fee
Less than \$930,000	\$0
\$930,000 to \$1,869,999	\$190
\$1,870,000 to \$9,339,999	\$560
\$9,340,000 to \$18,679,999	\$1,870
\$18,680,000 to \$37,359,999	\$3,740
\$37,360,000 million or more	\$9,340

Insurance Gross Earnings Tax: A tax is imposed on the gross premium revenue of insurance companies at the following rates:

1.5%	Life insurance
2.0%	Domestic and foreign company premiums.
1.0%	Mutual property and casualty companies with assets of 5 million or less on 12/31/89.
1.26%	Mutual property and casualty companies with assets in excess of 5 million but less than 1.6 billion on 12/31/89.
3.0%	Surplus line agents.
0.5%	Surcharge on homeowners insurance, commercial fire and commercial nonliability insurance premiums.
2.0%	Surcharge on fire premiums for property located in cities of the first class.
1.0%	Health Maintenance Organizations.

Motor Vehicle Sales Tax: Motor vehicle sales, new and used, are exempt from the sales and use tax, but are subject to a 6.5% motor vehicle sales tax. The tax is collected at the time of title registration or transfer. Beginning in Fiscal Year 2012, 100% of the collections are dedicated to transportation related funds.

Liquor, Wine and Fermented Malt Beverages Tax: Liquor is taxed at \$5.03 per gallon. Wine is taxed at rates that vary from \$.30 per gallon to \$3.52 per gallon, depending on the alcohol content. Beer is taxed at \$2.40 per 31-gallon barrel for beer with alcoholic contents of 3.2% by volume or less, and \$4.60 per 31-gallon barrel for strong beer.

A tax of 2.5% is imposed on alcoholic beverages sold at retail; this is in addition to the 6.875% sales tax on alcoholic beverages.

Cigarette and Tobacco Products Tax: Laws passed in the 2013 Legislative Session made significant changes to the Cigarette and Tobacco taxes. Effective July 1 2013, the Cigarette tax is 2.83 per pack and adjusted annually to match changes in the average price of cigarettes sold in Minnesota. In addition a pack is subject to a tax in lieu of sales tax of 49.3 cents, which is adjusted annually to match changes in the average price of cigarettes sold in Minnesota. Effective July 1 2013 the tax on tobacco products is 95% of the wholesale price. A one-time floor stocks tax is imposed on cigarettes in the inventory of wholesalers and retailers on July 1, 2013 equal to the increase in the tax enacted in 2013. An electronic cigarette or e-cigarette is a device that simulates smoking tobacco. Electronic cigarettes ("e-cigarettes") and e-juice (fluid in cartridges used with e-cigarettes, some containing nicotine) are considered tobacco products and are subject to the Tobacco tax.

Estate Tax: The tax base is the federal gross estate less various exemptions and deductions, multiplied by the percentage of the decedent's total property that has a Minnesota situs. In the 2013 Session the legislature imposed a gift tax to complement the estate tax; in the 2014 Session that provision was repealed retroactive to its effective date. Also in the 2014 Session, the legislature enacted a new estate tax rate schedule that unlike the old one is independent of pre-existing federal law. The new rate schedule has an exemption amount that rises in annual steps of \$200,000 from \$1.2 million for 2014 deaths to \$2 million for 2018 deaths and tax rates ranging from nine percent to sixteen percent.

Mortgage Tax: A tax of 23 cents is imposed on each \$100 dollars of debt secured by real property. Ninety-seven percent of the proceeds go to the State's General Fund and three percent to the county in which the property is located.

Deed Tax: A tax of .0033% per \$500 or \$1.65 for increments less than \$500 of consideration is imposed on the transfer of real estate by any deed, instrument, or writing. Ninety-seven percent of the proceeds go to the State's General Fund and three percent to the county in which the property is located.

Gambling Tax: A 6% tax is imposed on the takeout of pari-mutuel horse races at licensed tracks. The takeout is 17% of straight pools and 23% for multiple pools.

The Stadium Legislation passed in 2012 substantially changed the State's gambling tax structure. The Stadium Legislation imposes a new tax on net gambling receipts -- gross receipts less prizes paid (see table below). The Stadium Legislation authorizes two new types of electronic charitable gambling: electronic linked bingo and electronic pull tabs.

The new tax structure is as follows:

Net Receipts Tax on Existing Bingo, Raffles, Paddlewheels	8.5%
New Net Receipts Tax on All Pull-tabs, All Tipboards Except Sports Tipboards, and Electronic Linked Bingo (taxed on an organization basis)	
Not over \$87,500	9.0%
Over \$87,500, but not over \$122,500	18.0%
Over \$122,500, but not over \$157,500	27.0%
Over \$157,500	36.0%
Sports-themed Tipboards	exempt

Rental Motor Vehicle Tax: In addition to the general sales tax a 6.2 percent sales tax is imposed on the lease or rental, on a daily or weekly basis, of a passenger automobile, van or pickup truck.

Taconite and Iron Ore Occupation Tax: The base of the occupation tax is the value of the ore less expenses required to convert it into marketable quality. Beginning in tax year 2006, the rate of the tax was 2.45%. For purposes of the corporate franchise tax apportionment formula, transfers of ore are deemed to be Minnesota sales.

Health Care Provider Tax: A tax is imposed upon licensed nursing homes, hospitals, and health maintenance organizations, including a \$2,815 tax per licensed nursing home bed, a 1.56% tax on the net patient revenue of hospitals (excluding Medicare revenue), and a 0.6% tax on the total premium revenue of health maintenance organizations.

Other Sources

In addition to the major taxes described above, other sources of non-dedicated revenues include minor taxes, unrestricted grants, certain fees and charges of State agencies and departments, and investment income.

The General Fund receives no unrestricted federal grants. The only federal funds deposited into the General Fund are to reimburse the State for expenditures on behalf of federal programs.

Under the Stadium Legislation, proceeds of certain special sales, liquor, lodging and restaurant taxes imposed by the City of Minneapolis under Minnesota Laws 1986, Chapter 396, as amended, are to be deposited in the General Fund each year from 2021 through 2046 in an aggregate present value amount of \$150,000,000, plus certain specified amounts each year for the purpose of paying a portion of annual operating costs and contributions to a capital reserve for the stadium project authorized by the Stadium Legislation.

Tobacco Settlement

On May 8, 1998, the State of Minnesota settled a lawsuit initiated against several tobacco companies. The settlement agreement as amended as of June 1, 2001 (the “Minnesota Agreement”), between the Attorney General of the State and the then-existing four largest United States cigarette manufacturers, Philip Morris, Reynolds Tobacco, Lorillard and B&W (collectively, the “Settling Defendants”)¹, requires the Settling Defendants to make annual payments to the State. The payments are to be made at the beginning of the calendar year and are scheduled into perpetuity. These amounts are adjusted based on volume of tobacco products sold and the Consumer Price Index as indicated in the settlement documents. Payments made pursuant to the Minnesota Agreement are made to an account designated in writing by the State, which is an account within the General Fund of the State Treasury. The increased use of e-cigarettes may have an impact on the tobacco revenues.

Pursuant to the Minnesota Agreement, the State agreed to settle all its past, present and future smoking-related claims against the Settling Defendants in exchange for agreements and undertakings by the Settling Defendants concerning a number of issues. These issues include, among others, making payments to the State, abiding by more stringent advertising restrictions, funding educational programs, ensuring public access to court documents and files and requiring disclosure of certain payments to lobbyists, all in accordance with the terms and conditions set forth in the Minnesota Agreement.

The Minnesota Agreement requires that the Settling Defendants make two types of payments, “Initial Payments” due in the years 1998 through 2003 and “Annual Payments due in 1998 and continuing in perpetuity, which historical payments are set forth in the table that follows, as well as certain court-administered payments. The base amount of these payments (with the exception of the up-front Initial Payments) are subject to certain adjustments (including those for inflation and volume), which could be material.

¹ On January 5, 2004, Reynolds American Inc. was incorporated as a holding company to facilitate the combination of the U.S. assets, liabilities and operations of B&W with those of Reynolds Tobacco, which occurred on June 30, 2004. References herein to the “Settling Defendants” mean, for the period prior to June 30, 2004, collectively, Philip Morris, Reynolds Tobacco, B&W and Lorillard and for the period on and after June 30, 2004, collectively Philip Morris, Reynolds American and Lorillard.

Payments required to be made by the Settling Defendants are calculated by reference to the Settling Defendants' respective share of sales of cigarettes (which in practice have been measured by shipments) by unit for consumption in the United States (excluding Puerto Rico). Payments to be made by the Settling Defendants are recalculated each year, based on the market share of each individual Settling Defendant for the prior year. A significant loss of market share by the Settling Defendants could have a material adverse effect on the payments by the Settling Defendants under the Minnesota Agreement. The Minnesota Agreement does not contain any terms providing for a process to dispute the calculation of Annual Payments or any adjustments to such payments. To date, neither the Settling Defendants nor the State have disputed any of the calculations of payments under the Minnesota Agreement.

As required, the Settling Defendants have made all of the Initial Payments and have made Annual Payments from 1998 through 2013 and certain other amounts pursuant to the Minnesota Agreement totaling approximately \$3.6 billion to date.

	Unadjusted Minnesota Agreement Applicable Base Payment	State's Actual Receipts*
Up-Front Initial Payment[†]	\$240,000,000	\$240,000,000
1999 Initial Payment[†]	220,800,000	220,800,000
2000 Initial Payment	242,550,000	221,784,750
2001 Initial Payment	242,550,000	220,885,523
2002 Initial Payment	242,550,000	215,007,990
2003 Initial Payment	121,550,000	107,669,822
FY1999 Annual Payment[†]	102,000,000	102,000,000
FY2000 Annual Payment	114,750,000	104,925,995
FY2001 Annual Payment	127,500,000	145,136,835 ^{**}
FY2002 Annual Payment	165,750,000	161,022,719
FY2003 Annual Payment	165,750,000	157,711,642
FY2004 Annual Payment	204,000,000	168,566,764
FY2005 Annual Payment	204,000,000	175,488,332
FY2006 Annual Payment	204,000,000	180,789,740
FY2007 Annual Payment	204,000,000	183,911,438
FY2008 Annual Payment	204,000,000	184,410,711
FY2009 Annual Payment	204,000,000	179,854,486
FY2010 Annual Payment	204,000,000	168,297,369
FY2011 Annual Payment	204,000,000	169,375,081
FY2012 Annual Payment	204,000,000	166,861,093
FY2013 Annual Payment	204,000,000	170,060,090
FY2014 Annual Payment	204,000,000	175,398,533

[†] Not subject to the Inflation Adjustment or the Volume Adjustment. Deposited in a cessation account administered by the Court, as permitted in the Minnesota Agreement and required by the Consent Judgment, to provide cessation opportunities to Minnesota smokers.

* As reported by the State and to the best of the State's knowledge, amounts reflect the State's actual receipts including applicable adjustments.

** Includes \$29,025,087 paid by the Settling Defendants on June 11, 2001 pursuant to the 2001 Amendment.

CASH FLOW INFORMATION

The Statutory General Fund is established in Minnesota Statutes, Section 16A.671, subdivision 3a, and is defined as follows:

“ *** all cash and investments from time to time received and held in the treasury, except proceeds of State bonds and amounts received and held in special or dedicated funds created by the constitution, or by or pursuant to federal laws or regulations, or by bond or trust instruments, pension contracts, or other agreements of the State or its agencies with private persons, entered into under State law.”

The General Fund, special revenue funds, internal service funds, enterprise funds and capital projects funds make up the Statutory General Fund. Cash contained in the Statutory General Fund is available for State cash flow purposes.

Major special revenue funds included in the Statutory General Fund include the Petro Tank Release, the State Airports, the Game and Fish, the Workforce Development, the Tobacco Use Prevention, the Workers Compensation, the Environmental Waste and the Northeast Minnesota Economic Development funds.

Internal service funds, enterprise funds and capital project funds included in the Statutory General Fund include the MnSCU, the General Projects, the Risk Management, the Lottery Cash Flow and the State Operated Services Funds.

The estimated vs. actual revenues and expenditures are monitored to ensure adequate cash flow. There are more than 80 funds within the Statutory General Fund. MMB manages short-term intra-fund borrowing within the Statutory General Fund, balancing the cash needs of various programs with actual daily receipts and disbursements.

The State may, subject to certain limitations, issue certificates in anticipation of the collection of taxes levied for and other revenue appropriated to the Statutory General Fund for expenditure during the biennium. Minnesota Statutes, Section 16A.671, authorizes the Commissioner to sell certificates of indebtedness in the following manners:

- advertising for competitive bids;
- negotiating contracts with banks in or out of State to establish lines of credit;
- negotiating contracts with firms of underwriters that will purchase or act as agents in the placement of certificates of indebtedness;
- entering into contracts with banks in or out of State to authenticate, issue, pay principal and interest on, cancel, and otherwise deal as fiscal agents of the State with certificates of indebtedness issued as outlined above; and
- selling certificates of indebtedness to the State Board of Investment without advertising for bids.

The tables on the following pages show the actual monthly Statutory General Fund cash flows for FY 2014 and projected monthly cash flows for FY 2015. These projections are based on the February 2014 Forecast and End of 2014 Legislative Session. The table for FY 2014 represents actual Statutory General Fund cash flow balances through June 30, 2014. Projected monthly cash flows for FY 2014 and FY 2015 have been formatted to include Transfers In and Transfers Out to more accurately reflect State operations. The payment of debt service is included in Transfers Out as footnoted in the cash flows for FY 2014 and FY 2015. Please note that monthly cash flow projections are subject to a high level of variability. Projected Statutory General Fund cash flow for FY 2015 indicates that the State will be able to maintain positive cash balances for the Current Biennium without special administrative actions or access to external borrowing.

STATUTORY GENERAL FUND MONTHLY CASH FLOW ANALYSIS
END OF 2014 LEGISLATIVE SESSION
ACTUALS FOR FISCAL YEAR ENDING JUNE 30, 2014
(\$ in Thousands)

	<u>Jul-13</u>	<u>Aug-13</u>	<u>Sep-13</u>	<u>Oct-13</u>	<u>Nov-13</u>	<u>Dec-13</u>	<u>Jan-14</u>	<u>Feb-14</u>	<u>Mar-14</u>	<u>Apr-14</u>	<u>May-14</u>	<u>Jun-14</u>	Total
Beginning Cash Balance	3,403,276	2,488,360	1,735,765	1,882,739	2,358,141	1,938,916	2,134,168	3,069,521	2,460,147	2,309,030	3,015,197	3,177,022	
Individual Income Tax	667,473	640,251	909,714	718,293	485,192	949,301	1,285,068	237,606	606,569	1,600,681	636,608	885,901	9,622,657
Corporate Tax	(31,535)	24,284	266,374	63,956	32,865	246,957	45,985	14,722	285,306	63,861	25,243	266,107	1,304,124
Sales Tax	247,930	464,082	448,771	472,195	434,688	410,537	515,094	391,382	304,105	415,183	381,341	707,845	5,193,153
Property Tax	22,618	319	0	175,259	168,064	29,167	5,410	3	(1,650)	0	223,734	213,536	836,461
Tobacco Tax	4,679	46,401	61,217	59,729	56,694	52,196	71,462	32,052	36,563	51,446	53,714	95,226	621,379
Insurance Tax	3,858	5,840	87,042	215	3,209	93,929	1,621	21,564	109,779	1,519	3,958	91,377	423,911
Excise Tax	149,138	113,946	88,136	149,077	84,469	81,898	160,444	97,608	80,147	155,337	114,136	147,208	1,421,544
Investment Earnings	1,222	(204)	4	3,473	564	1,022	1,065	1,308	291	1,370	1,231	768	12,114
Interagency Grants	13,496	8,990	13,367	30,946	9,038	9,397	8,340	10,371	20,894	32,242	8,541	12,025	177,647
Other Sources	284,066	307,812	376,732	403,429	218,290	421,012	501,348	218,412	251,983	279,833	221,759	246,629	3,731,305
Total Receipts	1,362,945	1,611,721	2,251,356	2,076,572	1,493,073	2,295,416	2,595,836	1,025,030	1,693,986	2,601,471	1,670,265	2,666,622	23,344,295
Transfer In	812,714	193,935	98,767	102,351	67,571	92,527	64,924	92,112	74,663	119,004	115,469	266,752	2,100,789
Total Sources	2,175,659	1,805,656	2,350,124	2,178,923	1,560,644	2,387,943	2,660,760	1,117,141	1,768,649	2,720,475	1,785,734	2,933,375	25,445,084
Compensation	254,064	238,209	249,403	268,157	363,781	262,090	252,171	259,991	262,102	263,040	373,232	259,444	3,305,683
Agency Operations	211,811	209,203	156,177	187,347	95,483	155,633	170,765	100,406	191,239	156,511	120,905	184,605	1,940,085
Aid to Schools	672,356	1,195,288	822,731	540,683	137,139	614,196	810,728	730,428	885,497	838,055	461,037	644,808	8,352,943
Aid to Cities & Towns	234,634	24,776	97,667	9,603	8,542	212,036	13,993	4,735	4,778	3,457	3,338	5,875	623,433
Aid to Counties	145,454	16,011	31,176	25,477	19,161	121,204	11,216	16,017	9,664	17,334	26,592	4,309	443,617
Aid to Higher Education	58,495	100,864	93,378	66,017	57,418	65,700	120,092	69,601	68,947	95,826	67,614	59,247	923,199
Aid to Non-Government	19,073	16,808	22,538	25,506	13,289	21,088	15,983	16,068	14,724	42,856	23,424	21,903	253,260
Aid to Other Government	12,147	9,626	34,619	16,159	10,998	11,698	10,417	18,087	10,704	11,764	9,859	9,664	165,740
DHS Payments to Individuals	619,192	279,586	375,875	420,722	435,931	616,348	244,726	413,444	385,620	450,044	381,256	565,576	5,188,320
Other Aid to Individuals	40,015	179,433	199,405	25,061	8,885	3,910	4,093	3,059	8,427	6,197	5,679	2,782	486,945
Other Expenditures	5,562	102,362	(5,625)	14,256	103,316	14,244	70	7,536	8,354	10,284	10,993	16,571	287,924
Total Disbursements	2,272,804	2,372,167	2,077,342	1,598,989	1,253,945	2,098,145	1,654,252	1,639,371	1,850,055	1,895,368	1,483,929	1,774,783	21,971,151
Transfer Out	817,771	186,084	125,807	104,531	105,991	94,545	71,155	87,144	69,711	118,941	139,980	316,933	2,238,591
Transfer Out Debt Service	0	0	0	0	619,935	0	0	0	0	0	0	0	619,935
Total Uses	3,090,575	2,558,251	2,203,149	1,703,520	1,979,870	2,192,690	1,725,407	1,726,515	1,919,766	2,014,309	1,623,909	2,091,716	24,829,677
Ending Cash Balance	2,488,360	1,735,765	1,882,739	2,358,141	1,938,916	2,134,168	3,069,521	2,460,147	2,309,030	3,015,197	3,177,022	4,018,681	
Minimum Monthly Cash Balance	2,414,020	1,570,897	1,566,048	1,425,351	1,912,712	1,599,813	2,167,587	2,446,360	1,907,162	1,845,474	2,481,542	3,012,678	

STATUTORY GENERAL FUND MONTHLY CASH FLOW ANALYSIS
END OF 2014 LEGISLATIVE SESSION
PROJECTED FOR FISCAL YEAR ENDING JUNE 30, 2015
(\$ in Thousands)

	Jul-14	Aug-14	Sep-14	Oct-14	Nov-14	Dec-14	Jan-15	Feb-15	Mar-15	Apr-15	May-15	Jun-15	Total
Beginning Cash Balance	4,018,681	3,113,313	2,432,230	2,696,950	3,001,007	2,507,750	2,371,428	3,467,637	2,679,459	2,444,816	2,997,771	2,990,855	
Individual Income Tax	706,163	632,639	983,389	735,235	523,162	955,009	1,390,166	244,650	472,460	1,568,756	647,469	1,001,078	9,860,176
Corporate Tax	56,209	37,105	252,065	73,479	35,156	250,679	48,258	15,660	307,117	74,619	48,344	172,909	1,371,601
Sales Tax	190,235	483,156	454,108	467,805	438,567	414,781	515,667	388,810	340,089	404,667	397,934	678,326	5,174,145
Property Tax	16,608	0	0	174,381	182,685	20,760	4,180	0	0	0	217,345	217,345	833,306
Tobacco Tax	7,077	79,062	42,464	46,223	47,378	46,286	75,382	37,618	41,113	44,940	45,085	89,836	602,464
Insurance Tax	1,121	5,915	87,644	3,473	1,965	102,991	1,493	19,610	118,259	3,110	906	94,021	440,508
Excise Tax	163,092	102,984	98,252	175,231	81,295	84,866	173,788	99,349	80,382	202,472	86,734	128,090	1,476,534
Investment Earnings	3	99	680	429	1,530	1,032	1,033	1,680	238	1,131	1,228	1,393	10,477
Interagency Grants	3,301	5,478	7,600	5,585	10,447	17,047	16,844	16,824	17,097	15,135	23,268	11,534	150,160
Other Revenue	131,504	507,222	206,166	333,993	236,801	322,551	785,828	253,484	256,299	264,191	262,397	328,370	3,888,806
Total Receipts	1,275,315	1,853,660	2,132,368	2,015,835	1,558,985	2,216,001	3,012,638	1,077,685	1,633,054	2,579,021	1,730,711	2,722,902	23,808,176
Transfer In	136,351	243,299	66,775	92,838	60,331	94,559	65,044	77,560	65,953	75,334	69,422	109,603	1,157,069
Total Sources	1,411,666	2,096,960	2,199,143	2,108,673	1,619,317	2,310,561	3,077,682	1,155,245	1,699,007	2,654,355	1,800,133	2,832,504	24,965,245
Compensation	127,250	234,700	266,682	283,404	403,254	259,822	273,351	266,546	275,537	277,220	404,843	257,922	3,330,531
Agency Operations	64,928	118,234	140,484	186,278	146,533	161,951	185,785	152,479	146,791	182,709	163,562	211,958	1,861,690
Aid to Schools	351,283	1,194,678	739,129	411,492	180,498	624,122	795,773	788,545	990,870	952,040	760,160	382,776	8,171,363
Aid to Cities & Towns	277,468	3,569	32,209	77,057	6,125	278,876	19,048	5,706	6,842	5,860	4,870	7,143	724,773
Aid to Counties	177,828	7,788	13,799	53,537	28,029	160,639	15,617	12,778	11,171	13,159	26,278	8,846	529,468
Aid to Higher Ed	43,939	114,330	75,593	62,797	59,382	83,956	116,129	61,465	54,499	71,977	68,831	63,690	876,588
Aid to Non-Gov't	146	37,779	14,231	23,251	27,522	17,972	20,901	15,931	22,676	34,361	20,286	20,089	255,146
Aid to Other Gov't	16,639	6,517	15,530	19,737	9,687	20,584	13,110	12,412	2,540	7,781	6,659	12,168	143,364
DHS Payments to Individuals	781,919	510,914	287,500	471,471	538,527	744,033	466,290	512,862	324,362	465,640	250,097	406,903	5,760,518
Other Aid to Individuals	32,645	255,867	267,615	85,924	2,231	4,028	4,105	3,667	18,394	5,308	3,287	1,199	684,272
Other Expenditures	6,620	11,504	14,412	22,946	19,279	21,262	15,639	14,803	15,677	22,906	26,889	18,973	210,911
Total Expenditures	1,880,664	2,495,881	1,867,182	1,697,894	1,421,067	2,377,246	1,925,747	1,847,194	1,869,358	2,038,962	1,735,761	1,391,667	22,548,624
Transfer Out	436,370	282,162	67,239	106,722	57,450	69,637	55,726	96,230	64,292	62,438	71,287	167,354	1,538,159
Transfer Out Debt Service	0	0	0	0	634,057	0	0	0	0	0	0	0	632,805
Total Uses	2,317,033	2,778,043	1,934,422	1,804,616	2,112,574	2,446,883	1,981,473	1,943,424	1,933,651	2,101,400	1,807,048	1,559,021	24,719,588
Ending Cash Balance	3,113,313	2,432,230	2,696,950	3,001,007	2,507,750	2,371,428	3,467,637	2,679,459	2,444,816	2,997,771	2,990,855	4,264,338	
Minimum Monthly Cash Balance	3,112,299	2,331,783	2,394,625	2,322,850	2,507,750	2,208,105	2,432,709	2,679,459	2,434,821	2,266,051	2,721,658	2,971,722	

TRUNK HIGHWAY SYSTEM

The State trunk highway system consists of approximately 12,000 miles of highways, 4,500 bridges of ten-foot spans or longer, and 1,072 maintenance, enforcement, service, and administrative buildings at 334 sites. Minnesota has 914 miles of interstate highways, all of which are part of the State trunk highway system. Total highway mileage, including roads and streets under local jurisdiction, is over 141,000 miles.

The State trunk highway system is constructed and maintained by the Minnesota Department of Transportation (“MnDOT”). Construction work is contracted to private construction contractors on a competitive basis, while maintenance is performed by MnDOT employees. Maintenance includes routine patching; short overlays; snow and ice control; and traffic services such as signing, paint striping, etc.

Trunk Highway Fund

The Minnesota Constitution, Article XIV, establishes a Trunk Highway Fund (the “Trunk Highway Fund”) to be used solely for trunk highway system purposes and for payment of principal and interest on trunk highway bonds. Article XIV provides that the payment of principal of and interest on State trunk highway bonds is “a first charge on money coming into [the State Trunk Highway Fund] during the year in which the principal or interest is payable.” Article XIV also establishes a Highway User Tax Distribution Fund to be used solely for highway purposes, authorizes the Legislature to impose taxes on motor vehicles and motor vehicle fuels, and requires the proceeds of such taxes to be paid into the Highway User Tax Distribution Fund. The Minnesota Constitution requires that 95% of the revenues deposited into the Highway User Tax Distribution Fund be distributed from such fund as follows: 62% to the Trunk Highway Fund, 29% to the County State Aid Highway Fund, and 9% to the Municipal State Aid Street Fund. The remaining 5% of Highway User Tax Distribution Fund revenues are distributed to the same three funds in accordance with a formula that the Legislature establishes. Currently these remaining revenues are all distributed to the County State Aid Highway Fund. According to the Minnesota Constitution, no change in the distribution formula may be made within six years of the last previous change. The current distribution formula was established in the 1998 Legislative Session.

In addition to distributions from the Highway User Tax Distribution Fund, the Trunk Highway Fund receives revenue from deposits of federal aid reimbursements, investment income, and miscellaneous fees and reimbursements. A Minnesota motor fuel tax is collected on all fuel used to propel vehicles on the public roads of the State and includes gasoline, diesel fuel, and other special fuels. In 2008 the legislature approved \$1.8 billion in Trunk Highway bonds to be appropriated initially over a 10 year period, subsequently reduced to eight years in Laws of 2010, Chapter 190. The debt service on these bonds is to be paid from motor fuel tax increases which were phased in over several years. The final tax rate increase of a half cent was implemented on July 1, 2012 (for a total rate of 28.5 cents per gallon of which 3.5 cents is to be used for debt service) and is expected to be in place through Fiscal Year 2039, the anticipated duration of debt service on the Trunk Highway bonds. The following table shows the motor fuel tax rate changes passed by the 2008 Legislature:

2008 LEGISLATIVE MOTOR FUEL TAX RATE CHANGES Base Rate: Twenty Cents/Gallon

Fiscal Year	Effective Date	Increase (Cents/Gallon)	New Effective Rate (Cents/Gallon)
2008	Apr-08	2.0	22.0
2009	Aug-08	0.5	22.5
2009	Oct-08	3.0	25.5
2010	Jul-09	1.6	27.1
2011	Jul-10	0.4	27.5
2012	Jul-11	0.5	28.0
2013	Jul-12	0.5	28.5

For some special fuels the rate is different than gasoline and diesel and is based on the equivalent energy content of the fuel compared to gasoline.

Revenue from motor fuels taxes was \$860 million to the Highway User Tax Distribution Fund in Fiscal Year 2013, after refunds. Of this amount, \$492 million was transferred to the Trunk Highway Fund. MnDOT’s preliminary

estimate indicates collections of \$871 million, after refunds, in Fiscal Year 2014 to the Highway User Tax Distribution Fund, with a resulting transfer of \$498 million to the Trunk Highway Fund.

Motor vehicle registration taxes consist of taxes on passenger vehicles and on trucks. For passenger vehicles the tax is \$10 plus 1.25% times a declining percentage of the original value of the vehicle based upon registration year. For vehicles newly registered in 2009 or later, the new statutory schedule is automatically applied, which contains no tax caps. For vehicles previously registered before 2009, the new tax schedule is only applied if the amount calculated is less than the vehicle registration amount paid in the previous year; otherwise the registration amount is equal to the previous year's registration tax. The minimum tax is \$35. Motor vehicle registration taxes for trucks are based on the weight and age of the vehicles, with the maximum tax being \$1,760 for trucks registered at 80,000 pounds that are less than nine years old. Trucks registered at a weight greater than 80,000 pounds pay an additional \$50 per ton of registered weight. Motor vehicle registration taxes generated \$623 million in Fiscal Year 2013, after refunds, of which \$361 million was transferred to the Trunk Highway Fund. MnDOT estimates collections to be \$653 million in Fiscal Year 2014 to the Highway User Tax Distribution Fund, with a resulting transfer of \$380 million to the Trunk Highway Fund.

The State of Minnesota levies a sales tax of 6.5% on motor vehicles ("MVST"). In November 2006, voters approved a constitutional amendment phasing in dedication of all MVST for transportation purposes over five years, starting July 1, 2007 (FY 2008). The 2009 Legislature modified the percent of motor vehicle sales tax distribution for the Previous Biennium. The following table shows percent and forecast amount, if available, to each of the recipient funds for this revenue source.

**MOTOR VEHICLE SALES TAX DEDICATION
END OF 2014 LEGISLATIVE SESSION
(\$'s in Millions)**

Highway User Tax Distribution Fund			General Fund		Transit Assistance Fund	
Year	Percent	Forecasted Amount	Percent	Forecasted Amount	Percent	Forecasted Amount
2008	38.25%	\$196.1*	36.25%	\$176.5*	25.50%	\$130.7*
2009	44.25%	195.5*	26.25%	116.8*	29.50%	130.3*
2010	47.50%	216.7*	16.25%	74.1*	36.25%	162.8*
2011	54.50%	276.1*	6.25%	31.6*	39.25%	197.4*
2012	60.00%	335.4*	0.00%	0	40.00%	223.6*
2013	60.00%	358.7*	0.00%	0	40.00%	239.1*
2014	60.00%	386.3	0.00%	0	40.00%	257.5
2015	60.00%	408.3	0.00%	0	40.00%	272.2

*Actual

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Activity in the Trunk Highway Fund for the Current Biennium is detailed below:

CURRENT BIENNIIUM
END OF 2014 LEGISLATIVE SESSION
ESTIMATED REVENUES AND EXPENDITURES
TRUNK HIGHWAY FUND
(\$ in Thousands)

	Fiscal Year Ended June 30, 2014	Fiscal Year Ended June 30, 2015	Current Biennium
<u>Estimated Resources</u>			
Balance Forward from Prior Year	\$316,756	\$140,346	\$316,756
Revenues			
Federal Grants	438,775	512,080	950,855
Departmental Earnings	11,451	11,451	22,902
Investment Income	3,428	3,566	6,994
Other Income	36,222	36,222	72,444
Total Receipts	489,876	563,319	1,053,195
Transfers from Other Funds			
General Fund Reimbursement	3,907	3,907	7,814
HUTD Reimbursement	610	610	1,220
Hwy User Tax Distribution Fund	1,111,259	1,130,784	2,242,043
Plant Management Fund	1,304	1,304	2,608
County State Aid Highway Fund	5,700	21,000	26,700
Special Revenue Fund	0	0	0
Total Transfers	1,122,780	1,157,605	2,280,385
Total Resources Available	1,929,412	1,861,270	3,790,681
<u>Estimated Uses</u>			
Expenditures			
Transportation			
MnDOT	1,562,609	1,476,787	3,039,396
Public Safety	89,309	95,779	185,088
Contingent Account	0	0	0
Subtotal-Transportation	1,651,918	1,572,566	3,224,488
State Government			
Tort Claims	600	600	1,200
Subtotal-State Government	600	600	1,200
Total Expenditures	1,652,518	1,573,166	3,225,684
Transfers to Other Funds			
General and Spec Rev Fund	60	6,060	6,120
Debt Service Fund	136,488	189,188	325,676
Total Transfers	136,548	195,248	331,796
Total Uses	1,789,066	1,768,414	3,557,480
Undesignated Fund Balance	\$140,346	\$92,856	\$92,856

The estimated expenditures for State road construction for the Current Biennium include the use of State funds to advance the federal portion of certain projects under a method generally known as “advance construction.”

Federal advance construction is a financing method authorized by the Federal Highway Administration. It allows a state to encumber the necessary funds to begin construction of federal-aid projects before the authorized federal funds are available for those projects. Advance construction uses State trunk highway funds to “advance” federal project construction costs on projects for which federal funds have been authorized but not yet appropriated for the current fiscal year. The Trunk Highway Fund advances are later repaid during the year in which the funds are appropriated by Congress. The receivable for the advance is recognized in the year the project is encumbered. The appropriated amount of federal aid for a State fiscal year is then reduced by all advance construction conversions in that State fiscal year and increased by all new advance construction in that year.

Beginning in Fiscal Year 2005, transportation projects financed with bond proceeds were segregated into a capital projects fund. This fund accounts for bond proceeds, construction expenditures and program delivery paid with bond proceeds only. The State typically encumbers, and consequently reserves fund balance, for the full contract amount of transportation projects when awarded. However, bond revenues supporting these projects are not recorded until the bonds are sold. Because of the timing of receipts of bond proceeds and related capital expenditures, there may be temporary deficits in unreserved fund balance.

Capital Needs of the Trunk Highway System

The State manages the capital maintenance and upgrading of the trunk highway system, in partnership with the Federal Highway Administration. It uses a planning process that includes a statewide transportation plan, updated every six years, and a statewide Transportation Improvement Program (“STIP”), which details all highway construction and maintenance projects that are capital in nature. Projects included in the STIP range from major construction, involving building new highways or rebuilding highways that add additional traffic capacity, to less substantive improvements such as resurfacing existing highways.

The following table shows the most recent legislative bond authorizations for trunk highway improvements. See Appendix C, the table of “GENERAL OBLIGATION BONDS AUTHORIZED, ISSUED AND UNISSUED”

Legislature	Authorizations (\$ in millions)	Purpose
2007	\$ 20.0	Highway Flood Damage
2008	1,783.3	Trunk Highway Improvements
2009	40.0	Trunk Highway Interchanges
2009	2.7	Reconstruction and Repair of Trunk Highways and Bridges in Flood Areas
2010	100.1	Trunk Highway Construction and Interchanges
2010	26.4	Trunk Highway Capital Improvements
2012	16.1	Trunk Highway Capital Improvements
2013	300.0	Corridors of Commerce
Total:	\$ 2,288.6	

The table below depicts the commitments for highway construction and related purposes associated with the appropriations made by the Legislature for the Current Biennium. The last item in the table, “Program Delivery,” is included to show the anticipated use of bond funds in the Current Biennium for that purpose. Program delivery expenditures will also be made from other portions of MnDOT’s budget.

**CURRENT BIENNIAL
END OF 2014 LEGISLATIVE SESSION
TRUNK HIGHWAY IMPROVEMENT PROGRAM
ANTICIPATED ENCUMBRANCES**
(\$ in Millions)

Improvement Category	Trunk Highway and Federal Funds	Bond Funds	Total
Major Construction ⁽¹⁾	\$ 1,303.7	\$ 620.3	\$ 1,923.9
Safety	115.2	-	115.2
Traffic Management	20.7	-	20.7
Municipal Agreements	114.7	-	114.7
Right of Way	123.3	-	123.3
Miscellaneous Agreement	154.4	-	154.4
Capital Construction and Improvements	0.0	-	0.0
Program Delivery	0.0	62.0	62.0
Total ⁽²⁾	\$ 1,832.0	\$ 682.3	\$ 2,514.3

⁽¹⁾ The Major Construction Category includes the following activities: Reconstruction, Bridge Replacement, Bridge Repairs, Reconditioning, Resurfacing, and Road Repair.

⁽²⁾ The total expenditures, excluding the amount provided by bond funds, consist of \$860.6 million of State highway revenues and \$971.4 million of federal funds. Totals may not foot due to rounding.

**CURRENT BIENNIAL
TRUNK HIGHWAY AND TRUNK HIGHWAY BOND FUND
CASH EXPENDITURES FORECAST**
(\$ in Millions)

Category	Trunk Highway Fund	Trunk Highway Bond Fund	Total
Major Construction	\$ 1,271.3	\$ 562.5	\$ 1,824.3
Safety	25.6	-	32.9
Traffic Management	4.7	-	3.8
Agreements and Miscellaneous	73.5	-	47.8
Right of Way	53.4	-	69.4
Capital Construction and Improvements	0.0	-	-
Program Delivery	0.0	56.3	55.4
Total⁽¹⁾	\$ 1,419.0	\$ 618.8	\$ 2,037.8

⁽¹⁾ Totals may not foot due to rounding.

TRUNK HIGHWAY HISTORIC REVENUES AND EXPENDITURES

The following table sets forth the Trunk Highway Fund revenues and expenditures for the Fiscal Years ending June 30, 2011 through 2013. The revenues and expenditures shown include all revenues and expenditures for that fiscal year, including revenue received and expenditures made after June 30 of such fiscal year which are properly allocable to such fiscal years. Beginning balances or deficits are not included. The actual expenditures set forth in the table on the following page are presented by expenditure account.

TRUNK HIGHWAY FUND
COMPARATIVE STATEMENT OF REVENUES, AND EXPENDITURES
(THOUSANDS OF DOLLARS)
UNAUDITED

	Fiscal Year Ended June 30 ⁽¹⁾		
	2011	2012	2013
Revenues:			
Taxes: ⁽²⁾			
Motor Fuel	\$501,426	\$502,134	\$507,546
Motor Vehicle	337,990	354,093	378,543
Motor Vehicle Sales Tax	162,619	197,521	211,257
Less: Revenue Refunds	(31,379)	(34,284)	(32,934)
Net Taxes	<u>\$970,656</u>	<u>\$1,019,463</u>	<u>\$1,064,412</u>
Federal Grant Agreements	525,549	393,993	550,712
Penalties & Fines	4,410	3,421	4,673
Investment Income	2,213	3,078	3,565
Local Government Contracts	27,213	20,134	25,455
Other Revenue	20,351	15,536	22,967
TH Revenue Refunds	0	0	132
Total Revenues	<u>\$1,550,392</u>	<u>\$1,455,624</u>	<u>\$1,671,917</u>
Expenditures:			
Personnel Services	\$433,267	\$398,387	\$428,663
Purchased Services	126,685	97,168	139,292
Materials and Supplies	96,132	70,944	113,407
Capital Outlay:			
Equipment	60,701	13,467	54,095
Capital Outlay & Real Property ⁽³⁾	<u>746,360</u>	<u>595,524</u>	<u>905,967</u>
Grants and Subsidies:			
Individuals	21	134	(23)
Counties	126	667	194
Cities	164	213	-
School Districts	3	5	274
Private Organizations	-	-	-
Other Grants	1,284	172	932
All Other	13,871	32,412	20,838
Total Expenditures	<u>\$1,478,616</u>	<u>\$1,209,094</u>	<u>\$1,663,641</u>
Transfers:			
Debt Service	45,225	72,601	120,305
Other Transfers ⁽⁴⁾	<u>(6,008)</u>	<u>(8,783)</u>	<u>(5,702)</u>
Net Transfers	<u>\$39,217</u>	<u>\$63,818</u>	<u>\$114,604</u>
Total Expenditures and Net Transfers Out	<u><u>\$1,517,833</u></u>	<u><u>\$1,272,912</u></u>	<u><u>\$1,778,244</u></u>

- (1) The schedule of revenues and expenditures includes all revenues and expenditures for the fiscal year, and encumbrances for the fiscal year, including accruals at June 30.
- (2) These amounts represent the Trunk Highway Fund portion of the Motor Fuel, Motor Vehicle Registration, and Motor Vehicle Sales Taxes from the Highway User Tax Distribution Fund.
- (3) Because construction contracts typically span into future fiscal years, and are encumbered in their entirety in the appropriate fiscal year, materially large amounts of encumbrances exist at the end of a fiscal year. For Fiscal Years 2011-2013, encumbrances have been included in Capital Outlay and Real Property totals.
- (4) Net of all transfers in from State General Fund, County State Aid Highway Fund, Plant Management Fund, and Special Revenue Fund.

MINNESOTACARE® PROGRAM

The MinnesotaCare program was initially established by the 1992 Legislature to provide subsidized health care insurance for long term uninsured Minnesotans. The Legislature has periodically modified the program.

The program is not part of the General Fund. A separate fund, called the Health Care Access Fund, was established as a special revenue fund to account for revenues and expenditures for the MinnesotaCare® program. Program revenues are derived primarily from a 2 percent gross revenue tax on hospitals, health care providers and wholesale drug distributors, and a 1 percent gross premium tax on nonprofit health service plans and HMOs.

Based on current tax levels, projected activity in the Health Care Access Fund for the Previous Biennium and Current Biennium are detailed below:

PREVIOUS BIENNIAL MINNESOTACARE® HEALTH CARE ACCESS FUND (\$ in Millions)

Resources

Unreserved Balance at June 30, 2011	\$ 23
Revenues	1,212
Total Resources	\$1,235
Expenditures	639
Unreserved Balance Before Transfers	\$ 595
Transfers to Other Funds	545
Unrestricted Balance at June 30, 2013	\$ 50

CURRENT BIENNIAL MINNESOTACARE® HEALTH CARE ACCESS FUND (\$ in Millions)

Resources

Unreserved Balance at June 30, 2013	\$ 50
Revenues	1,317
Transfers from Other Funds	50
Total Resources	\$1,417
Expenditures	1,197
Projected Unreserved Balance Before Transfers	\$ 220
Transfers to Other Funds	180
Projected Unrestricted Balance at June 30, 2015	\$ 40

In July 2011, the Legislature enacted a provision which reduces portions of the tax revenues to the Health Care Access Fund depending upon the outlook for the fund that year. The Commissioner is required to evaluate the projected ratio of revenues to expenditures as well as its cash flows in the fund for the current biennium. If revenues exceed expenditures by 25 percent for the biennium, and if the cash balance in the fund is adequate, the 2 percent tax on gross revenues of hospitals, health care providers and wholesale drug distributors will be reduced to the extent that the ratio is not more than 1.25. Any changes to the rate expire each calendar year and are to be re-determined by the Commissioner until January 1, 2020 when the tax is repealed. To date, the criteria for reducing the tax have not been met.

Federal changes under the Affordable Care Act (“ACA”) prompted Minnesota to modify its MinnesotaCare® program, as MinnesotaCare® provides health insurance for individuals who would otherwise be

eligible to purchase coverage through an ACA-authorized Health Insurance Exchange. To do so, during the 2013 Legislative Session, lawmakers directed the Department of Human Services to use MinnesotaCare® as the State's Basic Health Program, defined by the ACA. In anticipation of the eligibility criteria under the Basic Health Program that will begin January 1, 2015, beginning January 1, 2014 MinnesotaCare® serves Minnesotans with incomes between 138% and 200% of Federal Poverty Guidelines (FPG).

MINNESOTA DEFINED BENEFIT PENSION PLANS

General Information

The State has three major State-wide retirement systems that cover most of the public employees of the State and its counties, municipalities and school districts. These systems are the Minnesota State Retirement System ("MSRS"), the Public Employees Retirement Association ("PERA") and the State Teachers' Retirement Association ("TRA," and collectively, the "Retirement Systems"). The Retirement Systems were established by the Legislature in 1929 through 1931 to collect the contributions of employees and employers and to pay retirement and disability benefits to public employees and their beneficiaries. The State is the primary employer for MSRS.

MSRS, PERA and TRA each prepare and publish their own comprehensive annual financial report, consisting of financial statements and required supplementary information and contain detailed financial and actuarial information. Much of the information that is contained in this section "MINNESOTA DEFINED BENEFIT PENSION PLANS" (i) relies on information produced by the administrators of the Retirement Systems or their accounting and actuary agents, (ii) depends upon future events, which may or may not be consistent with any of the assumptions, may deviate significantly from those assumptions and may alter the outcomes of the plans and the obligations of the State and other employers as a result. The State intends to implement the new GASB pension-related statements (Statement 67 - *Financial Reporting for Pension Plans*, Statement 68 - *Accounting and Financial Reporting for Pensions*, and Statement 71 – *Pension Transition for Contributions Made Subsequent to the Measurement Date*) on or before their effective dates. These comprehensive annual financial reports for the Fiscal Year ended June 30, 2013 are available from the following public web sites:

MSRS: <http://www.msrs.state.mn.us/info/fincl.htmls>

PERA: <http://www.mnpera.org/index.asp>

TRA: <https://www.minnesotatra.org/formspub/2013annualrpt.html>

Please note these website addresses are provided for the convenience of the reader. No representation is made by the State as to the privacy practices of other websites, nor is the State liable for the content or availability of any listed sites.

Each plan administrator accounts for one or more pension plans as part of their system. For some of these plans, the State contributes as an employer, and performs only a fiduciary role for other plans. These pension plans are categorized as either defined benefit or defined contribution or investment trust funds. The State is the primary employer for MSRS, and is only a minor employer in the PERA and TRA plans. The State also makes non-employer contributions to certain plans and makes contributions to certain local governments to assist them with their pension funding obligations, as described herein. In addition, the State has historically appropriated general (non-pension related) State aid payments to certain local governments and school districts that are contributing employers in these plans.

In a defined benefit pension plan ("DB"), a periodic (usually monthly) benefit is paid to retired, disabled and survivors of deceased employees in an amount determined at the time of retirement. The amount of the periodic benefit is generally determined on the basis of service credits and salary. The benefit is payable to the retiree for life and, if applicable, a survivor's benefit is provided to the designated beneficiary of the retiree. To fund the benefits paid by the defined benefit pension plan, both the employee and employer make a contribution to the plan based on a percentage of the plan member's salary. The employee and employer contribution percentages for each retirement plan are specified in Minnesota statutes. Actuarially required contributions to the plans are calculated annually by an independent actuary pursuant to Minnesota statutes. See "Actuarial Valuation Requirements" below.

Overview – MSRS

Minnesota State Retirement System (“MSRS”) provides retirement coverage for 54,683 active employees, 37,351 retirees, disabilitants, and beneficiaries, and 23,392 members who no longer contribute, but are eligible for future monthly benefits or a refund of their contributions. These members participate in six unique defined benefit retirement funds. The largest funds include the State Employees Retirement Fund, Correctional Employees Retirement Fund and State Patrol Retirement Fund, which represents 99% of total assets for MSRS’ defined benefit funds.

The MSRS administration is governed by an 11-member board of directors. The board includes four elected General Employees Retirement Plan members, one elected State Patrol Retirement Plan member, one elected Correctional Employees Retirement Plan member, one elected retired member, one designated representative for employees of Metropolitan Council’s Transit division, and three members appointed by the governor. The board appoints an executive director who administers the plans in accordance with Minnesota law and board policies, and directs the daily operational activities of MSRS.

The State Employees Retirement Fund includes the General Employees Retirement Plan, a multiple-employer, cost-sharing plan, the State Fire Marshals Plan, the Military Affairs Plan, and the Transportation Pilots Plan. The General Employees Retirement Plan is the largest retirement plan that MSRS administers. It covers most state employees, civil service employees of the University of Minnesota, and employees of the Metropolitan Council. The State Fire Marshals Plan covers employees of the State Fire Marshals Division employed as deputy State fire marshal fire/arson investigators. Only certain employees of the Departments of Military Affairs and Transportation are eligible to be members of the Military Affairs and Transportation Pilots Plans, but all State employees who are not members of another plan are covered by the General Employees Retirement Plan.

The State Patrol Retirement Fund includes only the State Patrol Retirement Plan, a single-employer plan. Membership is limited to those State employees who are State troopers, conservation officers, crime-bureau officers or gambling-enforcement agents.

The Correctional Employees Retirement Fund includes only the Correctional Employees Plan, a single-employer plan. Membership is limited to those State employees in covered correctional service, including employees with 75% working time spent in direct contact with inmates or patients at Minnesota correctional facilities, the Minnesota Security Hospital, or the Minnesota Sex Offender Program.

The Judges Retirement Fund includes only the Judges Retirement Plan, a single-employer plan. Active membership is limited to district, appellate and Minnesota Supreme Court judges. Retirees also include former municipal and county court judges.

The Legislators Retirement Fund and the Elective State Officers Retirement Fund are funded on a pay-as-you go basis with direct appropriations from the State’s General Fund. Each is a single-employer plan and closed to new membership. The Legislators Retirement Plan includes members of the Minnesota House of Representatives and Senate first elected to office before July 1, 1997 who opted to retain coverage under this plan. The Elective State Officers Plan includes only the constitutional officers first elected prior to July 1, 1997 who opted to retain coverage under this plan. Effective July 1, 2013, the Elective State Officers Retirement Fund was administratively consolidated with the Legislators Retirement Fund. Benefit provisions for both retirement plan remain unaffected by the merger.

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Membership statistics for each of the MSRS funds, as of June 30, 2013, follows:

	State Employees Retirement Fund	State Patrol Retirement Fund	Correctional Employees Retirement Fund	Judges Retirement Fund	Legislators and Elective State Officers Retirement Funds	Totals
Members:						
Retirees	27,654	748	1,920	210	297	30,829
Beneficiaries	3,830	185	196	98	79	4,388
Disabilitants	1,802	50	258	24	N/A	2,134
Terminated members:						
Vested, no benefits	16,062	41	1,196	16	71	17,386
Non-Vested	5,574	18	413	0	1	6,006
Active members:						
Vested	38,980	744	3,522	194	24	43,464
Non-Vested	<u>10,141</u>	<u>101</u>	<u>862</u>	<u>115</u>	<u>0</u>	<u>11,219</u>
Totals	<u>104,043</u>	<u>1,887</u>	<u>8,367</u>	<u>657</u>	<u>472</u>	<u>115,426</u>
Annualized Payroll	\$2,483,000,000	\$189,531,000	\$204,198,000	\$39,888,000	\$1,233,000	\$2,790,440,000

MSRS also administers four defined contribution funds. These plans include the Unclassified Employees Retirement Fund, the Health Care Savings Fund, the Deferred Compensation Fund (an Internal Revenue Code Section 457 plan), and the Hennepin County Supplemental Retirement Fund.

Overview – PERA

Public Employees Retirement Association (“PERA”) administers pension funds that serve approximately 245,000 active county, school and local public employees, benefit recipients, their survivors and dependents. PERA serves more than 2,000 separate governmental entities. These participating employers include cities, counties, townships, and school districts located throughout the State. At June 30, 2013, PERA’s membership included 154,260 current, active employees and 93,261 retirees and beneficiaries.

The PERA Board of Trustees is responsible for administering these funds in accordance with statutes passed by the Minnesota Legislature and has a fiduciary obligation to PERA’s members, the governmental employers, the State, and its taxpayers. The PERA Board of Trustees is composed of 11 members. The State Auditor is a member by statute. Five trustees are appointed by the Governor. Serving four-year terms, these five trustees represent cities, counties, school boards, retired annuitants, and the general public, respectively.

The remaining five board members are elected by the PERA membership at large to serve four-year terms. Three represent the general active membership, one trustee represents Police and Fire Fund members, and one trustee represents annuitants and benefit recipients.

The board appoints an executive director to serve as chief administrative officer of PERA. With approval of the board, the director develops the annual administrative budget, determines staffing requirements, contracts for actuarial and other services, and directs the day-to-day operation of the association.

PERA administers five separate defined benefit pension funds (including one multi-employer agent plan) and one defined contribution plan. Each has specific membership, contribution, benefit, and pension provisions.

The General Employees Retirement Fund (GERF) encompasses three plans: the PERA Coordinated Plan, the PERA Basic Plan, and the Minneapolis Employees Retirement Fund (MERF). The Coordinated Plan, created in 1968, provides retirement and other benefits in addition to those supplied by Social Security. The Basic Plan established in 1931, is not coordinated with the federal program and was closed to new members on December 31, 1967. The MERF was a separate entity until June 30, 2010, when it was consolidated under PERA's administration in the GERP. Assets and liabilities will be kept separate until the MERF becomes 80% funded, at which time the MERF will be fully merged into the GERP. MERF is a defined benefit plan with 3,909 retirees, 64 active members and 57 deferred members. All of the active members are eligible to retire. Employers include the City of Minneapolis, Minneapolis Schools, Metropolitan Airports Commission, Hennepin County, MnSCU, Metropolitan Council, and the Municipal Building Commission.

The Public Employees Police and Fire Fund (PEPFF) originally established in 1959 for police officers and firefighters not covered by a local relief association, now encompasses all Minnesota police officers and firefighters hired since 1980. As of July 1, 1999, this fund also includes the members of 44 previously local police and fire relief associations that elected to have PERA administer their plan. In 2011 and 2012 respectively, legislation was enacted to merge the Minneapolis Police and Minneapolis Firefighters Relief Associations effective December 30, 2011, and the Virginia Fire and Fairmont Police Relief Associations effective June 29, 2011 with PEPFF. See "Pension Legislation and Litigation" below.

The Local Government Correctional Service Retirement Fund (called the Public Employees Correctional Fund or PECF) was created in 1999 to cover local government correctional service employees who spend most of their time in direct contact with inmates. The majority of these employees were formerly part of the Coordinated Plan.

Membership statistics for each of the funds, as of June 30, 2013, follows:

	General Employees Retirement Fund	Public Employees Police & Fire Fund	Public Employees Correctional Fund	Minneapolis Employees Retirement Fund	TOTAL
Retirees	69,594	6,729	530	3,134	79,987
Beneficiaries	7,508	1,872	30	766	10,176
Disabilitants	1,981	978	130	9	3,098
Terminated Members:					
Vested, no benefits	45,946	1,388	2,232	57	49,623
Non Vested	119,509	988	1,816	0	122,313
Active Members:					
Vested	104,658	9,940	2,694	64	117,356
Non Vested	<u>35,105</u>	<u>1,000</u>	<u>799</u>	<u>0</u>	<u>36,904</u>
Totals	<u>384,301</u>	<u>22,895</u>	<u>8,231</u>	<u>4,030</u>	<u>419,457</u>
Annualized Payroll	\$5,256,798,000	\$822,003,000	\$174,707,000	\$4,258,000	\$6,257,766,000

PERA also administers the Volunteer Firefighter Retirement Fund, a multi-employer, agent plan and Public Employees Defined Contribution Plan, which was established by the Minnesota Legislature in 1987 to provide a retirement plan for personnel employed by public ambulance services. The defined contribution plan has been expanded to include physicians and locally-elected public officials, except for county sheriffs.

Overview – TRA

Teachers' Retirement Association ("TRA") had 591 reporting employer units, 76,765 active members and a total of 57,168 retirees, survivors, beneficiaries and disabilitants who were receiving monthly benefits, as of June 30, 2013.

Teachers employed in Minnesota's public elementary and secondary schools, charter schools and certain educational institutions maintained by the State (except those teachers employed by the cities of Duluth and St. Paul, and by the University of Minnesota system) are required to be TRA members. Teachers employed by the Minnesota State College and Universities may elect TRA coverage. Effective June 30, 2006, former members of the Minneapolis Teachers Retirement Fund Association (MTRFA) are members of TRA and are included in the membership totals presented.

TRA is managed by eight trustees: three are statutorily appointed and five are elected. The appointed trustees are the Commissioner of Education, the Commissioner of Management and Budget and a representative of the Minnesota School Boards Association. Four of the five elected trustees are active members and one is a retiree. Administrative management of the fund is vested in an Executive Director who is appointed by the Board of Trustees.

Membership statistics for the fund, as of June 30, 2013, follows:

Retirees	52,331
Disabilitants	568
Beneficiaries	4,269
Terminated Members:	
Vested, deferred	12,614
Non Vested	28,881
Active Members:	
Vested	61,398
Non Vested	<u>15,367</u>
Total	<u>175,428</u>
Annualized Payroll	\$3,917,310,000

Investments

Assets of the pension funds are invested by the Minnesota State Board of Investment (the "SBI"). SBI prepares and publishes an annual financial report including financial statements and required supplementary information. The information that is contained in the sections "Investments" and "Investment Results" is provided by SBI.

The SBI is established by Article XI of the Minnesota Constitution to invest all State funds. Its membership, as specified in the Constitution, is comprised of the Governor (who is designated as chair of the Board), State Auditor, Secretary of State and State Attorney General. All investments undertaken by the SBI are governed by the prudent person rule and other standards codified in Minnesota Statutes, Chapter 11A and Chapter 356A.

The prudent person rule, as codified in Minnesota Statutes Section 11A.09, requires all members of the Board, Investment Advisory Council, and SBI staff to "...act in good faith and ...exercise that degree of judgment and care, under circumstances then prevailing, which persons of prudence, discretion and intelligence exercise in the management of their own affairs, not for speculation, but for investment, considering the probable safety of their capital as well as the probable income to be derived therefrom." Minnesota Statutes Section 356A.04 contains similar codification of the prudent person rule applicable to the investment of pension fund assets.

In addition to the prudent person rule, Minnesota Statutes Section 11A.24 contains a specific list of asset classes available for investment including common stocks, bonds, short term securities, real estate, private equity,

and resource funds. The statutes prescribe the maximum percentage of fund assets that may be invested in various asset classes and contain specific restrictions to ensure the quality of the investments.

A 17-member Investment Advisory Council, ten members of which must be experienced in general investment matters advise the SBI on investment policy. The Commissioner of Minnesota Management of Budget, and the executive directors of the Retirement Systems also serve as members as do one retiree and two active employee members. Also, investment consultants are hired to monitor and evaluate investment performance of the investment firms hired by the SBI. Within the requirements defined by State law, the State Board of Investment, in conjunction with SBI staff and the Investment Advisory Council, establishes investment policies for all funds under its control. These investment policies are tailored to the particular needs of each fund and specify investment objectives, risk tolerance, asset allocation, investment management structure and specific performance standards. The Board, its staff, and the Investment Advisory Council have conducted detailed analyses that address investment objectives, asset allocation policy and management structure of each of the funds under the SBI's control. The studies guide the on-going management of these funds and are updated periodically.

The individual pension plans invest in investment pools administered by the SBI. The pools function much like mutual funds, with the pension plans purchasing "units" of the pools rather than purchasing individual securities. The Combined Funds represent the assets for both the active and retired public employees in the ten statewide retirement plans which are administered by the three statewide retirement systems, TRA, PERA, and MSRS. On June 30, 2013, the Combined Funds covered approximately 553,000 active and retired employees and had a market value of \$47.5 billion. The Combined Funds Market Value was \$57.8 billion on March 31, 2014.

Actuarial Assumed Return and Asset Allocation

Employee and employer contribution rates are specified in State law as a percentage of an employee's salary. The rates are set so that contributions plus expected investment earnings will cover the projected cost of promised pension benefits. In order to meet these projected pension costs, Minnesota statutes specify the annual investment return the retirement fund assets are assumed to earn. The 2012 Legislature modified the investment earnings assumption to a "select and ultimate" method, effective for the July 1, 2013 actuarial valuation report (For additional information on the select and ultimate method, see "Pension Legislation and Litigation," herein). The annualized investment return assumed is 8.0 percent for Fiscal Year 2013 through Fiscal Year 2017 and 8.5 percent annualized for Fiscal Year 2018 and years thereafter, with the exception of the Legislators and Elective State Officers Retirement Funds, which changed from 8.5% to 0% for all years. Normally, pension assets will accumulate in the Combined Funds for 30 to 40 years during an employee's years of active service. A typical retiree can be expected to draw benefits for an additional 15 to 20 years. This provides the Combined Funds with a long investment time horizon and permits the Board to take advantage of the return opportunities offered by common stocks and other equity investments in order to meet the actuarial return target.

The allocation of assets among stocks, bonds, alternative investments and cash has a dramatic impact on investment results. In fact, asset allocation decisions overwhelm the impact of individual security selection within a total portfolio. The asset allocation of the Combined Funds is reviewed periodically. SBI has chosen to incorporate a large commitment to common stocks in the asset allocation policy for the retirement funds. In order to limit the short run volatility of returns exhibited by common stocks, the Board includes other asset classes such as bonds, real estate, and resource investments in the total portfolio. This diversification is intended to reduce wide fluctuations in investment returns on a year to year basis and without impairing the Funds' ability to meet or exceed the actuarial return target over the long-term. The Combined Funds has a policy asset allocation based on the investment objectives of the Combined Funds and the expected long term performance of the capital markets. The policy asset allocation of the Combined Funds was approved by the Board in December 2008, and is as follows:

Domestic Stocks	45%
International Stocks	15%
Bonds	18%
Alternative Assets	20%
Unallocated Cash	2%

The SBI's asset rebalancing policy is as follows: When actual asset allocation deviates 5% to 10% from the target, rebalancing is at the discretion of the SBI. If the actual allocation deviates 10% or more from the target, assets must be redistributed to achieve long-term allocation targets. (The target allocation for domestic equity is 45% of the fund. A 5% deviation would equal 2.25%). The uncommitted allocation in Alternatives is invested in fixed income. The Board recognizes that in some market situations the allocation to alternatives may exceed 20% but may not exceed 24%.

The following table represents the actual asset allocation and the market value for the Combined Funds as of June 30, 2013 and March 31, 2014.

Combined Funds Assets
Periods Ending June 30, 2013 and March 31, 2014

	Policy Targets	Actual Mix 6/30/2013	Market Value** (millions)	Actual Mix 3/31/2014	Market Value** (millions)
Domestic Stocks	45.0%	45.1%	\$23,474	45.1%	\$26,033
International Stocks	15.0	14.9	7,751	15.4	8,907
Bonds	18.0	23.0	11,973	23.5	13,597
Alternative Assets*	20.0	14.5	7,559	12.6	7,266
Unallocated Cash	2.0	2.5	1,328	3.4	1,953
	100.0%	100.0%	\$47,534	100.0%	\$57,756

*Any uninvested allocation is held in domestic bonds.

**Market value based on fair value as defined in GASB 31.

Source: SBI Combined Funds Performance, periods ending, June 30, 2013 and March 31, 2014.

Investment Results

All assets in the Combined Funds are managed externally by investment management firms retained by contract. Investment income is recognized as earned. Accrued investment income of the pooled investment accounts is included in participation in the accounts. Gains or losses on sales or exchanges are recognized on the transaction date. The cost of security transactions is included in the transaction price. Administrative expenses of SBI and investment management fees of the external money managers and the State's master custodian for pension fund assets are allocated to the funds participating in the pooled investment accounts.

The rate of return in the Combined Funds was 14.2% in the Fiscal Year ending June 30, 2013. Under the statutory "select and ultimate" method investment earnings assumption, effective commencing with the July 1, 2013 actuarial valuation report, the annualized assumed investment return is 8.0% for Fiscal Year 2013 through Fiscal Year 2017 and 8.5% annualized for Fiscal Year 2018 and years thereafter, with the exception of the Legislators and Elective State Officers Retirement Funds, which changed from 8.5% to 0% for all years. (For additional information on the select and ultimate method, see "Pension Legislation and Litigation," herein). Over a 10 year period, the Combined Funds are expected to outperform a composite market index weighted in a manner that reflects the long-term asset allocation over the latest 10-year period.

	<i>Period Ending June 30, 2013</i>										
	<u>2009</u>	<u>2010</u>	<u>2011</u>	<u>2012</u>	<u>2013</u>	<u>3 Yr.</u>	<u>5 Yr.</u>	<u>10 Yr.</u>	<u>20 Yr.</u>	<u>25 Yr.</u>	<u>30 Yr.</u>
Combined Funds	-18.8%	-15.2%	23.3%	2.4%	14.2%	13.0%	6.2%	8.2%	8.2%	9.0%	9.4%
Composite Index	-18.4%	-13.4%	22.4%	3.0%	12.9%	12.5%	5.7%	7.9%	8.0%	8.7%	N/A
<i>Period Ending March 31, 2014</i>											
	<u>2010</u>	<u>2011</u>	<u>2012</u>	<u>2013</u>	<u>2014</u>	<u>3 Yr.</u>	<u>5 Yr.</u>	<u>10 Yr.</u>	<u>20 Yr.</u>	<u>25 Yr.</u>	<u>30 Yr.</u>
Combined Funds	35.5%	14.7%	5.7%	11.0%	15.6%	10.7%	16.1%	8.0%	8.8%	9.2%	10.0%
Composite Index	32.9%	13.7%	5.9%	10.6%	14.3%	10.2 %	15.1%	7.7%	8.5%	8.9%	9.8%

Source SBI

The Combined Funds outperformed the composite index over the last three years and five years. Actual returns relative to the total fund composite index for much of the last five years are shown above. For the 10 year period ending March 31, 2014, the Combined Funds outperformed the composite index by 0.3 percentage points. For the 20 year period ending March 31, 2014, the Combined Funds outperformed the composite index by 0.3 percentage points. The annualized rate of return for the Combined Funds over the past 25 years was 9.2%; over the past 30 year period since March 31, 1984, the annualized rate of return is 10.0%.

SBI has reported that the unaudited, preliminary estimate for the investment returns of the Combined Fund for Fiscal Year 2014 is 18.7%, although SBI has not publicly announced the Fiscal Year 2014 return numbers. As mentioned above, the annualized investment return assumed for Fiscal Year 2014 is 8.0%, with the exception of the Legislators and Elective State Officers Retirement Funds. While the official Fiscal Year 2014 return numbers will not be available until later in 2014, and the annual actuarial valuation report is not expected to be available until November 2014, based on preliminary information available to the State as of the date of this Official Statement, it is expected that the funded ratio for each of the State's major defined benefit pension plans for Fiscal Year 2014 will increase as compared to Fiscal Year 2013; the State, however, does not yet have a current estimate of the amount of the increase.

FY 2013 Funding Summary

As mentioned above, the State is the primary employer for MSRS, and is only a minor employer in the PERA and TRA plans. The State also makes non-employer contributions to certain plans and makes contributions to PERA, TRA and certain local governments to assist with public pension funding obligations, as described herein. In addition, the State has historically appropriated general (non-pension related) State aid payments to PERA, TRA, certain local governments and school districts that are contributing employers in these plans. Provided below is a Table summarizing the Retirement Systems, including: the types of pension plans (*e.g.*, defined benefit, defined contribution, etc.), whether the State contributes to the pension plan as an employer or otherwise, and the State's FY 2013 contributions to the various plans.

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Minnesota Retirement Systems – State Participation and Contribution Summary
(Defined Benefit Plans in Bold)
(\$'s in Thousands)

Minnesota State Retirement Systems (MSRS)				
Plans Covered	Type	State Employer Participation?	State Provides Other Non-Employer Contributions?	FY 2013 State Pension Contributions ⁽¹⁾
State Employees Retirement Fund	Multiple employer, cost-sharing plans	Yes ⁽²⁾	No	\$88,388
Correctional Employees Retirement Fund	Single employer, State plan	Yes	No	\$24,632
Elective State Officers Fund	Single employer, State plan	Yes	No	\$470
Judges Retirement Fund	Single employer, State plan	Yes	No	\$8,177
Legislators Retirement Fund	Single employer, State plan	Yes	No	\$3,399
State Patrol Retirement Fund	Single employer, State plan	Yes	No	\$11,482 ⁽³⁾
Unclassified Employees Retirement Fund	Defined Contribution	Yes	No	\$5,867
Postretirement Healthcare Benefits Fund	Defined Contribution	N/A	N/A	N/A
State Deferred Compensation Fund	Deferred Compensation	N/A	N/A	N/A
Hennepin County Supplemental Retirement Fund	Defined Contribution	N/A	N/A	N/A
Public Employees Retirement Association (PERA)				
Plans Covered	Type	State Employer Participation?	State Provides Other Non-Employer Contributions?	FY 2013 State Pension Contributions ⁽¹⁾
General Employees Retirement Fund	Multiple employer, cost-sharing plan	Yes ⁽⁴⁾	No ⁽⁵⁾	\$3,018
Minneapolis Employees Retirement Fund	Multiple employer, cost-sharing plan	No	Yes	\$24,000
Public Employees Police and Fire Fund	Multiple employer, cost-sharing plan	No	Yes ⁽⁵⁾	-
Public Employees Correctional Fund	Multiple employer, cost-sharing plan	No	No	-
Volunteer Firefighter Retirement Fund	Multiple employer, agent plan	N/A	Yes ⁽⁵⁾	\$361
Defined Contribution Fund	Defined Contribution	N/A	N/A	N/A
Teachers Retirement Association (TRA)				
Plans Covered	Type	State Employer Participation?	State Provides Other Non-Employer Contributions?	FY 2013 State Pension Contributions ⁽¹⁾
Teachers Retirement Fund	Multiple employer, cost-sharing plan	Yes ⁽⁶⁾	Yes ⁽⁶⁾	\$27,959 ⁽⁶⁾

(1) Includes: (i) State contributions made as an employer, (ii) General Fund appropriations made to the Funds and (iii) General Fund contributions made directly to certain local governments to assist them with their pension obligations. Does not include statutory State contributions made to local plans governed by State statutes. Employer contributions are made from a variety of State funds, including the General Fund. Based on payroll expense data for Fiscal Year 2013, the State's General Fund comprised approximately 53% of the MSRS employer contributions.

(2) The State is a primary employer for the State Employees Retirement Fund.

(3) A state contribution of \$1.0 million is paid annually on October 1 beginning in 2013 to the State Patrol Retirement Fund; this contribution will continue until both the MSRS State Patrol Retirement Fund and the PERA Police and Fire Retirement Fund become 90% funded on a market value of assets basis.

(4) The State does not make employer contributions to PERA other than covered individuals employed by PERA, and a small number of employees from the Minnesota State Colleges and University system ("MnSCU"), the Public Defense Board, Department of Military Affairs and the court system that were grandfathered in.

(5) The State contributes to pension aid payment directly to local entities to assist the employers' pension obligation. The State also contributes \$9,000,000 annually directly to the Police & Fire Fund, beginning in 2013.

(6) The State does not make employer contributions to TRA, except for MnSCU faculty that have elected TRA, Perpich School for the Arts, certain Department of Education Employees formerly covered by TRA and the Faribault Academies. The total contribution from the State to TRA of \$27,959 million is the sum of the direct General Fund appropriation of \$17.017 million plus employer contributions for those employees in the plan listed above (assumed to be 5 percent of the total employer contribution amount to the fund).

Statutory Funding Requirements

Minnesota's defined benefit retirement plans are financed in several ways, including employee contributions, contributions from State agencies for their covered employees, contributions from local political subdivisions, and direct State appropriations. For substantially all of the defined benefit plans, both the employee and employer make a contribution to the plan based on a percentage of the plan member's salary. Each fund's financing requirement is determined by a specific formula established in State law.

The statutory funding formulas are not always consistent with the calculated actuarial requirements as described below. No assurance can be provided that the formulas will not change in the future. A brief description is provided below of the existing formula for the Retirement System's Plans and the local defined contribution plans that are governed by State statutes:

1. *MSRS*: MSRS consists of the assets of ten pension funds, six of which encompass defined-benefit plans, in which the State participates as an employer or otherwise provides general government contributions. For each of the defined benefit plans* in MSRS (except as noted below), both the employee and employer make a contribution to the plan based on a percentage of the plan member's salary. The contribution percentage is specified in statute.

a. *Legislators Retirement Plan*. General Fund appropriations are transferred to this account on a current disbursement basis as retirement benefits are paid to members who retired after July 1, 2003. Retirement benefits to members who retired on or prior to that date are financed by the remaining assets in the Legislators Retirement Plan. Upon depletion of those assets, all benefits will be funded on a pay-as-you-go basis from the State's General Fund.

b. *Judges Retirement Plan*. This plan is funded through employer/employee contributions as a fixed percentage of salary, as defined in Minnesota statute.

c. *Elective State Officers' Plan*. General Fund appropriations are transferred to this account on a current disbursements basis as retirement benefits are paid.**

2. *PERA*: PERA consists of the assets of six pension funds, five of which are defined benefit plans. The State does not make employer contributions to PERA other than for covered individuals employed by PERA, and a small number of employees from the Minnesota State Colleges and University system ("MnSCU"), the Public Defense Board, Department of Military Affairs and the court system that were grandfathered in. For each of the defined benefit funds in PERA (except as noted below), both the employee and employer make a contribution to the plan based on a percentage of the plan member's salary. The contribution percentage is specified in statute.

a. Minneapolis Employees' Retirement Fund ("MERF"). This fund was closed to new members. In July 2008 the MERF Board of Trustees voted to transfer the management of their assets to the Minnesota State Board of Investment. On June 30, 2010, the administration of MERF was transferred to the Public Employees Retirement Association. All assets, service credit, benefits liabilities transferred to a separate MERF division account administered by PERA on June 30, 2010. The annual General Fund obligation is specified in statute as: the actuarially determined financial requirements of the MERF account less the employer and employee contribution of 9.75% of covered payroll, less the additional employer contribution of 2.68% of covered payroll, and less \$3,900,000. The total State contribution cannot exceed \$9,000,000 per year plus \$13,750,000 on September 15, 2011, \$13,750,000 on September 15, 2012, and \$15,000,000 thereafter, until June 30, 2031. After June 30, 2012, the annual additional employer supplemental contribution will be a minimum of \$27,000,000 and a maximum of \$34,000,000.

b. Local Police and Fire Amortization Aid. This aid program is specified in statute. As originally designed, it funded the State's share of amortizing unfunded liabilities of local police or fire relief associations that were being merged into a centralized fund (PERA). In more recent years, part of the money has been redirected to the Minneapolis (now part of the Teacher's Retirement Association), St. Paul, and Duluth teacher retirement plans.

*One of the funds, the State Employees Retirement Fund, includes four separate plans: the General State Employees Plan (which is the largest plan of the State Employees Retirement Fund), and plans for three separate groups: Minnesota Department of Transportation pilots, deputy state fire marshals, and Military Affairs personnel.

**With the July 1, 2013, merger of the Elective State Officers Retirement Fund into the Legislators Retirement Fund, the General Fund appropriation to finance the Elective State Officers Plan benefit payments will be made to the Legislators Retirement Fund.

The State's contribution remains at the Fiscal Year 1992 appropriation level, or less, until St. Paul Teachers' Plan becomes fully funded.

3. *TRA:* The State does not make employer contributions to TRA other than for MnSCU faculty who have elected TRA, Perpich School for the Arts employees, certain Department of Education employees formerly covered by TRA and the Faribault Academies employees. The State provides certain general government contributions to TRA for actuarial liabilities assumed in 2006 by the consolidation of the former Minneapolis Teacher Retirement Fund Association. For the Teachers' Retirement Fund, both the employee and employer make a contribution to the plan based on a percentage of the plan member's salary. The contribution percentage is specified in statute.

4. *Local Defined Benefit Retirement Systems Governed by State Statutes – TRA on behalf of the Duluth Teachers Retirement Fund Association and the St. Paul Teachers' Retirement Fund Associations.* For these associations, both the employee and employer make a contribution to the plan based on a percentage of the plan member's salary. The contribution percentage is specified in statute. The State also contributes to certain local police and fire associations including the Bloomington Police, Minneapolis Fire and Virginia Fire plans – the contribution for which is specified in statute.

Retirement Systems Funding

State law requires the Retirement Systems to "pre-fund" future benefit obligations. Rather than collecting only sufficient sums from current active workers to pay current retired members and beneficiaries, the Retirement Systems are required by statute to accumulate enough assets to cover all benefit liabilities of participating members. The three Retirement Systems use different full funding dates:

<u>Retirement System</u>	<u>Fund</u>	<u>Funding Date</u>
MSRS	State Employees Retirement Fund	2040
	State Patrol Retirement Fund	2037
	Correctional Employees Retirement Fund	2038
	Judges Retirement Fund	2039
	Legislators and Elective State Officers Retirement Funds	Not Applicable
PERA	General Employees Retirement Fund	2031
	Public Employees Police and Fire Fund	2038
	Public Employees Correctional Fund	2031
TRA	Teachers Retirement Association Fund	2037

To achieve full funding, contribution rates for the Retirement Systems are determined based upon current assets, future expected investment returns, current and projected liabilities based on the benefit provisions, demographics of the Retirement Systems' membership, statutory actuarial assumptions and what annual contributions will be needed to have enough assets to match current and projected liabilities by the required full-funding date. Employee and employer contribution rates are specified in State law as a percentage of an employee's salary. The rates are set so that contributions plus expected investment earnings will cover the projected cost of promised pension benefits and plan administrative expenses. In order to meet these projected costs, Minnesota statutes specify the annual investment return the retirement fund assets are assumed to earn. Under the statutory "select and ultimate" method investment earnings assumption, effective commencing with the July 1, 2013 actuarial valuation report, the annualized assumed investment return is 8.0% for Fiscal Year 2013 through Fiscal Year 2017 and 8.5% annualized for Fiscal Year 2018 and years thereafter, with the exception of the Legislators and Elective State Officers Retirement Funds, which changed from 8.5% to 0% for all years. (For additional information on the select and ultimate method, see "Pension Legislation and Litigation," herein).

The Legislature sets the contribution rates needed to fund the Retirement Systems by using the reports and advice of actuarial consultants. Each year an actuarial valuation report is completed to see if a Retirement System's contribution rates are meeting the funding requirements. If the contributions are not changed to match the funding requirements determined by the actuarial consultants, deficiencies are created and those deficiencies may become worse over time. The actuarial value of plan assets is smoothed over the most recent five-year period to reduce volatility of both the funding ratio and required contribution rates. Primarily due to investment returns during the fiscal year 2009 through fiscal year 2013 five-year period being lower than actuarially assumed and due to contribution rates being less than actuarial recommended rates, the funding ratios declined for each of the Retirement Systems for the Fiscal Year ending June 30, 2013 versus funding levels for the Fiscal Year ending June 30, 2012.

Every four to six years, the assumptions used to forecast funding requirements are tested against actual experience. The factors considered include but are not limited to:

- Expected average investment earnings assumption
- Number and timing of members retiring
- Number and timing of employees leaving prior to retirement
- Number of employees opting for lump-sum of their employee contributions, thereby forfeiting future benefit
- Number of new members added
- Life expectancies of both active and retired members

The most recent actuarial experience study for MSRS' State Employees Retirement Fund covered the period July 1, 2004, through June 30, 2008, and was completed by August 31, 2009. Several economic and demographic actuarial assumptions, including salary increases, payroll growth, and withdrawal and retirement rates changed based upon the recent experience study results. Any assumptions changes require approval of the various retirement systems board members and the Legislative Commission on Pensions and Retirement ("LCPR"). The LCPR has authority for reviewing the actuarial valuation and experience study results and modifying actuarial assumptions, as the Commission deems appropriate. Accordingly, the LCPR engaged an independent actuarial firm to review the recommendation of the actuary of the Retirement Systems. The firm indicated in its June 22, 2010, report that it found, in general, the actuarial assumption changes proposed for MSRS were reasonable, justified by observed experience, and consistent with standard actuarial practice. However, the firm believes it is prudent to be more conservative in setting assumptions; if assumptions are set more aggressively they are more likely to produce experience losses which will only add to the Fund's difficulty in recovering from recent investment losses. In July 2010 the LCPR adopted a number of actuarial assumption changes effective for the July 1, 2010, actuarial valuation reports. These changes included changes to covered member payroll growth, withdrawal from service rates, retirement and disability rates, and mortality rates. The experience studies for MSRS' State Patrol, Correctional Employees, and Judges Retirement Funds were completed on February 3, 2012. Based on the experience study results, the actuaries proposed no changes to current actuarial methods. However, the actuaries proposed reductions to the real wage growth, payroll growth and salary increase assumptions. The actuaries proposed lowering the investment return assumption from 8.5% to 8.00% and making adjustments to several other demographic assumptions to more closely match experience. The next experience study for the State Employees Retirement Fund will begin on July 1, 2014, and cover the period from July 1, 2008 through June 30, 2014.

The most recent actuarial experience study for PERA's General Employees Retirement Fund covered the period July 1, 2004, through June 30, 2008, and was completed in 2009. As a result, several economic and demographic actuarial assumptions were adjusted in Fiscal Year 2010, including salary increases, payroll growth, withdrawal and retirement rates, and mortality rates. The most recent actuarial experience study for PERA's Public Employees Police and Fire Fund covered the period July 1, 2004, through June 30, 2009, and was completed in 2010. Several assumptions were adjusted in Fiscal Year 2011, including salary growth, payroll growth, mortality rates, withdrawal rates and retirement rates. These assumption changes increased the actuarially accrued liability \$148 million in the Public Employees Police and Fire Fund. The next experience study for PERA's General Employees Retirement Fund will begin on July 1, 2014, and cover the period from July 1, 2008 through June 30, 2014.

The July 1, 2004, through June 30, 2008, actuarial experience study for TRA was completed in October 2009. The report contained a number of economic and demographic recommendations, as previously described. In July 2010, the LCPR enacted a set of assumption changes for TRA, effective for the July 1, 2011, actuarial evaluation, including converting to a service-based assumption for individual member salary growth. Another key assumption change was lowering the assumed growth in total member covered salary from 4.50% annually to 3.75% annually. The next experience study for TRA will begin on July 1, 2014, and cover the period from July 1, 2008 through June 30, 2014.

The following table provides a summary analysis of funding status for the Retirement Systems and certain local defined benefit retirement plans where the State provides non-employer general government contributions governed by State statutes as of June 30, 2013, based on the respective annual actuarial valuation reports.

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**Funding Status of Defined Benefit Pension Funds to Which
Minnesota Provides General Fund Resources as of June 30, 2013⁽¹⁾**
(\$'s in Millions)

	Actuarial Accrued Liability ²	Actuarial Value			Market Value			Membership	
		Unfunded			Market			Active Members	Other Members
		Actuarial Value of Assets (AVA) ³	Actuarial Accrued Liability (UAAL) ⁴	Funding Ratio ⁵	Value of Assets (MVA) ⁶	Unfunded Liability	Funding Ratio		
1. Funds Where the State Has Custodial Responsibility									
Minnesota State Retirement System (MSRS):									
— State Employees Retirement Fund	\$11,429	\$9,376	\$2,053	82.04%	\$10,033	\$1,396	87.79%	49,121	54,922
— Correctional Employees Retirement Fund	1,026	701	\$325	68.33%	747	\$279	72.82%	4,384	3,983
— State Patrol Retirement Fund	742	552	\$190	74.45%	593	\$149	79.96%	845	1,042
— Judges Retirement Fund	285	145	\$140	50.94%	155	\$130	54.62%	309	348
— Legislators Retirement Fund ⁽⁷⁾	236	11	\$225	4.87%	11	\$225	4.87%	24	433
— Elective State Officers Fund ⁽⁷⁾	9	0	\$9	0.00%	0	\$9	0.00%	0	15
Subtotal	\$13,727	\$10,785	\$2,942		\$11,539	\$2,188		54,683	60,743
Public Employees Retirement Association (PERA):									
— General Employees Fund	19,380	14,113	5,267	72.82%	15,085	4,295	77.84%	139,763	244,538
— PERA Police & Fire Fund	7,304	5,933	1,371	81.23%	6,347	957	86.90%	10,940	11,955
— Minneapolis Employees Retirement Fund	1,167	869	298	74.46%	869	298	74.46%	64	3,966
— Local Correctional Service Fund	381	347	34	91.98%	367	14	96.21%	3,493	4,738
Subtotal	\$28,232	\$21,262	\$6,970		\$22,668	\$5,564		154,260	265,197
Teachers' Retirement Association (TRA):	\$23,419	\$16,775	\$6,644	71.63%	\$18,015	\$5,404	76.93%	76,765	98,663
Custodial Subtotal	\$65,378	\$48,822	\$16,556		\$52,222	\$13,156		285,708	424,603
2. Other Funds to Which the State Contributes									
Local Police & Fire Associations ⁽⁸⁾	124	123	2	98.66%	123	2	98.66%	119	192
St. Paul Teachers' Retirement Fund	1,467	886	581	60.40%	933	534	63.60%	3,941	6,491
Duluth Teachers' Retirement Fund	352	190	162	53.98%	205	147	58.24%	873	2,470
Other Contribution Subtotal	\$1,943	\$1,199	\$745		\$1,261	\$683		4,933	9,153
TOTAL	\$67,321	\$50,021	\$17,301		\$53,483	\$13,839		290,641	433,756

(1) The information provided in this table reflects the condition of all funds as of June 30, 2013. For additional information on the State's pension systems, refer to the State Financial Statements in APPENDIX E. See Note 8 – Pension and Investment Trust Funds (see pages E-73 through E-81) and Required Supplementary Information (see pages E-126 through E-132).

(2) The actuarial accrued liability of each of the pension funds is an estimate based on demographic and economic assumptions of the present value of benefits that the pension funds will pay during the assumed life expectancies of the applicable members after they retire.

(3) The actuarial value of assets of each of the pension funds represents the market-related value of the assets held by the pension funds as adjusted to reflect various actuarial methods including the smoothing of actuarial losses and gains (including investment losses and gains) over a five-year period.

(4) The UAAL of each of the pension funds reflects the amount of the excess of the actuarial accrued liability of a pension funds over its actuarial value of assets.

(5) The Funded Ratio of each of the pension funds reflects the quotient obtained by dividing the actuarial value of assets of the pension funds by the actuarial accrued liability of the Pension Plan. The indicated percentages reflect the funded ratio as calculated pursuant to the requirements of the Governmental Accounting Standards Board ("GASB") for purposes of presentation in the Comprehensive Annual Financial Report of the State.

(6) The market value of assets of each of the pension funds represents the fair market value of the assets held by the pension fund. The Elective State Officers Retirement Fund is a closed plan. It has no assets in trust (e.g., cash and investments); only the amount receivable from the State's General Fund is its current asset.

(7) The Legislators and Elective State Officers defined benefit retirement plans are financed on a pay-as-you-go basis. The Legislators Retirement Plan is funded with members' contributions paid to the State's General Fund and annual appropriations from the State's General Fund. Assets of the Legislators Retirement Fund finance benefits paid to former legislators who were first elected to office prior to July 1, 1997, and retired on or before January 1, 2003. These assets are expected to be depleted within the next five years. Upon depletion of those assets, all benefits will be funded with annual appropriations from the state's General Fund. Benefits paid to legislators who were first elected to office prior to July 1, 1997, and retired after January 1, 2003, are financed by State General Fund appropriations. Since the Elective State Officers Retirement Fund has no assets, all benefits paid are financed by the State General Fund appropriations. Legislators and Elective State Officers first elected after July 1, 1997 are members of the State's Unclassified Employees Retirement Fund, a defined contribution plan.

(8) Information for local police and fire associations reflects values as of December 31, 2012 for Bloomington Fire Relief Association.

Actuarial Valuation Requirements

State law regulates the administration of the pension funds. State law requires that all pension funds must conduct an actuarial valuation as of the end of the fiscal year. The purpose of the actuarial valuation is to calculate the actuarial accrued liability in each of the pension funds which estimates on the basis of demographic and economic assumptions the present value of benefits each of the pension funds will pay to its retired members and active members upon retirement. Independent actuaries provide annual actuarial valuations for each of the pension funds, performed in accordance with State statutes and generally recognized and accepted actuarial principles and practices. The actuarial valuation compares the actuarial accrued liability with the actuarial value of assets and any excess of that liability over the assets forms an Unfunded Actuarial Accrued Liability (“UAAL”) of the applicable pension funds. An actuarial valuation will express the percentage that a pension fund is funded through a “Funded Ratio” which represents the quotient obtained by dividing the actuarial value of assets of the pension fund by the actuarial accrued liability of the pension fund. An actuarial valuation will also state an actuarially recommended contribution amount, which is a recommended amount that the State and other sponsoring employers contribute to the applicable pension fund. The actuarially recommended contribution consists of two components: (1) normal cost, which represents the portion of the present value of retirement benefits that are allocable to active members’ current year service, and (2) an amortized portion of the UAAL.

To calculate the actuarial value of assets and actuarial accrued liability of each of the pension funds, the actuarial valuations use several actuarial assumptions. Some examples of these assumptions include an expected rate of return of assets, age of retirement of active members, future pay increases for current employees, assumed rates of disability and post-employment life expectancies of retirees and beneficiaries. If the experience of the pension fund is different from these assumptions, the UAAL of the pension fund may increase or decrease to the extent of any variances. Consequently, the calculated actuarially required contributions may be impacted.

In the case of the expected rate of return of assets, the actual rate of return on the pension funds depends on the performance of their respective investment portfolios. The investment portfolios of the respective pension funds can be highly volatile. The value of the securities in the investment portfolios can dramatically change from one fiscal year to the next, which could, in turn, cause substantial increases or decreases in the applicable UAAL. For example, in Fiscal Year 2009, the rate of return of the assets of the combined pension systems was negative 18.8%, causing the UAAL of the pension systems to substantially increase between Fiscal Year 2008 and Fiscal Year 2009.

The actuarial valuations of the pension funds use several actuarial methods to calculate the actuarial value of assets and actuarial accrued liability of the pension funds. For example, the pension funds use an asset valuation method of smoothing the difference between the market value of assets and the actuarial value of assets over a five-year period to prevent extreme fluctuations that may result from temporary or cyclical economic and market conditions. As of June 30, 2013, the aggregate market value of all of the assets of the pension systems, as determined by the pension systems’ actuaries, was approximately \$53.483 billion. As of June 30, 2013, the aggregate actuarial value of all assets of the pension systems was \$50.021 billion.

The pension funds have different amortization methods that are used to calculate the UAAL as summarized in the State’s Comprehensive Annual Financial Report in APPENDIX E of this Official Statement (See page E-84).

Pension Legislation and Litigation

In August 2007 the LCPR unanimously approved a modification to the *Standards for Actuarial Work*. This action permitted the actuary retained to calculate the actuarial value of assets allocated to the Post Retirement Investment Fund at market value, as required by GAAP, beginning with the July 1, 2007, actuarial valuation, instead of reporting these assets at an amount equal to the liabilities. The change in asset valuation method resulted in decreases to the actuarial value of assets and increases in the unfunded actuarial accrued liabilities for many of the retirement plans. The funding ratios reported in the following paragraphs reflect this change. In August 2010, the LCPR unanimously approved additional changes to the *Standards for Actuarial Work*.

In 2008, the Legislature enacted legislation that provided that if the composite funding ratio of the Minnesota Post Retirement Investment Fund (MPRIF) fell below 80% at the end of any fiscal year, the Post Fund would be abolished. On June 30, 2008, the MPRIF funding ratio was calculated to be 79.7%. On June 30, 2009, assets and liabilities attributable to retired members in the MPRIF were transferred to the respective active member funds. In conjunction with the dissolution,

benefit recipients will receive future annual 2.5% cost-of-living adjustments (COLA). The waiting period and proration schedule for the COLA paid in the first year of retirement were also revised.

In 2010, legislation was enacted to modify the annual 2.5% COLAs. Beginning January 1, 2011, each statewide retirement system has unique COLAs. For the TRA, post-retirement benefits are frozen for 2011 and 2012. Beginning January 1, 2013, TRA benefit recipients will receive a 2.0% adjustment annually. The benefit adjustment will increase from 2% to 2.5% once TRA's funding ratio exceeds 90%. For all of the defined benefit plans that the MSRS administers, with the exception of the State Patrol Retirement Fund, benefit recipients will receive a 2% adjustment annually. For the State Patrol Retirement Fund, benefit recipients will receive a 1.5% adjustment annually. The annual benefit adjustment will increase to 2.5% for each MSRS defined benefit fund, except for the Legislators and Elective Officers Retirement Funds, when each fund's accrued liability funding ratio reaches 90%, determined on a market value of assets basis. For the Legislators and the Elective State Officers Retirement Funds, the annual benefit adjustment will increase to 2.5% when the State Employees Retirement Fund is 90% funded on a market value of assets basis. Benefit recipients of the PERA Public Employees Police and Fire Fund receive an annual adjustment equal to inflation up to 1.5% beginning January 1, 2013 until the funding reaches 90%. PERA's Public Employees Correctional Fund was 98.4% funded on a market value basis as of June 30, 2011, so future annual adjustments will be increased to 2.5% effective January 1, 2012. In addition, for all of the PERA plans, if after reaching 90% funding, the ratio subsequently drops below 90%, the prospective annual adjustments must again be 1% for PERA General Employees Retirement Fund and inflation up to 1.5% for the PERA Public Employees Police and Fire Fund until the 90% funded ratio is again attained.

A class action lawsuit was filed in May 2010 against the State's pension funds. *Swanson, et al v. State, Public Employees Retirement Association, Minnesota State Retirement System, Teachers Retirement Association (PERA, MSRS, TRA), et al.* (Ramsey County District Court). Plaintiffs challenged the 2009 and 2010 legislative changes made to the annual cost of living adjustment for pension benefits. The district court granted summary judgment to the State on all issues and dismissed the plaintiffs' complaint. Plaintiffs had until September 6, 2011 to appeal. No appeal was filed by the deadline.

The 2010 pension bill provides numerous financial stability provisions intended to reduce future unfunded liabilities for MSRS, TRA, PERA, the St. Paul Teachers Retirement Fund Association (S PTRFA) and the Duluth Teachers Retirement Fund Association (DTRFA). Provisions include a change in future retirement benefit increases for all MSRS, PERA, TRA, S PTRFA and DTRFA plans. The MSRS State Patrol Retirement Plan, PERA General Employees Retirement Fund, PERA Public Employees Police and Fire Fund, TRA, S PTRFA, and DTRFA plans also include both employer and employee contribution rate increases. Various other provisions including a change in refund rates, change in deferred annuities augmentation rate, and increased vesting periods are included for some plans as a means to reduce future unfunded liabilities. At the end of Fiscal Year 2010, the MSRS, PERA, and TRA, combined, lowered unfunded liabilities by a total of over \$5.9 billion.

The 2010 legislation also provided for the administrative consolidation of the closed MERF and PERA. MERF assets and liabilities are to remain separate from PERA until fiscal year end market value of assets of the MERF account equals or exceeds 80% of the actuarial accrued liability of the MERF account. The legislation also increases the annual State contribution to the MERF account from \$9,000,000 annually to \$22,750,000 in each FY 2012 and 2013 and \$24,000,000 each year thereafter through FY 2031. Beginning in FY 2013 the annual additional employer supplemental contribution will be a minimum of \$27,000,000 and a maximum of \$34,000,000.

The 2010 legislature passed into law an early retirement incentive for eligible State employees. The incentive includes up to 24 months of health insurance payments into a health care savings account for an employee who is granted the incentive. This provision is at the discretion of both the employee's agency and the Commissioner of MMB. In April 2011, MMB released a report detailing the results of the Legislature. In all, 1030 (1008 executive) employees used the incentive resulting in an estimated FY 2011 – 2013 executive branch all funds savings of \$46.7 million.

The 2010 legislation extended the amortization date for MSRS State Employees Retirement Fund from 2020 to 2040.

In the 2011 Legislative Special Session the legislature passed a minor omnibus pension bill that was signed into law by the Governor. Included in the bill were modifications to the post retirement adjustments for S PTRFA that will reduce future liabilities and language permitting voluntary merger of the Minneapolis Firefighters Relief Association and the Minneapolis Police Relief Association with the PERA's Public Employee's Police and Fire Retirement Fund.

The 2012 legislature modified the investment earnings assumption for determining employee and employer contribution rates such that contributions plus expected investment earnings (at the assumed rate of return) will cover the projected cost of promised pension benefits. The investment earnings assumption was modified to a “select and ultimate” method, effective for July 1, 2012 actuarial valuation report. The “select” assumed annualized investment return of 8.0% is to be used for the first five years for Fiscal Year 2013 through Fiscal Year 2017 actuarial valuation reports, and the “ultimate” assumed annualized investment return rate of 8.5% is to be used for the sixth year forward, for Fiscal Year 2018 and years thereafter, with the exception of the Legislators and Elective State Officers Retirement Funds, which changed from 8.5% to 0% for all years. This approach is employed to recognize the current market environment that has diminished the short term market expectations while recognizing that over the longer term the higher rate is expected to be met -- and actually has been met and exceeded. The legislation also directs delaying the next experience study until 2015 for TRA, MSRS’s General Employees Retirement Plan, and PERA’s General Employees Retirement Fund to cover the six-year period of July 1, 2008, through June 30, 2014.

The 2013 legislature made several modifications to contribution rates, benefit formulas and direct State aid for the MSRS State Patrol Retirement Plan and Judges Retirement Plan. Changes to the MSRS State Patrol Retirement Plan include a 4 percent contribution rate increase from employees and a 6 percent increase from employers over a 4 year period. Specifically, State Patrol Retirement Plan employees will pay an additional 2 percent before the first day of the first pay period beginning after July 1, 2014, another 1 percent on or after the first day of the first pay period beginning after July 1, 2015, and another 1 percent on July 1, 2016. State Patrol Retirement Plan employers will be adding 3 percent of pay before the first day of the first pay period beginning after July 1, 2014, another 1.5% on or after the first day of the first pay period beginning after July 1, 2015 and another 1.5 percent on July 1, 2016. Total contributions at the end of the phase-in period in July, 2016 will be 14.4 percent and 21.6 percent of pay for employees and employers, respectively. Future annual adjustments paid to benefit recipients of the MSRS State Patrol Plan will be reduced from 1.5 percent to 1 percent per year until the Plan is again 85 percent funded, determined on a market value of assets basis. Annual adjustments will increase to 2.5 percent when the Plan reaches 90 percent funded, determined on a market value of assets basis. Additionally, the legislature appropriated direct State aid to the MSRS State Patrol Retirement Plan of \$1 million per year beginning in FY 2014 until the plan is 90% funded, determined on a market value of assets basis. Changes to the MSRS Judges Retirement Plan include establishment of a tier 1 and tier 2 benefit program, with a tier 1 judge first appointed or elected on or before July 1, 2013 with 5 or more years of allowable service, and a tier 2 judge first appointed or elected after June 30, 2013, or first appointed on or before July 1, 2013 with less than 5 years of allowable service. Member contribution rates for judges in the tier 1 program will increase 1 percent, from 8 percent to 9 percent, effective July 1, 2013. Member contribution rates for judges in the tier 2 program will be 7 percent of salary. Employer contribution rates will increase 2 percent, from 20.5 percent to 22.5 percent, effective the first day of the first full pay period after June 30, 2013. Future annual adjustments paid to benefit recipients of the Judges Plan are reduced from 2 percent to 1.75 percent per year until the Judges Plan is again 70 percent funded, determined on a market value of assets basis. Thereafter, annual adjustments will be 2.5 percent.

The 2013 legislature also made several modifications to contribution rates, benefit formulas and direct State aid for the PERA Police and Fire Plan, TRA, the Duluth Teachers Retirement Fund and the St. Paul Teachers Retirement Fund. Changes to the PERA Police and Fire plan include the following: member and employer contributions will increase in two steps from 9.6% of salary to 10.8% of salary and 14.4% of salary to 16.2% of salary, respectively; post-retirement adjustments will be set at 1% until the fund becomes at least 90% funded on a market value basis for two consecutive actuarial valuations, and at that time, post-retirement adjustments will be reset at rates not to exceed 2.5%. However, if the funded ratio of the retirement fund is equal to or less than 85% for two consecutive actuarial valuations, or is equal to or less than 80% for the most recent actuarial valuation, post retirement adjustments will again be dropped to 1%. Additionally, direct State aid to the PERA Police and Fire fund was appropriated at \$9 million per year beginning in FY 2014; and, a direct appropriation of \$5.5 million per year in aid to local employers in the PERA Volunteer Firefighter Plan beginning in FY 2014.

Further 2013 legislative changes include, to the Duluth Teachers Retirement Plan, employee contributions will increase by 1 percent of pay and employer contributions will increase by 0.71 percent of pay, current benefit accrual rates of 1.2% and 1.7% are increased to 1.4% and 1.9% for post-2013 service credit, and direct State aid will increase to \$6.346 million from \$346 thousand in FY 2014 and 2015 only. Changes to the St. Paul Teachers Retirement Plan include the following: employee and employer contributions will increase by 1 percent of pay each, current benefit accrual rates of 1.2% and 1.7% are increased to 1.4% and 1.9% for post-2015 service credit, and direct State aid will increase to \$9.827 million from \$2.827 million in FY 2014 and 2015 only. Other changes include modifying reduction factors applied to members

retiring prior to normal retirement age for TRA, the St. Paul Teachers Retirement Plan and the Duluth Teachers Retirement Plan; requiring TRA, the St. Paul Teachers Retirement Plan and the Duluth Teachers Retirement Plan to jointly study the feasibility of a merger with a report ready for the 2014 legislature's review.

The 2014 legislature acted to fully merge the Duluth Teachers Retirement Fund with the Teachers Retirement Association, effective July 1, 2015 with approval from the Duluth Teachers Retirement Fund board and membership and the Teachers Retirement Association board. As part of the merger legislation, \$14.031 million in new direct aid to the Teachers Retirement Association was annually appropriated beginning in FY 2015 with expiration occurring when the Teachers Retirement Fund is fully funded. Additionally, \$346 thousand in annual aid to the Duluth Teachers Retirement Fund was transferred to the Teachers Retirement Association beginning in FY 2015. The 2014 legislature also voted to extend the \$7 million in annual aid to the St. Paul Teachers Retirement Fund until the fund is fully funded. This aid had been scheduled to expire after FY 2015.

Further, the 2014 legislature changed the trigger mechanism for post-retirement benefit adjustments from one-year to two years for TRA and all MSRS plans. For TRA, MSRS General, MSRS Correctional, MSRS Legislators, and MSRS Unclassified the post-retirement adjustment trigger procedure was revised to require the funding ratio based on market value for the applicable plan to be 90% or greater in two consecutive actuarial valuations, rather than in a single actuarial valuation, before post-retirement adjustments greater than 2% can be paid. For the MSRS Judges plan, a funding ratio based on market value of at least 70% in two consecutive actuarial valuations, rather than in a single actuarial valuation, must be reached before post-retirement adjustments of 1.75% can be paid. For the MSRS State Patrol Plan, the funding ratio must exceed 85% for two consecutive valuations, rather than a single valuation, before post retirement adjustments are increased 2%. Additionally, the 2014 legislature codified contribution rate increases [of covered payroll] of 0.5% employee/ 0.5% employer for MSRS general effective July 1, 2014, 0.5% employee/0.75% employer for MSRS correctional effective July 1, 2014 and 0.25% employee/ 0.25% employer for PERA general effective January 1, 2015.

As mentioned above, the State is the primary employer for MSRS, and is only a minor employer in the PERA and TRA plans. The State also makes non-employer contributions to certain plans and makes contributions to certain local governments to assist them with their pension funding obligations, as described herein. In addition, the State has historically appropriated general (non-pension related) State aid payments to certain local governments and school districts that are contributing employers in these plans. Provided below is more detailed information related to MSRS's State Retirement System Fund's actuarial valuations, actuarial methods and assumptions, historical funding, eligibility and benefit formulas, as well as historical funding history for other State employer contribution and General Fund appropriations.

MSRS – Actual Valuations

While MSRS administers six defined benefit pension funds, the three largest funds, the State Employees Retirement Fund, the Correctional Employees Retirement Fund, and the State Patrol Retirement Fund, represent 96% of the actuarial accrued liabilities for which MSRS is responsible. Refer to the MSRS Comprehensive Annual Financial Report for further discussion of actuarial valuations for the MSRS defined benefit pension funds as of July 1, 2013.

The State Employees Retirement Fund which includes the General Employees Retirement Plan, the State Fire Marshals Plan, the Military Affairs Plan and the Transportation Pilots Plan, is 82.04% funded (determined on an actuarial value of assets basis), with the actuarial value of assets totaling \$9.376 billion, and the actuarial accrued liability totaling \$11.429 billion. For purposes of determining the actuarial value of assets, assets are based on a five-year moving average of expected and market values. The Fiscal Year 2009 asset loss associated with the Minnesota Post Retirement Investment Fund (MPRIF), which was dissolved on June 30, 2009, is recognized incrementally over five years at 20% per year. Prior to June 30, 2009, MPRIF asset gains and losses were not smoothed. The State Employees Retirement Fund's funding status, determined on a market value of assets basis, increased from 82.09% as of the July 1, 2012, actuarial valuation to 87.79% as of the July 1, 2013, actuarial valuation. This improvement in funding status is attributed to higher than expected investment returns (the actual rate of return was 14.2% in comparison to an 8.0% expected return).

The actuarial valuation also calculates the required contribution rates that are necessary to ensure that the MSRS funds become fully funded. Under Minnesota statutes, the State Employees Retirement Fund must be fully funded by June 30, 2040, the State Patrol Retirement Fund must be fully funded by June 30, 2037, and the Correctional Employees Retirement Fund must be fully funded by 2038, and the Judges Retirement Fund must be fully funded by June 30, 2039. The

July 1, 2013, actuarial valuation for the State Employees Retirement Fund calculated that statutory contributions currently received from members and employers are 2.45% below the amount required to fully fund the MSRS funds by 2040. The contribution deficiency rate increased from (2.32)% to (2.45)% of payroll (projected annual payroll for the Fiscal Year beginning on the July 1, 2013 valuation date was \$2.55 billion). The primary reason for the change in contribution deficiency was the recognition of deferred investment losses from prior years in the determination of the actuarial value of assets. (See, “MSRS - Historical Funding,” below.) Under current law, if MSRS has a contribution deficiency of 0.5% or more for two consecutive years, MSRS may increase employee and employer contribution rates at 0.25% annually until the contribution deficiency is no longer greater than 0.5%. MSRS intends to implement contribution rate increases starting July 1, 2014, to minimize the contribution deficiency and improve MSRS’ funded status.

Actuarial valuations results as of July 1, 2013, show that the MSRS Correctional Employees Retirement Fund is 68.33% funded (on an actuarial value of assets basis), with the actuarial value of assets totaling \$701.1 million, and the actuarial accrued liability totaling \$1,026.1 million. The contribution deficiency decreased from (4.58)% to (5.41)% of payroll primarily due to the recognition of investment losses from prior years in the actuarial value of assets. Lower than expected salaries resulted in a liability gain, but also increased the payment of the unfunded actuarial accrued liability as a percent of payroll. However, funding status, determined on a market value of assets basis increased from 68.12% as of the July 1, 2012, actuarial valuation to 72.82% as of the July 1, 2013, actuarial valuation. This improvement in funding status is attributed to higher than expected investment returns (the actual rate of return was 14.2% in comparison to an 8.0% expected return). To minimize a contribution deficiency that is greater than 4%, current law permits MSRS to increase employee and employer contribution rates up to 0.75% annually until the contribution deficiency is eliminated. MSRS intends to implement employee and employer contribution rate increases of 0.5% and 0.75%, respectively, starting July 1, 2014.

The State Patrol Retirement Fund is 74.45% funded (on an actuarial value of assets basis), with the actuarial value of assets totaling \$552.3 million, and the actuarial accrued liability totaling \$741.8 million based on July 1, 2013 actuarial valuation results. The contribution deficiency decreased from (11.52)% to (8.68)% of payroll. The primary reasons for the decreased contribution deficiency are significant changes in plan provisions, including member and employer contribution rate increases totaling an additional 5% of payroll over the next four fiscal years. The funding status, determined on a market value of assets basis, increased from 72.27% as of the July 1, 2012, actuarial valuation to 79.96% as of the July 1, 2013, actuarial valuation. This improvement in funding status is attributed to higher than expected investment returns, as noted in previous paragraphs.

The Judges Retirement Fund, is 50.94% funded (on an actuarial valuation of assets basis), with the actuarial value of assets totaling \$144.92 million and the actuarial accrued liability totaling \$284.51 million based on July 1, 2013 actuarial valuation results. The contribution deficiency for the plan decreased from (13.5)% of payroll as of the July 1, 2012, actuarial valuation to (11.46)% of payroll as of the July 1, 2013, actuarial valuation. The primary reasons for the decreased contribution deficiency are the increase in member and employer contributions and the impact of changes in plan provisions. Also, plan provisions affecting members first hired after June 30, 2013 (e.g., a 2-tiered contribution and benefit structure), are expected to ultimately reduce the cost of the plan, but have not yet impacted the actuarial valuation results. Funding status, determined on a market value of assets basis, increased from 51.17% as of the July 1, 2012, actuarial valuation to 54.62% as of the July 1, 2013, actuarial valuation. This improvement in funding status is attributed to higher than expected investment returns, as noted in previous paragraphs.

The Legislators and Elective State Officers Retirement Funds are funded on a pay-as-you-go basis with annual appropriations from the State’s General Fund. Legislation enacted during the 2013 Legislative Session consolidates these small plans effective July 1, 2013.

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MSRS - Actuarial Methods and Assumptions

The annual 5.0% employer and 5.0% employee contributions for Retirement Systems for the Current Biennium were established by State statute following the completion of the actuarial valuations as of July 1, 2010. The calculated actuarially required contribution of the MSRS General Employees Retirement Plan, the largest State funded plan, was determined using methods and assumptions:

MSRS General Employees Retirement Plan ***Actuarial Methods and Assumptions***

Actuarial Cost Method	Individual entry age normal
Rate of Return on the Investment of Present and Future Assets	Select and Ultimate Rates -- July 1, 2013 through June 30, 2017: 8.0% pre-retirement and 6.0% post-retirement ⁽¹⁾ July 1, 2017 and later: 8.5% pre-retirement and 6.5% post-retirement ⁽¹⁾
Projected Salary Increases	Reported salary at the valuation date increased according to the service-related rates that range from 3.5% for members with 17 or more years of service to 10.5% for members with one year of service.
Payroll Growth	3.75 percent per year.
Experience Studies	Period Covered: Fiscal Year 2004-2008 The next experience study is scheduled to begin July 1, 2014, and will cover the period July 1, 2008 through June 30, 2014.
Asset Valuation	Asset valuations are based on market values at the end of the fiscal year, less a percentage of the unrecognized asset return determined at the close of each of the four preceding fiscal years. The unrecognized asset return is the difference between the actual net return on the market value of assets and the asset return expected during the fiscal year based on the assumed interest rate. ⁽¹⁾
Total Unrecognized Investment Return (loss) at June 30, 2013	\$657,719,000

⁽¹⁾Effective commencing with the July 1, 2012 actuarial valuation report, the annualized assumed investment return is 8.0% for Fiscal Year 2013 through Fiscal Year 2017 and 8.5% annualized for Fiscal Year 2018 and years thereafter.

Sources: MSRS Comprehensive Annual Report, June 30, 2013 and the State Employees Retirement Fund Actuarial Valuation Report as of July 1, 2013.

The methods and assumptions used to calculate actuarially required contribution of the other defined benefit plans in the Retirement Systems are provided in the MSRS, TRA and PERA Comprehensive Annual Financial Reports for the Fiscal Year ended June 30, 2013. See “General Information” above. Also see “Pension Legislation and Litigation” below for information on changes that came into effect after June 30, 2012 to the methods and assumptions used to calculate actuarially required contribution for defined benefit plans.

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MSRS - Historical Funding

The actuarial valuations measure current costs and contribution requirements to determine how much employers and members should contribute to maintain appropriate funding progress to pay future benefits. Actuarial valuations also measure assets and liabilities to determine the level of funding for each defined benefit plan. The table below provides a historical comparison of the statutory actual employee and employer contribution rates (on a percentage of annual payroll basis) compared to the calculated actuarially recommended rate (the calculated actuarial required contribution).

Minnesota State Retirement System
Percentage of Payroll Actual Contribution Rates as Compared to
Actuarially Recommended Rates
Ten-year Contribution History

<i>As of</i>	<i>Statutory Actual Contribution Rates</i>			<i>Actuarial Recommended Rate</i>	<i>Sufficiency/Deficiency Employee</i>
	<i>Employee</i>	<i>Employer</i>	<i>Total</i>		
July 1, 2004	4.00%	4.00%	8.00%	9.33%	(1.33)%
July 1, 2005	4.00%	4.00%	8.00%	10.55%	(2.55)%
July 1, 2006	4.00%	4.00%	8.00%	10.11%	(2.11)%
July 1, 2007	4.25%	4.25%	8.50%	11.76%	(3.26)%
July 1, 2008	4.50%	4.50%	9.00%	12.39%	(3.39)%
July 1, 2009	4.75%	4.75%	9.50%	14.85%	(5.85)%
July 1, 2010	5.00%	5.00%	10.00%	10.99%	(0.99)%
July 1, 2011	5.00%	5.00%	10.00%	11.03%	(1.03)%
July 1, 2012	5.00%	5.00%	10.00%	12.32%	(2.32)%
July 1, 2013	5.00%	5.00%	10.00%	12.45%	(2.45)%

Sources: MSRS Comprehensive Annual Financial Reports (2004 – 2013) – Schedule of Actual Contribution Rates as Compared to Actuarially Recommended Rates.

Further, the better the level of funding, the larger the ratio of assets to accrued liabilities and the greater the level of investment income potential. A higher funding ratio means that present assets and projected investment earnings on those assets are sufficient to cover the liabilities for present and future annuities, survivor and disability benefits, refunds, and administrative expenses.

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**Minnesota State Retirement System
State Employees Retirement Fund
Ten-year Funding History
(\$ in Thousands)**

Valuation Date (July 1)	Aggregate Accrued Liabilities			Reported Assets	Portion Covered by Reported Assets			Funding Ratio
	Active Member Contributions (1)	Retirees and Beneficiaries (2)	Employer Financed Portion (3)		(1)	(2)	(3)	
2003	855,953	3,116,008	3,858,710	7,757,292	100	100	98.1	99.1
2004	888,028	3,287,223	3,703,112	7,884,984	100	100	100.2	100.0
2005	928,590	3,487,930	4,038,816	8,081,736	100	100	90.8	95.6
2006	966,951	3,689,443	4,162,767	8,486,756	100	100	92.0	96.2
2007	1,001,316	3,963,536	4,662,453	8,904,517	100	100	84.5	92.5
2008	1,041,731	4,251,341	4,701,530	9,013,456	100	100	79.1	90.2
2009	1,102,082	4,496,247	4,914,431	9,030,401	100	100	69.8	85.9
2010	1,155,473	4,535,401	4,573,197	8,960,391	100	100	71.5	87.3
2011	982,365	4,982,212	4,611,904	9,130,011	100	100	68.6	86.3
2012	1,044,810	5,489,756	4,548,661	9,162,301	100	100	57.8	82.7
2013	1,090,373	5,807,381	4,530,887	9,375,780	100	100	54.7	82.0

Source: MSRS Comprehensive Annual Report, June 30, 2013.

The historical funding history of the other defined benefit plans in the Retirement Systems is provided in the MSRS, TRA and PERA Comprehensive Annual Financial Reports for the Fiscal Year ended June 30, 2013. See “*General Information*” above.

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MSRS - Eligibility and Benefit Formulas

Provided below is a description of the eligibility and benefit formulas of the MSRS, State Employees Retirement Plan.

MSRS State Employees Retirement Plan

A. Coverage	Most State employees, University of Minnesota non-instructional employees, and selected metropolitan agency employees
B. Contribution Rates	Employees: 5.5 percent effective July 1, 2014 Employers: 5.5 percent effective July 1, 2014 Employee contributions are “picked up” according to the provisions of Internal Revenue Code 414(h).
C. Benefit Formula	If first hired before July 1, 1989, the benefit formula is the greater of (a) or (b): (a) 1.2 percent of a high-five year salary for the first 10 years of allowable service and 1.7 percent of high-five salary for each subsequent year with a reduction of 0.25 percent for each month the member is under age 65 at time of retirement, or under age 62 with 30 years of allowable service. There is no reduction in the formula if the member’s age plus years of allowable service totals 90 (Rule of 90). (b) 1.7 percent of high-five year salary for each year of allowable service assuming augmentation to age 65 at three percent per year and an actuarial reduction for each month the member is under age 65. If first hired after June 30, 1989, the benefit formula is 1.7 percent of high-five year salary for each year of allowable service with an actuarial equivalent, early retirement reduction from age 66. Salary includes wages and other periodic compensation. It excludes lump sum payments at separation, employer contributions to deferred compensation and tax sheltered annuity plans, and benevolent vacation and sick leave donation programs.
D. Retirement Age and Service Requirements	<i>Eligibility for unreduced retirement benefits:</i> Age 65 for employees hired before July 1, 1989, or age 66 for employees hired on or after July 1, 1989 Age eligible for full Social Security retirement benefits (but not higher than age 66) if hired before July 1, 1989; with three or more years of allowable service (five years if hired after June 30, 2010) Rule of 90 for those employees hired before July 1, 1989. <i>Eligibility for reduced retirement benefits:</i> Age 55 with three years of service if hired prior to July 1, 2010, or five years of service if hired after June 30, 2010, reduced from full retirement age Any age with 30 years of service, reduced from age 62 (pre-July 1, 1989 hires only) The plan also offers total and permanent disability benefits for employees with at least three years of service (five years of service after June 30, 2010).
E. Surviving Spouse Benefit	If employee has at least three years of service at death, (five years if hired after June 30, 2010), generally, the spouse is eligible for a 100 percent survivor annuity or a refund.
F. Refunds	Employee contributions plus six percent interest compounded annually through June 30, 2011, and 4 percent thereafter.

Source: Minnesota State Retirement System 2013 Comprehensive Annual Financial Report.

Eligibility and benefit formulas for the various plans covered under the Retirement Systems are provided in the MSRS, TRA and PERA Comprehensive Annual Financial Reports for the Fiscal Year ended June 30, 2013. See “General Information” above.

Employer Contributions and General Fund Appropriations

The following table summarizes the employer contributions made to the MSRS for the last 10 years. Contributions are made from a variety of State funds, including the General Fund. Based on payroll expense data for Fiscal Year 2013, the State's General Fund comprised approximately 48% of the employer contributions. Other major fund categories included approximately 17% for the Trunk Highway Fund, 7% for federal funds and 12% for the special revenue fund. All other State employer contributions, which make up approximately 16% of the total were from 96 other funds of the State.

Employer Contribution History – Minnesota State Retirement System
(\$'s in Thousands)

Fiscal Year Ended (June 30 th)	Employer Contributions ⁽¹⁾						
	State Employees Retirement Fund	Correctional Employees Retirement Fund	Elective State Officers Fund ⁽²⁾	Judges Retirement Fund	Legislators Retirement Fund ⁽²⁾	State Patrol Retirement Fund	
2004	\$78,622	\$10,627	\$383	\$7,110	\$425	\$6,504	\$90,663
2005	80,312	11,016	395	7,225	1,822	6,670	107,440
2006	82,645	12,152	417	7,336	5,684	7,055	115,289
2007	86,492	13,927	427	7,572	1,772	7,461	117,651
2008	96,746	18,623	435	7,936	2,217	8,279	134,236
2009	107,211	20,126	442	8,219	1,269	9,178	146,445
2010	113,716	21,988	453	8,283	1,975	10,104	156,519
2011	118,563	23,982	460	8,297	2,805	9,873	163,890
2012	115,159	24,188	465	7,922	3,935	11,620	163,289
2013	121,673	24,632	470	8,177	3,399	11,482	169,833

⁽¹⁾ Other than contributions described in the footnotes below, all other plans are bi-weekly employer contributions. Amounts exclude the State's employer contribution to the Unclassified Employees Retirement Fund (Defined Contribution Plans). For FY2013, employer contributions to this fund were \$5,867,000.

⁽²⁾ The payment of pension obligations for pre-1997 legislators was converted from a pre-funded post-retirement system to an annual pay-as-you-go system. All annual pension obligations for members in that plan are paid in full on an annual basis with no changes implemented in member contribution rates or benefit levels.

Sources: MSRS 2013 Comprehensive Annual Financial Report, Fiscal Year ended June 30, 2013 and MSRS.

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State General Fund Appropriation History – Pension Related Local Government Aid
(\$'s in Thousands)

Fiscal Year Ended June 30th	Basic Local Police and Fire Association⁽¹⁾	Local Police and Fire Associations Amortization Aid	PERA Aid⁽²⁾	Volunteer Firefighter Relief	Redirected Aid-St. Paul/TRA	Police-Fire Retirement Supp Aid⁽³⁾	Total
2003	\$69,242	\$4,164	\$14,586	\$481	\$-	\$-	\$88,473
2004	77,462	4,823	14,585	534	-	-	97,404
2005	87,877	3,454	14,584	522	-	-	106,437
2006	87,967	3,366	14,568	486	1,436	-	107,823
2007	89,424	2,886	14,560	572	790	-	108,232
2008	88,180	1,514	15,534	571	2,281	-	108,080
2009	83,183	572	14,520	609	1,888	-	100,772
2010	80,500	829	14,390	722	5,890	-	102,331
2011	82,005	1,000	14,384	627	4,886	-	102,902
2012	82,338	1,255	14,328	671	2,077	-	100,669
2013	80,696	2,753	14,316	608	-	-	98,373
*2014	89,448	2,729	14,294	608	2,094	15,500	124,673
*2015	94,011	2,729	14,294	608	2,094	15,500	129,236

⁽¹⁾ Basic local police and fire pension aid is an open General Fund appropriation based on the dedicated proceeds equivalent to a 2% insurance premium tax on fire insurance.

⁽²⁾ Includes 2001 Regular Session, Ch. 169 FY 2002 \$70,000 appropriation for PERA Claims.

⁽³⁾ Police and Fire Retirement Supplemental Aid is a new aid included in Laws of 2013, Ch. 143. Annual aid payments are as follows: \$9 million to the PERA Police & Fire fund, \$5.5 million to Volunteer Firefighter plan employers and \$1 million to the MSRS State Patrol fund

* Projections for FY 2014 and FY 2015 as of May 2014.

Source: Minnesota Management and Budget.

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State General Fund Appropriation History – Direct Aid to Pension Funds
 (\$ in Thousands)

Fiscal Year Ended June 30th	Minneapolis Employees Retirement Fund⁽¹⁾	TRA/Mpls Teachers Retirement Fund⁽²⁾	St. Paul Teachers Retirement Fund⁽³⁾	Duluth Teachers Retirement Fund⁽³⁾	TRA/Duluth Teachers Retirement Fund⁽⁴⁾	Total
2003	\$4,510	\$14,537	\$2,953	\$ -	\$ -	\$22,000
2004	6,632	15,790	2,962	-	-	25,384
2005	7,093	15,741	2,967	-	-	25,801
2006	8,065	15,770	2,969	-	-	26,804
2007	9,000	15,800	2,967	-	-	27,767
2008	9,000	15,801	2,967	-	-	27,768
2009	8,873	15,454	2,827	346	-	27,500
2010	9,000	15,454	2,827	346	-	27,627
2011	9,000	15,454	2,827	346	-	27,627
2012	22,750	15,454	2,827	346	-	41,377
2013	22,750	15,454	2,827	346	-	41,377
*2014	24,000	15,454	9,827	6,346	-	55,577
*2015	24,000	15,454	9,827	6,000	14,377	69,608

⁽¹⁾ Includes FY 2001 Pre-1973 Retirement Adjustments-MERF. Effective July 1, 1998, the State contribution is provided on a formula basis and is capped at no more than \$9 million per fiscal year. In FY 2012 and 2013 the annual State contribution increased to \$22.75 million and then to \$24 million each year thereafter through FY 2031. Any requirements beyond the capped aid are the exclusive obligation of the employer units. On July 1, 2010, MERF became an administrative division within PERA. MERF assets and liabilities are to remain separate from PERA until fiscal year end market value of assets of the MERF account equals or exceeds 80 percent of the actuarial accrued liability of the MERF account.

⁽²⁾ For FY 2002 - 2005 aid was appropriated directly to the Minneapolis Teachers Retirement Fund, in 2006 (when MTRFA was merged with TRA) and for years beyond aid was appropriated to the TRA.

⁽³⁾ These plans are separate from the State Teachers Retirement Association, and the State has no direct custodial relationship. Benefits, investment practices and contributions are, however, controlled by statute.

⁽⁴⁾ The 2014 legislature acted to merge the Duluth Teachers Retirement Fund with the Teachers Retirement Association, effective July 1, 2015. The legislature also appropriated \$14.031 million in annual direct aid to TRA beginning in FY 2015 and transferred the annual \$346 thousand in direct aid to Duluth Teachers Retirement Fund to the Teachers Retirement Association beginning in 2015.

*Projections for FY 2014 and FY 2015 as of May 2014 end of session estimate.

Source: Minnesota Management and Budget: *Archived State of Minnesota Fund Balance Analysis Reports*: www.mn.gov/mmb

For additional information on the State's pension systems, refer to the State Financial Statements in APPENDIX E. See Note 8 – Pension and Investment Trust Funds (see pages E-73 through E-81) and Required Supplementary Information (see pages E-126 through E-132).

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POSTEMPLOYMENT BENEFITS OTHER THAN PENSIONS

Postemployment benefits other than pensions are available to certain employees of the State, and their dependents through a single-employer defined benefit health care plan, as allowed by Minnesota Statutes, Section 43A.27, Subdivision 3, and Minnesota Statutes, Section 471.61, Subdivision 2a, and required under the terms of selected employment contracts. All pre-age-65 State retirees with at least 5 years of allowable pension service who are entitled at the time of retirement to receive an annuity under the State retirement program are eligible to participate in the State's health and dental insurance plan until age 65. Retirees not eligible for an employer subsidy must pay 100 percent of the premiums to continue receiving coverage. These employees are allowed to stay in the active employee risk pool with the same premium rate and are, therefore, subsidized by the insurance premiums rates for active state employees, resulting in an implicit rate subsidy. As of July 1, 2012, there were approximately 2,600 retirees participating in the state's insurance plan under this provision.

The State also subsidizes the health care and dental premium rates for certain employees, primarily conservation officers, correctional officers at State correctional facilities, and State troopers through an explicit rate subsidy under terms of selected employment contracts. If the retiree terminates employment prior to age 55, the employer's premium contribution rate is frozen at the date of the employee's retirement and is payable by the State until the retiree is age 65. The retiree is responsible for any other portion of the premiums. If the retiree terminates employment at age 55 or later, the employer contributes the active employee's premium rate each year until the retiree is age 65. Coverage ends at the retiree's attainment of age 65. As of July 1, 2012, there were approximately 1,120 correctional and law enforcement retirees receiving an explicit rate subsidy. The State does not issue a separate financial report for its OPEB as the State does not fund an OPEB plan and operates on a pay-as-you-go basis.

Funding Policy

The contribution requirement of plan members and the State are established and may be amended by the State legislature or through selected employment contracts, which are negotiated every other year. The required contribution is based on a projected pay-as-you-go basis. For fiscal year ended June 30, 2013, the State contributed \$38,348,000 to the plan. Plan members retirees receiving benefits through the implicit rate subsidy contributed \$24,453,000 through their average required contribution of \$475 per month for retiree-only coverage and \$1,397 for retiree-family coverage. The plan is administered by the MSRS.

Annual OPEB Cost and Net OPEB Obligation

The State's annual other postemployment benefit (OPEB) cost (expense) is calculated based on the annual required contribution (ARC) of the employer, an amount actuarially determined in accordance with the parameters of GASB Statement 45, *Accounting and Financial Reporting by Employers for Postemployment Benefits Other Than Pensions*. The ARC represents a level of funding that, if paid on an ongoing basis, is projected to cover normal costs each year and amortize any unfunded actuarial liabilities over a thirty year amortization period using a 4.75 percent discount rate. For year ending June 30, 2013, the State's ARC is \$65,854,000. The following table shows the components of the State's annual OPEB cost, the amount contributed to the plan, and the changes to the State's net OPEB obligation:

Net OPEB Obligation (\$'s In Thousands)

Annual Required Contributions (ARC) ⁽¹⁾	\$ 65,854
Interest on Net OPEB Obligation (NOO) ⁽¹⁾	9,149
Amortization Adjustment to ARC ⁽¹⁾	<u>(7,703)</u>
Annual OPEB Cost (Expense)	\$ 67,300
Contributions	<u>(38,348)</u>
Increase in NOO	<u>\$ 28,952</u>
NOO, Beginning Balance	\$192,622
NOO, Ending ⁽²⁾	<u>\$221,574</u>

⁽¹⁾ Components of annual OPEB cost.

⁽²⁾ Amount attributable to State's General Fund is \$192,075. See page E-82 through E-85, Note 9 – Termination and Postemployment Benefits and page E-89, Note 12 – Long-Term Liabilities – Primary Government.

Source: State of Minnesota Comprehensive Annual Financial Report for Fiscal year Ended June 30, 2013.

The State's annual OPEB cost, the percentage of annual OPEB cost contributed to the plan, and the net OPEB obligation for fiscal years 2013, 2012, and 2011 are as follows:

Net OPEB Obligation (\$'s In Thousands)			
Fiscal Year Ended, June 30.	Annual OPEB Cost	Percentage of Annual OPEB	Net OPEB Obligation
		Cost Contributed	
2013	\$67,300	57%	\$221,574
2012	\$81,528	67%	\$192,622
2011	\$77,250	51%	\$164,311

Source: State of Minnesota Comprehensive Annual Financial Report for Fiscal year Ended June 30, 2013.

Funded Status and Funding Progress

As of July 1, 2012, the most recent actuarial valuation date, the actuarial accrued liability (AAL) for benefits and the unfunded actuarial accrued liability (UAAL) was \$651,890,000. The actuarial value of assets is zero as no assets have been deposited into an irrevocable OPEB trust for future benefits. The covered payroll (annual payroll of active employees covered by the plan) was \$2,819,463,000 and the ratio of the UAAL to the covered payroll was 23.1 percent.

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APPENDIX C

State Debt

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APPENDIX C

STATE DEBT

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General Obligation Bonds Outstanding as of the Date of Issue of the Bonds
(\$ in Thousands)

Category Type		
1 Building	\$ 230	
Transporation	203,300	
Refunding Bonds	1,317,340	
Various Purpose	<u>2,903,250</u>	
Total Category 1		\$ 4,424,120
2 School Loan	\$ 13,470	
Rural Farm Authority	<u>41,115</u>	
Total Category 2		\$ 54,585
3 Trunk Highway	\$ 1,278,950	
Trunk Highway Refunding	<u>171,640</u>	
		<u>\$ 1,450,590</u>
Total Outstanding as of the Date of the Bonds		\$ 5,929,295
1,2 Plus Series 2014A Bonds	\$ 438,055	*
3 Plus Series 2014B Bonds	\$ 288,000	
2 Plus Series 2014C Bonds	\$ 26,150	*
1 Plus Series 2014D Bonds	\$ 28,250	*
3 Plus Series 2014E Bonds	\$ 123,390	*
1 Less Various Purpose Refunded Bonds	\$ (27,250)	
3 Less Trunk Highway Refunded Bonds	<u>\$ (118,300)</u>	
Total Outstanding as of the Date of the Bonds- Including These Issues		\$ 6,687,590

* Preliminary, subject to change.

The full faith and credit and unlimited taxing powers of the State are pledged for the payment of all of the above bonds.

The outstanding bonds comprising the Category 1 are payable primarily from money appropriated to the Debt Service Fund from the General Fund, which is supported by income tax, sales tax, and other receipts. The bonds comprising Category 2 are payable to a substantial degree from money appropriated to the Debt Service Fund from special accounts in the General Fund to which the receipts from special revenue sources, such as school district capital and debt service loan repayments, State college charges, fees and rentals, have been pledged. The Category 3, Trunk Highway Bonds, are payable primarily from the Trunk Highway Fund, which receives 58.9 percent of the net proceeds of the State fuel, motor vehicle registration taxes, and a portion of the motor vehicle sales tax, pursuant to the State Constitution and related statutory provisions.

GENERAL OBLIGATION BONDS AUTHORIZED, ISSUED AND UNISSUED
as of the Date of Issue of These Bonds

<u>Purpose of Issue</u>	<u>Law Authorizing</u>	<u>(\$ in Thousands)</u>		<u>Total</u>	<u>Remaining Authorization</u>
		<u>Authorization</u> ⁽¹⁾⁽²⁾	<u>Previously Issued</u>		
Building	1990, Ch. 610	\$270,129.1	\$270,126.0	\$0.0	\$3.1
Building	1994, Ch. 643	523,873.5	523,849.0	0.0	24.5
Building	X1997, Ch. 2	37,432.0	37,335.0	0.0	97.0
Building	1999, Ch. 240	439,425.1	438,865.0	0.0	560.1
Various Purpose	2000, Ch. 492	526,639.5	518,875.0	0.0	7,764.5
Various Purpose	2002, Ch. 393	600,589.5	599,595.0	0.0	994.5
Various Purpose	X2002, Ch. 1	15,273.0	15,055.0	0.0	218.0
Trunk Highway	X2003, Ch. 19, Art.3	400,191.5	399,990.0	0.0	201.5
Trunk Highway	X2003, Ch. 19, Art.4	106,026.5	105,700.0	0.0	326.5
Various Purpose	2005, Ch. 20	917,927.8	911,219.0	1,800.0	4,908.8
Various Purpose	2006, Ch. 258	992,347.3	987,303.0	401.0	4,643.3
Various Purpose	X2007, Ch. 2	41,686.7	39,820.0	1,500.0	366.7
Trunk Highway	2008, Ch. 152	1,782,745.6	1,140,750.0	164,428.0	477,567.6
Transportation	2008, Ch. 152	60,035.0	58,040.0	1,482.0	513.0
Various Purpose	2008, Ch. 179	791,368.3	780,947.0	7,000.0	3,421.3
Various Purpose	2008, Ch. 365	105,048.4	102,870.0	600.0	1,578.4
Trunk Highway	2009, Ch. 36	40,000.0	28,500.0	5,400.0	6,100.0
Various Purpose	2009, Ch. 93	256,665.4	243,535.0	4,500.0	8,630.4
Various Purpose	2010, Ch. 189	713,004.7	686,850.0	7,600.0	18,554.7
Trunk Highway	2010, Ch. 189	24,952.0	24,900.0	52.0	0.0
Trunk Highway	2010, Ch. 388	100,100.0	56,640.0	26,000.0	17,460.0
Various Purpose	X2010, Ch. 1	32,657.0	16,000.0	7,485.0	9,172.0
Various Purpose	X2011, Ch. 12	555,140.0	439,950.0	85,100.0	30,090.0
Trunk Highway	2012, Ch. 287	17,613.0	10,550.0	5,000.0	2,063.0
Various Purpose	2012, Ch. 293	566,858.0	361,575.0	104,067.0	101,216.0
Various Purpose	X2012, Ch. 1	56,695.0	21,800.0	14,100.0	20,795.0
Trunk Highway	X2012, Ch. 1	35,040.0	14,995.0	360.0	19,685.0
Trunk Highway	2013, Ch. 117 ⁽³⁾	300,300.0	0.0	86,760.0	213,540.0
Various Purpose	2013, Ch. 136	178,795.0	98,000.0	27,000.0	53,795.0
Various Purpose	2014, Ch. 294	895,953.0	0.0	273,550.0	622,403.0
	Totals	\$11,384,511.9	\$8,933,634.0	\$824,185.0	\$1,626,692.9

⁽¹⁾ Amount as shown reflects any amendments by subsequent session laws.

⁽²⁾ Minnesota Statutes, Section 16A.642, requires the Commissioner to prepare and present to appropriate legislative committees on or before January 1 of each odd-numbered year, a report on the status of certain bond authorizations which are more than four years old which have been implemented to a certain degree, and of other bond authorizations or bond proceeds balances that may be cancelled due to completion or cancellation of the projects to be financed. Bond authorizations and bond proceeds balances reported on by the Commissioner are cancelled effective the following July 1, unless specifically reauthorized by an act of the Legislature.

⁽³⁾ The effective date on these bonds is July 1, 2014. No bonds can be issued until after the effective date.

TOTAL STATE GENERAL OBLIGATION BONDS OUTSTANDING BY SERIES
as of the Date of Issue of These Bonds
(\$ in Thousands)

<u>Bond Issue</u>	<u>Original Principal</u>				<u>Outstanding Principal 06/30/2014</u>				<u>Outstanding Principal as of Date of Issue</u>			
	<u>Various Purpose</u>	<u>Trunk Highway</u>	<u>Final Maturity</u>	<u>Outstanding</u>	<u>Various Purpose</u>	<u>Trunk Highway</u>	<u>Various Purpose</u>	<u>Trunk Highway</u>	<u>Various Purpose</u>	<u>Trunk Highway</u>	<u>Various Purpose</u>	<u>Trunk Highway</u>
Series Dated November 1, 2004 (Refunding)	171,880	-	2024	5.000%	\$ 29,080	\$ -	\$ 29,080	\$ -				
Series Dated October 3, 2005	285,400	111,600	2025	5.000%	28,290	66,960	28,290	66,960				
Series Dated October 3, 2005 (Refunding)	160,960	-	2025	5.000%	41,440	-	41,440	-				
Series Dated August 1, 2006	289,450	55,550	2026	5.000%	28,440	29,610	28,440	29,610				
Series Dated November 1, 2006	327,000	73,000	2026	5.000%	48,375	42,900	48,375	42,900				
Series Dated April 25, 2007	264,050	-	2018	5.000%	117,080	-	90,060	-				
Series Dated August 14, 2007	656,000	14,000	2027	5.000%	433,500	9,340	399,925	8,630				
Series 2008A August 5, 2008	275,000	-	2028	4.625% - 5.000%	167,100	-	167,100	-				
Series 2008B August 5, 2008	-	33,500	2028	4.000% - 5.000%	-	20,750	-	20,750				
Series 2008C August 5, 2008 (Refunding)	155,415	-	2019	5.000%	95,890	-	79,805	-				
Series 2009A January 29, 2009	325,000	-	2028	4.000% - 5.000%	236,875	-	236,875	-				
Series 2009B January 29, 2009	-	70,000	2028	3.000% - 4.375%	-	50,500	-	50,500				
Series 2009D August 26, 2009	192,275	-	2029	4.000% - 5.000%	154,495	-	141,550	-				
Series 2009E August 26, 2009	-	80,000	2029	4.000% - 5.000%	-	64,000	-	60,000				
Series 2009F August 26, 2009 (Refunding)	297,750	-	2021	4.000% - 5.000%	207,975	-	174,960	-				
Series 2009G August 26, 2009 (Refunding)	-	28,360	2021	2.000% - 5.000%	-	21,270	-	18,230				
Series 2009H November 5, 2009	443,000	-	2029	2.000% - 5.000%	305,110	-	305,110	-				
Series 2009I November 5, 2009	-	25,000	2029	2.000% - 5.000%	-	19,000	-	19,000				
Series 2009J November 5, 2009 (Taxable)	7,000	-	2014	3.125%	7,000	-	7,000	-				
Series 2009K November 5, 2009 (Refunding)	100,395	-	2022	2.000% - 5.000%	97,890	-	97,890	-				
Series 2010A August 19, 2010	635,000	-	2030	3.000% - 5.000%	540,425	-	508,900	-				
Series 2010B August 19, 2010	-	225,000	2030	4.000% - 5.000%	-	191,250	-	180,000				
Series 2010C August 19, 2010 (Taxable)	5,000	-	2015	3.000%	5,000	-	5,000	-				
Series 2010D September 29, 2010 (Refunding)	687,115	-	2024	1.750% - 5.000%	488,670	-	430,165	-				
Series 2010E September 29, 2010 (Refunding)	-	220,670	2024	2.000% - 5.000%	-	170,050	-	153,410				
Series 2011A October 12, 2011	445,000	-	2031	2.000% - 5.000%	390,300	-	390,300	-				
Series 2011B October 12, 2011	-	320,000	2031	3.000% - 5.000%	-	288,000	-	288,000				
Series 2011C October 12, 2011 (Taxable)	4,000	-	2016	1.350%	4,000	-	4,000	-				
Series 2012A August 16, 2012	422,000	-	2032	2.500% - 5.000%	374,000	-	339,500	-				
Series 2012B August 16, 2012	-	234,000	2032	2.000% - 5.000%	-	222,300	-	210,600				
Series 2012C August 16, 2012 (Taxable)	2,500	-	2017	2.000%	2,500	-	2,500	-				
Series 2013A August 15, 2013	273,350	-	2033	4.000% - 5.000%	273,350	-	259,680	-				
Series 2013B August 15, 2013	-	200,000	2033	4.000% - 5.000%	-	200,000	-	190,000				
Series 2013C August 15, 2013 (Taxable)	5,000	-	2018	2.500%	5,000	-	5,000	-				
Series 2013D November 6, 2013	283,820	-	2033	3.000% - 5.000%	283,820	-	283,820	-				
Series 2013E November 6, 2013	-	112,000	2033	2.000% - 5.000%	-	112,000	-	112,000				
Series 2013F November 6, 2013 (Refunding)	373,940	-	2026	3.125% - 5.000%	373,940	-	373,940	-				

Totals for Date:

\$ 4,739,545 \$ 1,507,930 \$ 4,478,705 \$ 1,450,590

The following table shows all debt service payments for outstanding general obligation bonds as of the date of this Official Statement.

**Debt Service Payments on General Obligation Bonds
Bonds Outstanding as of the Date of Issue of these Bonds***
(\$ in Thousands)

Fiscal Year	General Fund			Trunk Highway Fund		
	Principal	Interest	Total	Principal	Interest	Total
2015	199,750	150,017	349,767	40,515	46,688	87,203
2016	431,425	192,588	624,013	97,755	61,238	158,993
2017	410,765	171,882	582,647	97,290	56,604	153,894
2018	391,410	152,551	543,961	96,830	51,917	148,747
2019	349,485	134,625	484,110	96,485	47,269	143,754
2020	330,025	118,051	448,076	95,935	42,637	138,572
2021	301,400	102,425	403,825	95,430	38,023	133,453
2022	289,325	87,672	376,997	93,870	33,516	127,386
2023	266,615	73,784	340,399	91,010	29,127	120,137
2024	246,745	61,017	307,762	90,405	24,986	115,391
2025	233,085	49,509	282,594	83,285	21,238	104,523
2026	208,485	39,622	248,107	75,970	17,817	93,787
2027	182,425	31,128	213,553	67,985	14,621	82,606
2028	171,650	23,118	194,768	64,790	11,833	76,623
2029	130,430	16,122	146,552	62,735	9,209	71,944
2030	114,890	11,014	125,904	59,550	6,714	66,264
2031	92,155	6,819	98,974	54,550	4,389	58,939
2032	60,630	3,818	64,448	43,300	2,463	45,763
2033	40,380	1,900	42,280	27,300	1,149	28,449
2034	27,630	571	28,201	15,600	325	15,925
	\$ 4,478,705	\$ 1,428,233	\$ 5,906,938	\$ 1,450,590	\$ 521,763	\$ 1,972,353

* Totals do not include these Bonds

For additional information on State general obligation bonds and other long term liabilities of the State, refer to the State Financial Statements in APPENDIX E.

Note 10 – Long-Term Commitments (see pages E-86 through E-87)

Note 11 – Operating Lease Agreements (see page E-88)

Note 12 – Long-Term Liabilities (see pages E-89 through E-100).

The table shows the net debt service transfer amounts for the following fiscal years.

**Net Amount Transferred to Debt Service Fund
for General Obligation Bonds Debt Service⁽¹⁾
(\$ in thousands)**

In Fiscal Year	General Fund	Trunk Highway Fund	All Other Funds⁽²⁾	Transfer Total
1999	\$286,495	\$5,149	\$15,296	\$306,940
2000	255,037	3,744	12,500	\$271,281
2001	304,994	6,352	11,963	\$323,309
2002	285,553	7,449	11,989	\$304,991
2003	295,441	8,823	35,135	\$339,399
2004	265,706	16,289	57,676	\$339,671
2005	323,453	27,207	43,561	\$394,221
2006	352,337	36,347	40,566	\$429,250
2007	399,651	53,752	42,696	\$496,099
2008	409,276	52,170	41,524	\$502,970
2009	452,762	59,542	47,375	\$559,679
2010	429,098	70,542	50,783	\$550,423
2011	401,265	46,391	41,145	\$488,801
2012	190,799	72,601	74,703	\$338,103 ⁽³⁾
2013	222,584	120,305	69,133	\$412,022 ⁽³⁾
2014	619,935	136,488	53,685	\$810,108 ⁽³⁾
2015 (est)	634,057	189,188	44,307	\$867,552

(1) The Net Transfer amount is net of investment earnings in the Debt Service Fund and Bond Proceeds Fund and bond premiums received from new bond issuances which are also appropriated to pay debt service on State general obligation bonds.

(2) The major portion of the All Other Funds category is made up of the debt service funding requirement paid by the higher education systems of the University of Minnesota and the Minnesota State Colleges and Universities.

(3) The debt service transfers for FY 2012 and FY 2013 is lower from prior fiscal years as a result of the Tobacco Securitization Bonds which were used in part to refund, in part, and prepay certain general obligation indebtedness of the State. See "Tobacco Settlement" in this official statement. The estimated debt service for FY 2014 is higher as the debt service no longer includes the reduction that had resulted from how the proceeds from the Tobacco Securitization Bonds were used.

CAPITAL INVESTMENT GUIDELINES

Minnesota Statutes Section 16A.105 requires the Commissioner of Management and Budget to prepare a debt capacity forecast to be delivered to the governor and Legislature in February and November of each year.

On December 22, 2009, Minnesota Management and Budget adopted new capital investment guidelines. These guidelines are intended to:

- Be consistent with measures used by the credit rating agencies and foster direct comparisons with the debt burdens of other states;
- Be comprehensive to ensure all kinds of tax-supported debt obligations⁽¹⁾ are recognized; and
- Continue Minnesota's conservative financial management practices.

The capital investment guidelines are:

1. Total tax-supported principal outstanding shall be 3.25% or less of total State personal income.
2. Total amount of principal (both issued, and authorized but unissued) for State general obligations, State moral obligations, equipment capital leases, and real estate capital leases are not to exceed 6% of State personal income.
3. 40% of general obligation debt shall be due within five years and 70% within ten years, if consistent with the useful life of the financed assets and market conditions.

The capital investment guidelines are intended to be a current fiscal year "point in time" calculation. Total State personal income is derived from the IHS Global Insight, Inc. data used to develop the February 2014 revenue forecast and reflects the State 2014 Fiscal Year.

As of June 30, 2014, the last date of calculation, MMB was in compliance with the new capital investment guidelines. The percentages as of that date were:

Guideline #1: Tax-supported principal outstanding as a percent of State personal income: 2.84%

Guideline #2: Total principal outstanding (issued, and authorized but unissued) as a percent of State personal income: 4.52%

Guideline #3: Of the State's general obligation bonds outstanding on June 30, 2014, 40.5% were scheduled to mature within five years and 70.9% were scheduled to mature with ten years.

¹ Tax-supported debt obligations includes all of the State's general obligation bonds and the obligations summarized under "CONTINGENT LIABILITIES," in the descriptions titled "State Continuing Appropriations," "Lease Purchase Financing for Equipment," and "Lease Purchase Financing for Real Estate" in this Appendix C.

MARKET VALUE OF TAXABLE PROPERTY

The market value, as defined by statute, of taxable real and personal property in the State, based upon the January 2014 valuation, was estimated by the Commissioner of Revenue to be \$592,558,038,000. This value is based upon certified abstracts of assessment submitted by local assessors and on file with the Commissioner of Revenue. The values shown represent the value of real and personal property in the State subject to ad valorem taxation.

MARKET VALUE OF TAXABLE PROPERTY (**\$ in Thousands**)

Year of Assessment	Real Property	Personal Property	Total Market Value	Percentage Change from Prior Year
1999	\$ 237,387,125	\$ 3,931,269	\$ 241,318,394	8.37%
2000	260,679,384	4,003,571	264,682,955	9.68
2001	288,122,488	4,114,925	292,237,413	10.41
2002	320,941,481	4,263,859	325,205,340	11.28
2003	359,163,493	4,524,447	363,687,940	11.83
2004	407,146,983	4,713,782	411,860,765	13.25
2005	459,506,046	4,807,666	464,313,712	12.74
2006	513,771,733	4,965,234	518,736,967	11.72
2007	556,559,833	5,051,289	561,611,123	8.27
2008	576,128,196	5,258,865	581,387,062	3.52
2009	577,697,830	5,510,840	583,208,669	0.31
2010	554,221,643	6,162,283	560,383,926	(3.91)
2011	515,531,688	6,815,342	522,347,003	(6.79)
2012	509,008,895	7,294,854	516,303,749	(1.16)
2013	538,667,874	7,639,228	546,307,102	5.81
2014	584,730,428	7,827,610	592,558,038	8.47

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CONTINGENT LIABILITIES

State Continuing Appropriations

Below is a description of continuing appropriations from the General Fund. Pursuant to Minnesota law, each of these continuing appropriations may be reduced or repealed entirely by a majority vote of the Legislature and is subject to unallowment, in whole or in part, under Minnesota Statutes, Section 16A.152.

Minnesota Department of Management and Budget. The 2009 Minnesota Legislature authorized, in Minnesota Statutes, Section 16A.81, the issuance of State Certificates of Participation (“COP’s”). These COP’s were issued to provide financing for (i) the development, acquisition, installation and implementation of a new statewide accounting and procurement system; (ii) the acquisition, development and implementation of an integrated tax software project; and (iii) the payment of all fees and expenses incurred in connection to the issuance of the COP’s. In December, 2012 MMB prepaid \$11,495,000 from reverted proceeds that reduced the COP’s outstanding balance. As of the date of this Official Statement, there are \$38,960,000 of the COP’s outstanding.

The 2011 Minnesota Legislature authorized, in Minnesota Statutes, Section 16A.99, the issuance of State Appropriation Bonds. MMB issued \$622,290,000 aggregate principal amount State General Fund Appropriation Refunding Bonds, Taxable Series 2012A and Tax-Exempt Series 2012B (the “State Appropriation Refunding Bonds”). Net proceeds of the State Appropriation Refunding Bonds were applied to the prepayment and refunding of TSA Bonds as defined herein.

The 2012 Minnesota Legislature authorized, in Minnesota Statutes, Section 16A.965, the issuance of State Appropriation Bonds. MMB issued \$462,065,000 aggregate principal amount State General Fund Appropriation Bonds, Tax-Exempt Series 2014A and Taxable Series 2014B (the “State Appropriation Bonds”), all of which are currently outstanding. Net proceeds of the State Appropriation Bonds were applied to the financing of a portion of the costs of acquisition, construction, improving and equipping of the stadium project of the Minnesota Sports Facility Authority as provided by Minnesota Statutes Section 473J. As of the date of this Official Statement, \$462,065,000 of the State Appropriation Bonds remain outstanding.

University of Minnesota. The Minnesota Legislature has approved State financial assistance for a 50,000-seat, on-campus football stadium for the University of Minnesota (the “U of M”). In 2006, the Legislature appropriated from the General Fund \$10.25 million in each of not more than 25 years, beginning in 2008, to the U of M for the payment of special purpose revenue bonds issued by the U of M to finance a portion of the stadium. The U of M issued \$137,250,000 in bonds for the stadium in December 2006, \$104,385,000 of these bonds is still outstanding. The bonds mature in August 2029. Transfers from the General Fund to the U of M are conditioned upon satisfaction of certain requirements by the U of M. The U of M issued State secured appropriation bonds for the Biomedical Science Research Facilities in the amount of \$111,400,000 in September 2010, \$52,485,000 in October 2011, and \$35,395,000 in November 2013. As of the date of this Official Statement, \$187,420,000 of these State secured bonds is still outstanding.

The Minnesota Legislature has approved State financial assistance for up to four Biomedical Science Research Facilities for the U of M. In 2008, the Legislature appropriated from the General Fund amounts ranging from \$850,000 to \$15.55 million in each year beginning in 2010, for up to 25 years after certification of the last facility, to the U of M for the payment of revenue bonds issued by the U of M to finance the facilities. Transfers from the General Fund to the U of M are conditioned upon satisfaction of certain requirements by the U of M. The U of M issued \$153,120,000 in bonds for the Biomedical Science Research Facilities in September 2010, of which \$111,400,000 is State secured appropriation bonds. The University of Minnesota also issued \$71,820,000 in bonds for the Biomedical Science Research Facilities in October 2011, of which \$52,485,000 is State secured appropriation bonds and an additional \$48,155,000 in bonds in November 2013 of which \$35,395,000 is secured appropriation bonds. As of the date of this Official Statement, \$191,835,000 of these State secured bonds is still outstanding.

Minnesota Housing Finance Agency (“MHFA”). The Minnesota Legislature created a program to finance the construction, acquisition, preservation, and rehabilitation of permanent supportive housing for individuals and families who are homeless or at risk of homelessness and of foreclosure or vacant housing to be used for affordable rental housing. In 2008, the Legislature appropriated from the General Fund up to \$2.4 million per year in each of 20 years, beginning in 2009, to MHFA for the payment of nonprofit housing bonds issued by MHFA for the program. MHFA issued \$13,270,000 in bonds to finance this program in 2009 and an additional \$21,750,000 in 2011. As of the date of this Official Statement, there are \$28,490,000 of the MHFA nonprofit housing bonds outstanding.

In 2012, the Legislature authorized MHFA to issue up to \$30,000,000 of housing infrastructure bonds and appropriated from the General Fund up to \$2.2 million per year beginning in Fiscal Year 2014 through Fiscal Year 2036 to MHFA for the payment of the bonds. MHFA issued \$15,460,000 of the \$30 million in bonds as authorized in this legislation in 2013 and an additional \$14,540,000 in 2014. As of the date of this Official Statement, there are \$28,360,000 of the MHFA housing infrastructure bonds outstanding.

In 2014, the Legislature authorized MHFA to issue an addition \$80,000,000 of housing infrastructure bonds and appropriated from the General Fund up to \$6.4 million per year beginning in Fiscal Year 2016 through Fiscal Year 2038 to MHFA for the payment of the bonds. MHFA currently anticipates to issue approximately \$40 million of the new bond authorization in the spring of 2015 and the remaining authorization of bonds in the spring of 2016.

Lease Purchase Financing For Equipment

The Commissioner of Management and Budget is authorized by Minnesota Statutes, Section 16A.85, to establish a master lease equipment financing program. Pursuant to this authority the Commissioner of Management and Budget has entered into master lease agreements providing for equipment financing and expects to continue this practice. As of date of this Official Statement, \$27,963,910 of principal is outstanding and unpaid under the master lease program. The master leases and the State's obligation to make rental payments thereunder are not general or moral obligation indebtedness of the State; rather the State is obligated to make rental payments thereunder only to the extent moneys are appropriated from time to time for this purpose.

Various State agencies, with the Commissioner of Management and Budget's assistance, have entered into individual equipment lease financing agreements from time to time for the purpose of financing the acquisition of equipment not financeable under the master lease statute. As of the date of this Official Statement, principal in the amount of \$302,862 is outstanding and unpaid under such equipment leases. The nature of the State's obligation to make rental payments under these equipment leases is the same as under the master leases described above.

The Minnesota Department of Commerce is authorized by Minnesota Statutes, Section 16C.144 to establish the Guaranteed Energy Savings Program that utilizes Energy Performance Contracts. The projects, the implementation of energy efficient and renewable energy measures in public facilities by state government agencies, including MNSCU, will be financed through lease purchase agreements. Payments for the lease purchase will be made through the energy and operational savings achieved by the projects. At this point in time, no lease purchase agreements have been entered into by any State agency.

Lease Purchase Financing For Real Estate

On March 1, 2000, the City of Bemidji and the State entered into a Lease and Purchase Option Agreement. Under the Lease and Purchase Option Agreement, the City of Bemidji issued \$8,275,000 of bonds to finance the design of and to construct, equip, and furnish a satellite laboratory in the City of Bemidji for use by the Minnesota Bureau of Criminal Apprehension. In September 2008 the city of Bemidji issued refunding bonds for this project. As of the date of this Official Statement, \$4,345,000 of the bonds remain outstanding. Rental payments paid by the State will be used to pay debt service on the bonds. The savings on the debt service due to the refunding bond issue will reduce the State's annual rent payments. The State's obligation to make rent payments is not a general or moral obligation indebtedness of the State; rather the State is obligated to make rental payments only to the extent moneys are appropriated from time to time for this purpose. The Legislature has appropriated from the General Fund up to \$700,000 per year in each of 20 years, beginning in 2002.

On November 1, 2002, the Port Authority of Saint Paul and the State entered into two separate Lease and Option to Purchase Agreements. Under the Lease and Option to Purchase Agreements, the Port Authority has agreed, under certain conditions, to issue bonds to finance the design of and to construct, equip, and furnish two office buildings and related parking facilities, and to lease the buildings and related parking facilities to the State. The buildings are approximately 400,000 square feet and 342,000 square feet in size. The amount of bonds originally sold to finance both of the facilities was \$193,105,000. In August 2008 the amount of \$3,210,000 was defeased thereby reducing the State's liability. In May 2013 the balance of the original bond issues were refunded and as of the date of this Official Statement there are \$111,240,000 of Port Authority Refunding Bonds outstanding. The nature of the State's obligation to make rental payments under these Lease and Option to Purchase Agreements is the same as the Lease and Option to Purchase Agreement with the City of Bemidji described above. The Legislature appropriates an annual rental payment from the General Fund up to \$13.5 million per year in each of 20 years, beginning in 2004.

The 2013 Legislature has authorized the Commissioner of Administration to enter into a long-term lease purchase agreement for the Legislative Office Facility that will provide office and hearing room space as well as parking for the legislature. The same legislation also authorized the Commissioner of Minnesota Management & Budget to issue lease revenue bonds or certificates of participation to finance the pre-design; design; and construction and equipping of building and parking facilities. The lease purchase agreement must not be terminated, except for non-appropriation of money. The project costs are estimated at \$89.6 million with occupancy in the first half of FY 2016. Certificates of participation will be issued in August of 2014 for this project. (See "FUTURE FINANCING" on page 16 of the Official Statement).

School District Credit Enhancement Program

Minnesota Statutes, Section 126C.55 establishes a school district credit enhancement program. The law authorizes and directs the Commissioner of Management and Budget, under certain circumstances and subject to the availability of funds, to issue a warrant and authorize the Commissioner of Education to pay debt service due on school district and intermediate school district certificates of indebtedness issued under Minnesota Statutes, Section 126C.52, certificates of indebtedness and capital notes for equipment, certificates of participation issued under Minnesota Statutes, Section 126C.40 Subdivision 6, and school district and intermediate school district general obligation bonds, in the event that the school district or intermediate school district notifies the Commissioner of Education that it does not have sufficient money in its debt service fund for this purpose, or the paying agent informs the Commissioner of Education that it has not received from the school district timely payment of moneys to be used to pay debt service. The legislation appropriates annually from the General Fund to the Commissioner of Education the amounts needed to pay any warrants which are issued.

The amounts paid on behalf of any school district or intermediate school district are required to be repaid by it with interest, by a reduction in State aid payable to the school district or intermediate school district or the levy of an ad valorem tax which may be made with the approval of the Commissioner of Education. Furthermore, the State is subrogated to the rights of a school district or intermediate school district in federal interest subsidy payments, if any, relating to the interest paid by the State under this program, unless and until the State has been reimbursed by the district in full.

Under Minnesota Statutes, Section 126C.52, school districts and intermediate school districts are authorized to issue tax and State aid anticipation certificates of indebtedness in amounts not exceeding 75 percent of ad valorem taxes in the process of collection and 75 percent of State aids in the process of collection. As the date of this Official Statement, there are approximately \$570 million of certificates of indebtedness enrolled in the program all of which will mature within a fourteen month period. The State expects that school districts and intermediate school districts will issue certificates of indebtedness next year and will enroll these certificates in the program in about the same amount of principal as this year.

School districts and intermediate school districts may issue certificates of indebtedness or capital notes to purchase certain equipment. The certificates or notes may be issued by resolution of the board, must be payable in not more than ten years, and are payable from school district and intermediate school district taxes levied within statutory limits.

Under Minnesota Statutes, Section 126C.40, Subdivision 6, certain school districts, with the approval of the Commissioner of Education, may issue certificates of participation in installment contracts for the purchase of real or personal property or in lease purchase agreements for the lease with option to purchase of real or personal property. Such certificates of participation, contracts and agreements are not general obligations of such school districts, but are payable from taxes levied annually in amounts necessary to pay the amounts due thereunder.

School districts and intermediate school districts are authorized to issue general obligation bonds only when authorized by school district and intermediate school districts electors or special law, and only after levying a direct, irrevocable ad valorem tax on all taxable property in the school district or intermediate school district for the years and in amounts sufficient to produce sums not less than 105 percent of the principal of and interest on the bonds when due. As the date of this Official Statement, the total amount of principal on certificates of indebtedness and capital notes issued for equipment, certificates of participation and bonds, plus the interest on these obligations, through the year 2036, is approximately \$12.8 billion. However, more certificates of indebtedness, capital notes, certificates of participation and bonds are expected to be enrolled in the program and these amounts are expected to increase.

Based upon the amount of certificates of indebtedness and capital notes for equipment, certificates of participation and bonds now enrolled in the program, during the Current Biennium the total amount of principal and interest outstanding as of the date of this Official Statement is \$1.7 billion, with the maximum amount of principal and interest payable in any one month being \$675 million.

The State has not had to make any debt service payments on behalf of school districts or intermediate school districts under the program and does not expect to make any payments in the future. If such payments are made the State expects to recover all or substantially all of the amounts so paid pursuant to contractual agreements with the school districts and intermediate school districts.

Minnesota Laws 2005, Chapter 152, Article 1, Section 39, as amended by Minnesota Laws 2006, Chapter 259, Article 12, Section 15, provides that the Commissioner of Iron Range Resources shall issue revenue bonds payable from certain taconite production tax revenues in a total principal amount of \$15,000,000, plus costs of issuance relating thereto, for the purpose of making grants to school districts located in the taconite relief area or taconite assistance area, as statutorily defined, to be used by such school districts for health, safety, and maintenance improvements. Bonds issued under this program are debt obligations subject to the school district credit enhancement program, provided that advances made by the State are not subject to the provisions of the school district credit enhancement program requiring the levy of an ad valorem tax by affected school districts in order to repay the State. The Commissioner of the Iron Range Resources issued \$15,145,000 of the bonds in July, 2006 and as of the date of this Official Statement \$10,260,000 of the bonds are outstanding. Laws 2013, Chapter 143 authorized the issuance of an additional \$38,000,000 in revenue bonds for the same purpose as previously authorized. The IRRRB issued \$37,830,000 of these bonds in October 2013 for this program.

City and County Credit Enhancement Program

Minnesota Statutes, Section 446A.086 (formerly Section 373.45), establishes a city and county bond credit enhancement program. The law authorizes and directs the Commissioner of Management and Budget, under certain circumstances and subject to the availability of funds, to issue a warrant and authorizes the Minnesota Public Facilities Authority (“MPFA”) to pay debt service coming due on: (a) county general obligation bonds, bonds to which the general obligation of a county has been pledged, and certain lease obligations, to provide funds for the construction of (i) jails, (ii) correctional facilities, (iii) law enforcement facilities, (iv) social services and human services facilities; (v) solid waste facilities; or (vi) qualified housing development projects; or (b) city or county general obligation bonds to provide funds for the construction, improvement, or rehabilitation of (i) wastewater facilities, (ii) drinking water facilities, (iii) stormwater facilities, or (iv) any publicly owned building or infrastructure improvement that has received partial funding from grants awarded by the Commissioner of Employment and Economic Development related to redevelopment, contaminated site cleanup, bioscience, small cities development programs, and rural business infrastructure programs, for which bonds are issued by the MPFA under Minnesota Statutes, Section 446A.087. See “Minnesota Public Facilities Authority (MPFA)” in this APPENDIX C for more information on MPFA bonds that may be credit enhanced under this program

To be eligible for the program, a city or county must have entered into an agreement with the MPFA, which requires notifications to the MPFA by the city or county or paying agent when funds are not sufficient to timely pay all or a portion of debt service on obligations issued under the program. The MPFA must notify the Commissioner of Management and Budget of potential defaults, and the Commissioner of Management and Budget then must issue a warrant and authorize the MPFA to pay to the bondholders or paying agent the amount necessary to pay in full debt service on credit-enhanced bonds when due. The law appropriates annually from the General Fund to the MPFA the amounts needed to pay any warrants issued by the Commissioner of Management and Budget for this purpose. The amount of debt outstanding under this program may not exceed \$1,000,000,000.

The amounts paid on behalf of any city or county are required to be repaid to the State with interest, either through a reduction of subsequent State-aid payments or by the levy of an ad valorem tax, which may be made with the approval of the MPFA, or will be made mandatory by the MPFA if the State is not repaid in full by November 30 of the following calendar year. Furthermore, the State is subrogated to the rights of a city or county in federal interest subsidy payments, if any, relating to the interest paid by the State under this program, unless and until the State has been reimbursed by the city or county in full.

As of the date of this Official Statement, the total amount of principal on bonds plus interest on the bonds enrolled in the program, through the year 2040, is approximately \$632 million. More bonds are expected to be enrolled in the program and these amounts are expected to increase.

Based upon the bonds enrolled in the program, during the Current Fiscal Year the total amount of principal and interest outstanding as of the date of this Official Statement, is \$55 million with the maximum amount of principal and interest payable in any one month being \$24 million. On August 1, 2013, the State made a \$603,000 debt service payment under the program on behalf of the City of Williams with respect to the \$600,000 City of Williams, Minnesota General Obligation Grant Anticipation Notes, Series 2010. The City of Williams is contractually obligated to repay the State, with interest, for the \$603,000 debt service payment. The current unpaid balance is \$149,553. The City and MPFA have entered into a Credit Enhancement Program Loan Agreement and the City is scheduled to make its final loan payment in December 2019. The State does not expect to make any other debt service payments on behalf of cities or counties under the program in the future. If such payments are made, the State expects to recover all or substantially all of the amounts so paid pursuant to contractual agreements with the cities or counties.

OBLIGATIONS OF STATE AGENCIES

The University of Minnesota, established as a separate entity by the Minnesota Constitution, and various State agencies or instrumentalities established by the Legislature, are authorized by law to issue various forms of obligations. These obligations may be supported by the full faith and credit of the University or the other issuer, or by various revenue pledges, or both. However, such obligations are not debts of the State and the State is not required to provide moneys for their payment. A description of the various issuers of such obligations and the obligations issued by them and outstanding as of the date of this Official Statement is set forth below.

Minnesota Housing Finance Agency (“MHFA”). The MHFA was established in 1971, and is governed by Chapter 462A of the Minnesota Statutes. Its enabling legislation authorizes the MHFA to issue bonds and notes for any of its authorized purposes but the aggregate principal amount outstanding at any time (excluding the principal amount of any refunded bonds or notes) is limited to \$5.0 billion. The proceeds of MHFA bonds and notes may be used to fund an assortment of programs designed to provide housing for low and moderate income residents of the State of Minnesota, which includes the making and purchase of loans for the acquisition, construction and rehabilitation of single and multi-family housing.

The MHFA’s notes and bonds may be general or limited obligations of the MHFA but are not a debt or liability of the State. Under Chapter 462A, the MHFA must annually determine and certify to the Governor, and the Governor must include in the State budget submitted to the Legislature, the amount, if any, needed to restore the debt service reserve fund for each issue of bonds so secured to its debt service reserve requirement and any anticipated deficiency in the debt service reserve fund in the following fiscal year. In the opinion of bond counsel and general counsel to the MHFA, the Legislature is legally authorized, *but is not legally obligated*, to appropriate the amount included in the Governor’s proposed budget for the debt service reserve funds. The MHFA has never needed to certify a deficiency to the Governor.

**Minnesota Housing Finance Agency
Debt Outstanding as of August 1, 2014**

	Number of Series	Final Maturity	Original Principal Amount (in thousands)	Outstanding Principal Amount (in thousands)
Rental Housing	14	2048	\$ 53,760	\$ 48,840
Residential Housing Finance	60	2048	2,181,385	1,154,255
Multifamily Housing	1	2051	15,000	14,640
	<hr/> <u>75</u>		<hr/> <u>\$2,250,145</u>	<hr/> <u>\$1,217,735</u>

The MHFA has also issued and there were outstanding as of August 1, 2014: two series of its conduit multifamily revenue bonds outstanding in the aggregate principal amount of \$28,614,789, 17 series of its Homeownership Finance Bonds outstanding in the aggregate principal amount of \$676,214,626, and 3 series of its Home Ownership Mortgage-backed Exempt Securities in the aggregate principal amount of \$31,639,884. These bonds are general obligations of the MHFA and subject to the MHFA’s \$5 billion debt limit, and the Homeownership Finance Bonds are also general obligations of the MHFA, but none of these bonds are secured by a debt service reserve fund subject to replenishment from Legislative appropriation as described above.

University of Minnesota. Regents of the University of Minnesota (the “University”) was established by Territorial Laws 1851, Chapter 3, adopted by the legislative assembly of the Territory of Minnesota. Pursuant to authorization by Congress on February 26, 1857, the voters of the State approved and adopted a State constitution on October 13, 1857. The State was admitted to the union by act of Congress passed on May 11, 1858.

The State Constitution confirmed and fixed the existence of the University as a separate institution of the State, having all rights, immunities, franchises and endowments previously granted or confirmed, and all lands and donations thereafter given to it. The University is governed by a board of twelve regents who are elected by the Legislature, and is dependent upon appropriations by the Legislature to pay much of its instructional costs. The regents are a body corporate with the right to sue and be sued and to make contracts.

Pursuant to this authority the University has sold and issued bonds, in addition to the special purpose revenue bonds previously mentioned, to finance the construction of buildings and structures, remodeling projects, and purchases of land and buildings needed by the University. The par amount of such bonds outstanding as of the date of this Official Statement is approximately \$992,000,000. The bonds are payable solely from and secured by revenues to be derived from specified facilities and the General Funds of the University, and by the full faith and credit of the University. See "Contingent Liabilities - State Continuing Appropriation" for additional information concerning other debt issued by the University of Minnesota.

Minnesota Office of Higher Education ("MOHE"). The MOHE was established and is organized and existing under Minnesota Statutes, Sections 136A.01 to 136A.236 and 136A.61 to 136A.88 (the "MOHE Act"). The 2005 Legislature named MOHE as successor for all of the bonds of the Minnesota Higher Education Services Office and the Minnesota Higher Education Coordinating Board. The law authorizes the MOHE to issue revenue bonds and notes to finance loans for students attending eligible post-secondary educational institutions. The amount of such bonds outstanding at any one time, not including refunded bonds or otherwise defeased or discharged bonds, may not exceed \$850,000,000. As amended in 2009 and 2011, Section 136A.1787 of the MOHE Act provides that MOHE must annually determine and certify to the Governor, and the Governor shall include in the State budget submitted to the Legislature, the amount, if any, needed to restore the debt service reserve fund for each issue of bonds so secured to its debt service reserve requirement and any anticipated deficiency in the debt service reserve fund in the following fiscal year. If MOHE determines that there is an anticipated deficiency in the debt service reserve fund in the current fiscal year, the Governor shall include and submit the amounts certified in a Governor's supplemental budget if the regular budget for that year has previously been enacted. The Legislature is not legally obligated to appropriate the amount included in the Governor's proposed budget for the debt service reserve funds. As of the date of this Official Statement, MOHE has \$535,654,000 of bonds outstanding payable from the Student Educational Loan Fund, of which \$535,654,000 are secured by a debt service reserve fund subject to replenishment from Legislative appropriation as described above. MOHE has never certified a deficiency to the Governor. Bonds issued by MOHE are limited obligations of MOHE and are not a debt or liability of the State, but are payable solely from loan repayments, external forms of credit enhancement, loan and investment earnings, other money of the MOHE (including debt service reserve fund amounts), and, if necessary, from proceeds of additional MOHE obligations.

Board of Trustees of the Minnesota State Colleges and Universities ("MnSCU"). MnSCU was established and is governed by Minnesota Statutes, Chapter 136F, which authorizes MnSCU to establish its Revenue Fund and to issue its revenue bonds as secured by the Revenue Fund to finance the construction and improvement of dormitory, residence hall, student union, food service and other revenue producing buildings and related facilities used for the primary benefit of students of the State universities and colleges within the Minnesota State Colleges and Universities System. As of the date of this Official Statement, MnSCU has \$274,485,000 tax exempt bonds and \$20,790,000 taxable bonds outstanding that are payable solely from and secured by an irrevocable pledge of revenues to be derived from the operation of the buildings financed from the Revenue Fund and from fees imposed upon students, student facilities or other sources all of which are received in the Revenue Fund. In addition to bonds, the Revenue Fund issues guaranties of debt (other than revenue bonds) incurred to finance Revenue Fund facilities. Two guarantees have been issued to date with outstanding balances of \$3,016,465 and the other for \$8,570,000. The guarantees are on a parity to right of payment with the revenue bonds.

Minnesota Higher Education Facilities Authority ("MHEFA"). The MHEFA was established by Minnesota Statutes, Section 136A.25 to 136A.42, passed in 1971. The law, as amended, authorizes MHEFA to issue revenue bonds to finance the acquisition, construction, improvement and remodeling of college buildings and structures to be used solely for or to facilitate nonsectarian educational purposes, and to refinance facilities of this type. The amount of such bonds outstanding at any time may not exceed \$1,300,000,000. As of the date of this Official Statement, the MHEFA has \$866,228,000 principal amount of bonds outstanding, primarily for the benefit of private colleges in the State. The bonds are not the general obligation or indebtedness of MHEFA or the State and the loan repayment obligation and security for each issue is the responsibility of the institution for which the project is financed.

Minnesota State Armory Building Commission ("MSABC"). The MSABC was established and is governed by Minnesota Statutes, Chapter 193, which authorizes the MSABC to issue its bonds to finance the acquisition, construction, and equipment of National Guard armory buildings. The total principal amount of such bonds outstanding at any time may not exceed \$15,000,000. As of the date of this Official Statement, the MSABC has \$2,030,000 principal amount of bonds outstanding. The MSABC is required to lease each armory to the State for use by National Guard Forces, upon lease rentals specified by statute. The bonds are payable from ad valorem taxes levied by the county or municipality where the armory is located, State appropriations to pay lease rentals, and rentals or use charges derived from persons or groups other than the

State using the armory where such use will not interfere with the State's use. The MSABC anticipates the sale of approximately \$3 million in additional bonds.

Minnesota Rural Finance Authority ("RFA"). In 1986 the Legislature created the Minnesota Rural Finance Authority and authorized it to issue revenue bonds to finance RFA programs, and to establish a program of restructuring farm real estate loans. The 1987 Legislature broadened the RFA's authority by establishing a beginning farmer loan program. The 1988 Legislature further broadened the RFA's authority to include a seller sponsored loan program of purchasing participations in seller sponsored loans to beginning and re-entry farmers. The 1992 Legislature authorized the RFA to establish an expanded agricultural loan program. The 1994 Legislature authorized the RFA to establish a livestock expansion loan program. As of the date of this Official Statement, the RFA has no revenue bonds outstanding for these programs.

The Commissioner of Management and Budget is authorized to issue up to \$239.1 million in State general obligation bonds to finance certain programs of the RFA and has issued \$220.1 million of these bonds including this issue, for this purpose.

The 1991 Legislature also authorized the RFA to establish an aggie bond beginning farmer program and an agricultural business enterprise loan program, and authorized the RFA to issue revenue bonds for these programs. As of the date of this Official Statement, the RFA has \$34,910,000 of revenue bonds for these programs.

Minnesota Public Facilities Authority ("MPFA"). The MPFA was established in 1987 and is governed by Minnesota Statutes, Chapter 446A which authorizes it to make loans to local government units. As of the date of this Official Statement, the MPFA has \$292,910,000 Clean Water Revolving Fund Revenue Bonds outstanding, \$102,550,000 Drinking Water Revolving Fund Revenue Bonds outstanding, \$564,465,000 State Revolving Fund Revenue bonds outstanding and \$11,135,000 Transportation Revolving Loan Fund Revenue Bonds outstanding, for a total outstanding principal amount of \$971,060,000. The MPFA's bonds are not a debt or liability of the State. The principal amount of MPFA bonds issued and outstanding at anytime may not exceed \$1,500,000,000, excluding bonds issued under Minnesota Statutes, Section 446A.087.

Tobacco Securitization Authority ("TSA"). TSA, is a body corporate and politic and a public instrumentality of, having a legal existence independent and separate from the State of Minnesota and established under Minnesota Statutes, Section 16A.98. TSA issued \$756,955,000 aggregate principal amount Tobacco Securitization Authority Minnesota Revenue Bonds, Taxable Series 2011A and Tax-Exempt Series 2011B (the "TSA Bonds"). Net proceeds of the TSA Bonds were applied to the prepayment and refunding of certain State general obligation indebtedness and certificates of participation. The TSA Bonds were refunded in their entirety from the proceeds of the State Appropriation Refunding Bonds dated November 21, 2012.

Minnesota Agricultural and Economic Development Board ("MAEDB"). The MAEDB was established by Minnesota Statutes, Chapter 41A, to provide for agricultural and economic development in the State, and is authorized to issue revenue bonds for these purposes. The revenue bonds issued by the MAEDB are not general obligations of the State. As of the date of this Official Statement, MAEDB has called all pooled revenue bonds outstanding, therefore there are no bonds outstanding that are paid for from revenues received from all of the borrowers under all of the pooled bonds and are additionally secured by a pledge of funds maintained in a reserve account created by the MAEDB for such pooled bonds. In addition, the MAEDB has \$411,292,992 of revenue bonds outstanding that were issued for the benefit of various entities and which are paid for solely from revenues received from the borrower under each specific bond issue. MAEDB anticipates issuing approximately \$30 million in revenue bonds in the summer of 2014 which amount is already included in the outstanding debt figure above.

Minnesota Department of Management and Budget ("MMB"). The 1999 Minnesota Legislature authorized, in Minnesota Statutes, Section 356.89, the issuance of up to \$38 million of State revenue bonds to finance the acquisition, design, construction and equipping of a building and related facilities to be jointly occupied by the Minnesota State Retirement System, the Teachers Retirement Association and the Public Employees Retirement Association. The Commissioner of Management and Budget sold \$29,000,000 of the revenue bonds in June 2000. The balance of the original bond issue, \$22,900,000, was refunded in a current refunding bond issue in August 2012 and as of the date of this Official Statement; there are \$18,655,000 of Minnesota State Retirement System bonds outstanding.

The 2005 Minnesota Legislature authorized, in Minnesota Statutes, Section 403.275, the issuance of up to \$62.5 million of State revenue bonds. These revenue bonds are to finance Phase 3 of a statewide radio system that enables

emergency response organizations to utilize a single, integrated, and highly structured digital radio system. The 2007 Legislature authorized an additional \$186 million of revenue bonds to complete the statewide radio system. The debt service on the revenue bonds is paid solely from the revenues derived from a fee assessed to each customer of a wireless or wire-line service provider connected to the public switched telephone network that furnishes service capable of originating a 911 emergency telephone call. The Commissioner of Management and Budget sold \$35,000,000 of the revenue bonds in November 2006, an additional \$42,205,000 of revenue bonds in November 2008, an additional \$60,510,000 of revenue bonds in October 2009 and an additional \$60,360,000 in revenue bonds in September 2011. As of the date of this Official Statement, there are \$126,460,000 of the 911 Revenue Bonds outstanding.

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APPENDIX D

Selected Economic and Demographic Information

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APPENDIX D
SELECTED ECONOMIC AND DEMOGRAPHIC INFORMATION

RESIDENT POPULATION
(Thousands of Persons)

Year	U.S.	Minnesota	Minnesota Share of U.S.	% Change U.S.	% Change Minnesota
Census (April 1)					
2000	281,425	4,920	1.75 %	-	-
2010	308,746	5,304	1.72	-	-
Intercensal Population Estimates (July 1)					
2000	282,162	4,934	1.75 %	1.1 %	1.2 %
2001	284,969	4,983	1.75	1.0	1.0
2002	287,625	5,019	1.74	0.9	0.7
2003	290,108	5,054	1.74	0.9	0.7
2004	292,805	5,088	1.74	0.9	0.7
2005	295,517	5,120	1.73	0.9	0.6
2006	298,380	5,164	1.73	1.0	0.9
2007	301,231	5,207	1.73	1.0	0.8
2008	304,094	5,247	1.73	1.0	0.8
2009	306,772	5,281	1.72	0.9	0.7
2010	309,326	5,310	1.72	0.8	0.6
2011	311,583	5,347	1.72	0.7	0.7
2012	313,874	5,380	1.71	0.7	0.6
2013	316,129	5,420	1.71	0.7	0.8

Source: U.S. Department of Commerce, U.S. Census Bureau, www.census.gov/popest.
Data extracted by MMB staff in June 2014.

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NON-FARM EMPLOYMENT-MIX OF MINNESOTA AND UNITED STATES FOR 2013
(Thousands of Jobs)

Industry	Minnesota	% of Total	U.S.	% of Total
Total Private	2,364.5	85.1	114,504	84.0
Goods-Producing	415.9	15.0	18,700	13.7
Mining and Logging	7.0	0.3	868	0.6
Construction	101.1	3.6	5,827	4.3
Manufacturing Durables	195.4	7.0	7,543	5.5
Manufacturing Non-Durables	112.5	4.0	4,463	3.3
Private Service Providing	1,948.6	70.2	95,804	70.3
Wholesale Trade	130.8	4.7	5,747	4.2
Retail Trade	287.1	10.3	15,077	11.1
Transportation, Warehousing, Utilities	93.1	3.4	5,047	3.7
Information	53.6	1.9	2,685	2.0
Financial Activities	181.1	6.5	7,880	5.8
Professional and Business Services	344.8	12.4	18,560	13.6
Education and Health Services	491.2	17.7	21,102	15.5
Leisure and Hospitality	249.2	9.0	14,242	10.4
Other Services	117.7	4.2	5,464	4.0
Government	412.7	14.9	21,864	16.0
Total (Non-Farm)	2,777.1	100.0	136,368	100.0

Note: Columns may not add due to rounding.

Source: U.S. Department of Labor, Bureau of Labor Statistics, <http://data.bls.gov/ces>.

Minnesota Department of Employment and Economic Development, www.deed.state.mn.us/lmi.

Data extracted by MMB staff June 2014.

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**EMPLOYMENT-MIX IN DURABLE GOODS INDUSTRIES OF
UNITED STATES AND MINNESOTA FOR 2013
(Thousands of Jobs)**

Industry	Minnesota	% of Total	U.S.	% of Total
Wood Products	10.4	5.3	352	4.7
Fabricated Metal Products	41.6	21.3	1,433	19.0
Machinery	32.2	16.5	1,104	14.6
Computers and Electronic Products	44.9	23.0	1,068	14.2
Transportation Equipment	11.1	5.7	1,505	19.9
Medical Equipment and Supplies	15.3	7.8	307	4.1
Other Durables	39.9	20.4	1,775	23.5
Total Durable Goods Manufacturing	195.4	100.0	7,543	100.0

Note: Columns may not add due to rounding.

Source: U.S. Department of Labor, Bureau of Labor Statistics, <http://data.bls.gov/ces>.

Minnesota Department of Employment and Economic Development, www.deed.state.mn.us/lmi.

Data extracted by MMB staff June 2014.

**EMPLOYMENT-MIX IN NON-DURABLE GOODS INDUSTRIES OF
UNITED STATES AND MINNESOTA FOR 2013
(Thousands of Jobs)**

Industry	Minnesota	% of Total	U.S.	% of Total
Food Manufacturing	45.6	40.5	1,473	33.0
Paper Mfg., & Printing and Related	33.4	29.7	827	18.5
Other Non-Durables	33.5	29.8	2,163	48.5
Total Non-Durable Goods	112.5	100.0	4,463	100.0

Note: Columns may not add due to rounding.

Source: U.S. Department of Labor, Bureau of Labor Statistics, <http://data.bls.gov/ces>.

Minnesota Department of Employment and Economic Development, www.deed.state.mn.us/lmi.

Data extracted by MMB staff June 2014.

**NON-FARM EMPLOYMENT-MIX OF UNITED STATES
AND MINNESOTA: 1990, 2000 AND 2010**
(Thousands of Jobs)

Category	Minnesota					United States				
				%Change					% Change	
	1990	2000	2010	90-00	00-10	1990	2000	2010	90-00	00-10
Total Private	1,788.0	2,277.3	2,224.7	27.4	(2.3)	91,072	111,230	107,785	22.1	(3.1)
Goods-Producing	427.8	523.5	386.3	22.4	(26.2)	23,723	24,649	17,751	3.9	(28.0)
Mining and Logging	8.4	8.1	6.0	(3.6)	(26.3)	765	599	705	(21.7)	17.7
Construction	77.9	118.8	87.6	52.5	(26.3)	5,263	6,787	5,518	29.0	(18.7)
Manufacturing Durables	217.2	255.4	183.4	17.6	(28.2)	10,737	10,877	7,064	1.3	(35.1)
Manufacturing Non-Durables	124.2	141.1	109.3	13.6	(22.5)	6,958	6,386	4,464	(8.2)	(30.1)
Private Service Providing	1,360.2	1,753.7	1,838.5	28.9	4.8	67,349	86,581	90,034	28.6	4.0
Wholesale Trade	106.6	129.0	123.2	21.0	(4.5)	5,268	5,933	5,452	12.6	(8.1)
Retail Trade	255.8	307.1	277.1	20.1	(9.8)	13,182	15,280	14,440	15.9	(5.5)
Transportation, Warehousing, Utilities	85.8	103.3	89.7	20.4	(13.1)	4,216	5,012	4,744	18.9	(5.3)
Information	54.3	69.2	54.1	27.4	(21.8)	2,688	3,630	2,707	35.0	(25.4)
Financial Activities	129.3	164.8	172.6	27.5	4.7	6,614	7,783	7,695	17.7	(1.1)
Professional and Business Services	214.5	319.2	314.0	48.8	(1.6)	10,848	16,666	16,728	53.6	0.4
Education and Health Services	241.8	324.5	458.4	34.2	41.3	10,984	15,247	19,889	38.8	30.4
Leisure and Hospitality	180.5	221.6	235.2	22.8	6.1	9,288	11,862	13,049	27.7	10.0
Other Services	91.3	114.6	114.1	25.5	(0.5)	4,261	5,168	5,331	21.3	3.2
Government	347.9	407.6	416.5	17.2	2.2	18,415	20,790	22,490	12.9	8.2
Total (Non-Farm)	2,135.9	2,684.9	2,641.3	25.7	(1.6)	109,487	132,019	130,275	20.6	(1.3)

Note: Columns may not add due to rounding.

Source: U.S. Department of Labor, Bureau of Labor Statistics, <http://data.bls.gov/ces>.

Minnesota Department of Employment and Economic Development, www.deed.state.mn.us/lmi.

Data extracted by MMB staff June 2014.

MINNESOTA AND UNITED STATES PER CAPITA PERSONAL INCOME

Year	Minnesota	U.S.	Minnesota as % of U.S.
1995	\$24,156	\$23,551	102.6%
1996	\$25,764	\$24,709	104.3
1997	\$26,922	\$25,929	103.8
1998	\$29,024	\$27,488	105.6
1999	\$30,180	\$28,611	105.5
2000	\$32,326	\$30,587	105.7
2001	\$33,321	\$31,524	105.7
2002	\$33,876	\$31,798	106.5
2003	\$35,218	\$32,676	107.8
2004	\$36,878	\$34,300	107.5
2005	\$37,742	\$35,888	105.2
2006	\$39,582	\$38,127	103.8
2007	\$41,588	\$39,804	104.5
2008	\$43,068	\$40,873	105.4
2009	\$41,202	\$39,357	104.7
2010	\$42,619	\$40,163	106.1
2011	\$45,137	\$42,299	106.7
2012	\$46,920	\$43,741	107.3
2013p	\$47,856	\$44,543	107.4

Note: Per capita personal income is total personal income divided by total midyear population estimates of the Census Bureau.

Note: Current dollars (not adjusted for inflation).

Source: U.S. Department of Commerce, Bureau of Economic Analysis, www.bea.gov/.

U.S. Department of Commerce, U.S. Census Bureau, www.census.gov/popest.

Data extracted by MMB staff June 2014.

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PERSONAL INCOME GROWTH AND RESIDENT POPULATION IN TWELVE STATE NORTH CENTRAL REGION
1990-2000 and 2000-2010

State	1990	2000	1990-2000	Regional Growth Rank 1990-2000	2010 Personal Income (Millions)	2000-2010	Regional Growth Rank 2000-2010	2000	2000	2010	2010	2010 Regional Rank	
	Personal Income (Millions)	Personal Income (Millions)	Annual Compound Rate of Increase (%)			Annual Compound Rate of Increase (%)		Census Population (Thousands)	Per Capita Personal Income (\$)	2000 Regional Rank	Census Population (Thousands)		
Illinois	\$240,684	\$409,511	5.5	6	\$540,223	2.8	9	12,419	\$32,974	1	12,831	\$42,104	3
Indiana	\$98,245	\$171,265	5.7	4	\$223,158	2.7	10	6,080	\$28,166	8	6,484	\$34,418	12
Iowa	\$49,035	\$80,792	5.1	10	\$119,080	4.0	3	2,926	\$27,609	10	3,046	\$39,089	6
Kansas	\$45,658	\$77,482	5.4	8	\$110,885	3.6	5	2,688	\$28,821	6	2,853	\$38,864	7
Michigan	\$176,379	\$298,722	5.4	9	\$346,818	1.5	12	9,938	\$30,057	3	9,884	\$35,090	11
Minnesota	\$86,859	\$159,485	6.3	1	\$226,320	3.6	6	4,919	\$32,419	2	5,304	\$42,670	2
Missouri	\$91,726	\$157,035	5.5	5	\$219,484	3.4	7	5,595	\$28,066	9	5,989	\$36,648	9
Nebraska	\$29,197	\$49,645	5.5	7	\$73,069	3.9	4	1,711	\$29,011	5	1,826	\$40,008	5
North Dakota	\$10,285	\$16,611	4.9	11	\$29,154	5.8	1	642	\$25,865	12	673	\$43,345	1
Ohio	\$202,763	\$325,228	4.8	12	\$418,535	2.6	11	11,353	\$28,646	7	11,537	\$36,279	10
South Dakota	\$11,499	\$20,604	6.0	2	\$33,136	4.9	2	755	\$27,296	11	814	\$40,698	4
Wisconsin	\$90,107	\$157,907	5.8	3	\$220,502	3.4	8	5,364	\$29,440	4	5,687	\$38,773	8
Region	\$1,132,436	\$1,924,287	5.4		\$2,560,364	2.9		64,393	\$29,884		66,927	\$38,256	
U.S.	\$4,888,493	\$8,630,550	5.8		\$12,423,332	3.7		281,422	\$30,668		308,746	\$40,238	

Note: Per capita personal income is total personal income divided by Census population.

Note: Current dollars (not adjusted for inflation).

Source: U.S. Department of Commerce, Bureau of Economic Analysis,

U.S. Department of Commerce, U.S. Census Bureau, www.census.gov/popest.

Data extracted by MMB staff June 2014.

PERSONAL INCOME GROWTH IN TWELVE STATE NORTH CENTRAL REGION: 2012-2013

Growth Rank	State	2012 Personal Income	2013 Personal Income	Percent Growth
1	North Dakota	\$38,390	\$41,294	7.6
2	Iowa	\$135,063	\$139,422	3.2
3	Nebraska	\$83,521	\$86,013	3.0
4	Minnesota	\$252,413	\$259,397	2.8
5	Wisconsin	\$241,201	\$247,790	2.7
6	Michigan	\$378,443	\$388,053	2.5
7	Kansas	\$124,137	\$127,092	2.4
8	Indiana	\$249,198	\$255,030	2.3
9	Missouri	\$235,661	\$241,145	2.3
10	Ohio	\$462,424	\$472,846	2.3
11	Illinois	\$590,094	\$602,627	2.1
12	South Dakota	\$37,819	\$38,491	1.8
	Region	\$2,828,363	\$2,899,200	2.5
	U.S.	\$13,729,063	\$14,081,242	2.6

Note: Columns may not add due to rounding

Note: Current dollars (not adjusted for inflation).

Source: U.S. Department of Commerce, Bureau of Economic Analysis, www.bea.gov

Data extracted by MMB staff June 2014.

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NON-FARM EMPLOYMENT IN TWELVE STATE NORTH CENTRAL REGION: 1990-2000 AND 2000-2010
(Thousands of Jobs)

State	1990 Employment	2000 Employment	1990-2000 Percent Increase	Regional Growth Rank 1990-2000	2010 Employment	2000-2010 Percent Increase	Regional Growth Rank 2000-2010
Illinois	5,288	6,045	14.3	12	5,613	(7.1)	10
Indiana	2,522	3,004	19.1	8	2,803	(6.7)	9
Iowa	1,226	1,479	20.6	7	1,469	(0.6)	4
Kansas	1,092	1,346	23.3	6	1,329	(1.3)	5
Michigan	3,946	4,676	18.5	9	3,863	(17.4)	12
Minnesota	2,136	2,685	25.7	2	2,641	(1.6)	6
Missouri	2,345	2,749	17.2	10	2,658	(3.3)	7
Nebraska	731	913	24.9	3	945	3.5	3
North Dakota	266	328	23.3	5	376	14.7	1
Ohio	4,882	5,625	15.2	11	5,031	(10.6)	11
South Dakota	289	378	31.0	1	403	6.7	2
Wisconsin	2,292	2,834	23.7	4	2,729	(3.7)	8
Region	27,014	32,060	18.7		29,860	(6.9)	
U.S.	109,527	132,019	20.5		130,275	(1.3)	

Source: U.S. Department of Labor, Bureau of Labor Statistics, <http://data.bls.gov/ces>.
Data extracted by MMB staff June 2014.

NON-FARM EMPLOYMENT IN TWELVE STATE NORTH CENTRAL REGION: 2011-2012 AND 2012-2013
(Thousands of Jobs)

State	2011 Employment	2012 Employment	2011-2012 Percent Increase	Regional Growth Rank 2011-2012	2013 Employment	2012-2013 Percent Increase	Regional Growth Rank 2012-2013
Illinois	5,677	5,750	1.3	10	5,797	0.8	11
Indiana	2,848	2,901	1.9	3	2,933	1.1	8
Iowa	1,486	1,509	1.5	8	1,530	1.4	5
Kansas	1,339	1,357	1.3	9	1,373	1.2	7
Michigan	3,952	4,033	2.1	2	4,105	1.8	2
Minnesota	2,689	2,731	1.6	7	2,777	1.7	3
Missouri	2,667	2,690	0.9	12	2,730	1.5	4
Nebraska	953	969	1.7	5	978	1.0	10
North Dakota	397	429	8.2	1	444	3.6	1
Ohio	5,097	5,190	1.8	4	5,252	1.2	6
South Dakota	408	414	1.6	6	417	0.7	12
Wisconsin	2,759	2,789	1.1	11	2,818	1.0	9
Region	30,270	30,762	1.6		31,155	1.3	
U.S.	131,842	134,104	1.7		136,368	1.7	

Source: U.S. Department of Labor, Bureau of Labor Statistics, <http://data.bls.gov/ces>.
Data extracted by MMB staff June 2014.

**MINNESOTA & UNITED STATES UNEMPLOYMENT RATES
(Percent)**

Year	Annual Average	
	Minnesota %	U.S. %
2000	3.1	4.0
2001	3.9	4.7
2002	4.5	5.8
2003	4.9	6.0
2004	4.6	5.5
2005	4.2	5.1
2006	4.1	4.6
2007	4.6	4.6
2008	5.4	5.8
2009	8.0	9.3
2010	7.4	9.6
2011	6.5	9.0
2012	5.7	8.1
2013	5.1	7.4
Monthly Figures (Seasonally Adjusted)		
Month	Minnesota %	U.S. %
2013		
January	5.5	7.9
February	5.5	7.7
March	5.2	7.6
April	5.2	7.5
May	5.1	7.6
June	5.1	7.6
July	5.1	7.4
August	5.0	7.3
September	4.9	7.2
October	4.8	7.3
November	4.8	7.0
December	4.7	6.7
2014		
January	4.7	6.6
February	4.8	6.7
March	4.8	6.7
April	4.7	6.3
May	4.6	6.3

Source: U.S. Department of Labor, Bureau of Labor Statistics, <http://data.bls.gov>
 Minnesota Department of Employment and Economic Development, www.ded.state.mn.us/lmi/tools/laus.
 Data extracted by MMB staff June 2014.

MINNESOTA BASED COMPANIES INCLUDED IN THE FORTUNE 500

<u>Rank</u>		<u>Revenues</u>	<u>Assets</u>	<u>Profits</u>	<u>Industry Category</u>	<u>Rank</u>	
2013	2012	<u>Company</u>	<u>\$000</u>	<u>\$000</u>	<u>\$000</u>		
14	17	UnitedHealth Group	\$ 122,489,000	\$ 81,882,000	\$ 5,625,000	Health Care: Insurance & Managed Care	1
36	36	Target	\$ 72,596,000	\$ 44,553,000	\$ 1,971,000	General Merchandisers	2
60	61	Best Buy	\$ 45,225,000	\$ 14,013,000	\$ 532,000	Specialty Retailers: Other	4
62	69	Cenex Harvest States (CHS)	\$ 44,480,000	\$ 13,504,000	\$ 992,000	Wholesalers: Food & Grocery	1
94	86	Supervalu	\$ 34,327,000	\$ 11,034,000	\$ (1,466,000)	Food & Drug Stores	5
101	101	Minnesota Mining & Mfg. (3M)	\$ 30,871,000	\$ 33,550,000	\$ 4,659,000	Miscellaneous	1
140	132	U.S. Bancorp	\$ 21,059,000	\$ 364,021,000	\$ 5,836,000	Commercial Banks	9
159	169	General Mills	\$ 17,774,000	\$ 22,658,000	\$ 1,855,000	Food Consumer Products	4
173	172	Medtronic	\$ 16,590,000	\$ 34,841,000	\$ 3,467,000	Medical Products & Equipment	2
199	194	Land O'Lakes	\$ 14,681,000	\$ 6,758,000	\$ 306,000	Food Consumer Products	7
213	229	Ecolab	\$ 13,253,000	\$ 19,637,000	\$ 968,000	Chemicals	5
220	237	C.H. Robinson Worldwide	\$ 12,752,000	\$ 2,803,000	\$ 416,000	Transportation & Logistics	1
249	263	Ameriprise Financial	\$ 11,230,000	\$ 144,576,000	\$ 1,334,000	Diversified Financials	6
257	266	Xcel Energy	\$ 10,915,000	\$ 33,908,000	\$ 948,000	Utilities: Gas & Electric	14
283	246	Mosaic	\$ 9,974,000	\$ 18,086,000	\$ 1,889,000	Chemicals	10
311	319	Hormel Foods	\$ 8,752,000	\$ 4,916,000	\$ 526,000	Food Consumer Products	10
335	325	Thrivent Financial for Lutherans	\$ 8,101,000	\$ 75,589,000	\$ 414,000	Insurance: Life, Health (Mutual)	6
462	457	St. Jude Medical	\$ 5,501,000	\$ 10,248,000	\$ 723,000	Medical Products & Equipment	7

Source: Fortune Magazine, dated June 2, 2014.

APPENDIX E

**Selected Financial Statements
for the Fiscal Year Ended June 30, 2013**

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APPENDIX E

SELECTED FINANCIAL STATEMENTS FOR THE FISCAL YEAR ENDED JUNE 30, 2013 Table of Contents

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Independent Auditor's Report

Members of the Minnesota State Legislature

The Honorable Mark Dayton, Governor

Mr. James Schowalter, Commissioner, Minnesota Management and Budget

Report on the Financial Statements

We have audited the accompanying financial statements of the governmental activities, the business-type activities, the aggregate discretely presented component units, each major fund, and the aggregate remaining fund information of the State of Minnesota as of and for the year ended June 30, 2013, which collectively comprise the state's basic financial statements as listed in the Table of Contents.

Management's Responsibility for the Financial Statements

The State of Minnesota's 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.

Auditor's Responsibility

Our responsibility is to express opinions on these financial statements based on our audit. We did not audit the financial statements of the Minnesota State Colleges and Universities, which is a major proprietary fund and represents 67 percent, 62 percent, and 25 percent, respectively, of the total assets, net position, and operating revenues of the primary government's business-type activities. We also did not audit the financial statements of the Housing Finance Agency, Metropolitan Council, University of Minnesota, Office of Higher Education, Public Facilities Authority, and Workers' Compensation Assigned Risk Plan, which cumulatively represent 99 percent, 99 percent, and 99 percent, respectively, of the total assets, net position, and operating revenues of the total discretely presented component units. Those financial statements were audited by other auditors whose reports thereon have been furnished to us, and our opinion, insofar as it relates to the amounts included for the aforementioned major proprietary fund, business-type activities, and discretely presented component units, is based solely on the reports of other auditors. We conducted our audit in accordance with auditing standards generally accepted in the United States of America and the standards applicable to financial audits contained in *Government Auditing Standards*, issued by the Comptroller General of the United States. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement.

An audit 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 State of Minnesota'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 State of Minnesota'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.

The financial statements of the National Sports Center Foundation and the Workers' Compensation Assigned Risk Plan, which are discretely presented nonmajor component units, were not audited in accordance with *Government Auditing Standards*.

We believe that the audit evidence we have obtained and the reports of other auditors is sufficient and appropriate to provide a basis for our audit opinions.

Opinion

In our opinion, based upon our audit and the reports of other auditors, the financial statements referred to above present fairly, in all material respects, the respective financial position of the governmental activities, the business-type activities, the aggregate discretely presented component units, each major fund, and the aggregate remaining fund information of the State of Minnesota as of June 30, 2013, and the respective changes in financial position and, where applicable, cash flows thereof and the respective budgetary comparison for the General Fund for the year then ended in accordance with accounting principles generally accepted in the United States of America.

Emphasis of Matter

As discussed in Note 20 to the financial statements, the fiscal year 2012 financial statements have been restated to correct misstatements. Our opinion is not modified with respect to these matters.

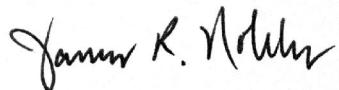
Other Matters

Required Supplementary Information

Accounting principles generally accepted in the United States of America require that the Management's Discussion and Analysis and the other required supplementary information, as listed in the Table of Contents, be presented to supplement the basic financial statements. Such information, although not a part of the State of Minnesota's basic financial statements, is required by the Governmental Accounting Standards Board who considers it to be an essential part of financial reporting for placing the basic financial statements in an appropriate operational, economic, or historical context. We and the other auditors have applied certain limited procedures to the required supplementary information in accordance with auditing standards

Members of the Minnesota State Legislature
The Honorable Mark Dayton, Governor
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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 basic financial statements, and other knowledge we obtained during our audit of the basic 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.



James R. Nobles
Legislative Auditor



Cecile M. Ferkul, CPA, CISA
Deputy Legislative Auditor

December 18, 2013



2013 Comprehensive Annual Financial Report Management's Discussion and Analysis

Introduction

The following discussion and analysis of the state of Minnesota (state) financial performance provides an overview of the state's financial activities for the fiscal year ended June 30, 2013, and identifies changes in the financial position of the state that occurred during the fiscal year. This section should be read in conjunction with the preceding transmittal letter and the state's financial statements and notes to the financial statements, which follow.

Overview of the Financial Statements

The focus of Minnesota's financial reporting is on the state as a whole, and on the individual funds that are considered to be major. This reporting focus presents a more comprehensive view of Minnesota's financial activities and financial position, and makes the comparison of Minnesota's government to other governments easier.

The financial section of this annual report has four parts:

- Management's Discussion and Analysis (MD&A)
- Basic Financial Statements
- Required Supplementary Information
- Combining and Individual Fund Statements – Nonmajor Funds

The report also includes statistical and economic information, which generally provides a ten-year history of various indicators.

The basic financial statements include government-wide financial statements, fund financial statements, and notes to the financial statements that provide more detailed information to the users of the financial statements.

Government-wide Financial Statements

The government-wide financial statements provide an overall view of the state's operations in a manner similar to a private-sector business. Government-wide financial statements consist of the statement of net position and the statement of activities that are prepared using the economic resources measurement focus and the accrual basis of accounting. All current year revenues and expenses are included in the statements regardless of whether the related cash has been received or paid. Revenues and expenses are reported in the statement of activities for some items that will not result in cash flows until future fiscal periods (e.g., uncollected taxes, accounts receivable, and earned but unused vacation leave). This reporting method produces a view of financial activities and position similar to that presented by most private-sector companies. The statements provide both short-term and long-term information about the state's financial position, which assists readers in assessing the state's economic condition at the end of the fiscal year.

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The government-wide financial statements are located immediately following this discussion and analysis.

The statement of net position presents all of the state's financial resources along with capital assets and long-term obligations. The statement includes all assets and liabilities of the state. Net position is the difference between assets and liabilities and is one method to measure the state's financial condition.

- An increase or decrease in the state's net position from one year to the next indicates whether the financial position of the state is improving or deteriorating.

Other indicators of the state's financial condition include the condition of its infrastructure and economic events and trends that affect future revenues and expenses.

The statement of activities presents the changes in net position and reports on the gross and net cost of various activities carried out by the state (governmental, business-type, and component units). These costs are paid by general taxes and other revenues generated by the state. This statement summarizes the cost of providing specific services by the government, and includes all current year revenues and expenses.

The statement of net position and the statement of activities segregate the activities of the state into three types:

Governmental Activities

The governmental activities of the state include most basic services such as environmental resources, general government, transportation, education, health and human services, and public safety. Most of the costs of these activities are financed by taxes, fees, and federal grants.

Business-type Activities

The business-type activities of the state normally are intended to recover all, or a significant portion of, their costs through user fees and charges to external users of goods and services. The operations of the Unemployment Insurance Fund, the State Colleges and Universities, and the Lottery are examples of business-type activities.

Component Units

Component units may be blended or discretely presented. Blended component units, although legally separate entities, are, in substance, part of the state's operations. Discretely presented component units are shown separately from the primary government. Component units are legally separate organizations for which the state is financially accountable, or the nature and significance of the unit's relationship with the state is such that exclusion of the unit would cause the state's financial statements to be misleading. Financial accountability is defined as the appointment of a voting majority of the component unit governing body, and either a) the ability of the state to impose its will, or b) the potential for the organization to provide financial benefits to, or impose financial burdens on, the primary government.

The state has one blended component unit, the Tobacco Securitization Authority, that is shown as a nonmajor special revenue fund.

The state's ten other component units are reported as discretely presented component units and reported in two categories: major and nonmajor. This categorization is based on the relative size of an individual component unit's assets, liabilities, revenues, and expenses in relation to the total of all component units and the primary government.

The state's three discretely presented major component units are:

- Housing Finance Agency
- Metropolitan Council
- University of Minnesota

The state's seven discretely presented nonmajor component units are combined into a single column for reporting in the fund financial statements. These nonmajor component units are:

- Agricultural and Economic Development Board
- National Sports Center Foundation
- Office of Higher Education
- Public Facilities Authority
- Rural Finance Authority
- Workers' Compensation Assigned Risk Plan
- Minnesota Sports Facilities Authority

State Fund and Component Unit Financial Statements

A fund is a grouping of related self-balancing accounts used to maintain control over resources that have been segregated for specific activities or objectives. The state of Minnesota, like other state and local governments, uses fund accounting to ensure and demonstrate compliance with finance-related legal requirements.

The fund financial statements focus on individual parts of the state, reporting the state's operations in more detail than in the government-wide statements. Fund financial statements focus on the most significant funds within the state.

The state's funds are divided into three categories:

Governmental Funds

Governmental funds record most of the basic services provided by the state and account for essentially the same functions as reported in the governmental activities in the government-wide financial statements. Unlike the government-wide financial statements, the fund financial statements focus on how money flows in and out of the funds during a fiscal year and spendable resources available at the end of the fiscal year.

Governmental funds are accounted for using the modified accrual basis of accounting, which recognizes revenues when they are available and measurable. Expenditures are generally recognized in the accounting period when the fund liability is incurred, if measurable. This approach is known as the flow of current financial resources measurement focus. These statements provide a detailed short-term view of the state's finances that assist in determining whether there are more or less resources available and whether these financial resources will be adequate to meet the current needs of the state. Governmental funds include the General, special revenue, capital project, Debt Service, and Permanent funds.

The focus of governmental funds is narrower than that of the government-wide financial statements. It is useful to compare the information presented for governmental funds with similar information presented for

governmental activities in the government-wide financial statements. By comparing this financial information, readers may better understand the long-term impact of the state's short-term financing decisions.

The basic financial statements include a reconciliation of governmental funds to governmental activities. These reconciliations follow the governmental funds balance sheet and the governmental funds statement of revenues, expenditures, and changes in fund balances.

The state maintains 23 individual state governmental funds, plus the blended component unit discussed above. Information is presented separately in the governmental funds balance sheet and in the governmental funds statement of revenues, expenditures, and changes in fund balances for the General and Federal funds, which are reported as major funds. Information from the remaining funds is combined into a single, aggregated column. Individual fund data for each of these nonmajor governmental funds is provided in the form of combining statements included in this report.

The state adopts a biennial budget with annual appropriations for the majority of the activity reported in the General Fund. A budgetary comparison statement has been provided for the General Fund activity with appropriations included in the biennial budget to demonstrate compliance with this budget.

Proprietary Funds

When the state charges customers for the services it provides, whether to outside customers or to other agencies within the state, these services are generally reported in proprietary funds. Proprietary funds (enterprise and internal service) utilize accrual accounting which is the same method used by private-sector businesses. Proprietary fund financial statements provide the same type of information as the government-wide financial statements, only in more detail.

Enterprise funds, a type of proprietary fund, are used to report activities that provide goods and services to outside (non-government) customers, including the general public. Internal service funds are an accounting device to accumulate and allocate costs internally for goods and services provided by one program of the state to another. Because the activities reported by internal service funds predominantly benefit governmental functions rather than business-type functions, the internal service funds have been included within governmental activities in the government-wide financial statements.

The state maintains 16 individual proprietary funds. The State Colleges and Universities and Unemployment Insurance funds, both of which are considered major funds, are presented separately in the proprietary funds statement of net position and in the proprietary funds statement of revenues, expenses, and changes in net position. Information from the eight nonmajor enterprise funds and the six internal service funds are combined into two separate aggregated columns. Individual fund data for each of these nonmajor proprietary funds is provided in the form of combining statements presented in this report.

Fiduciary Funds

Fiduciary funds are used to report activities when the state acts as a trustee or fiduciary to hold resources for the benefit of parties outside the state. The accrual basis of accounting is used for fiduciary funds and is similar to the accounting used for proprietary funds. The government-wide statements exclude fiduciary fund activities and balances because these assets are restricted in purpose and cannot be used by the state to finance its operations. The state must assure that the assets reported in fiduciary funds are used for their intended purposes.

The state maintains 21 individual fiduciary funds. The state's fiduciary funds are the pension trust funds, the investment trust funds (which account for the transactions, assets, liabilities, and fund equity of the external investment pools), and the Agency Fund (which accounts for the assets held for distribution by the state as an agent for other governmental units, other organizations, or individuals). Individual fund detail is included in the combining financial statements included in this report.

Component Units

Component units are legally separate organizations for which the state is financially accountable. The government-wide financial statements present information for the discretely presented component units in a single column on the statement of net position. Also, some information on the statement of changes in net position is aggregated for component units. The discretely presented component units' statements of net position and statements of changes in net position provide detail for each major discretely presented component unit and aggregate the detail for nonmajor discretely presented component units. Individual nonmajor discretely presented component unit detail can be found in the combining financial statements included in this report. The state's blended component unit is included in a combined single, aggregated column for nonmajor governmental funds. Individual fund data for this blended component unit is provided in the form of combining statements for nonmajor governmental funds included in this report.

Notes to the Financial Statements

The notes provide additional narrative and financial information that is essential to a full understanding of the data provided in the government-wide financial statements and the fund financial statements. The notes to the financial statements are located immediately following the component unit financial statements.

Required Supplementary Information

The basic financial statements are followed by a section of required supplementary information that further explains and supports the information in the financial statements. This section includes maintenance data regarding certain portions of the state's infrastructure, actuarial measures of pension and other postemployment benefits funding progress, and public employees insurance program development information.

Other Supplementary Information

Other supplementary information includes combining financial statements for nonmajor governmental, proprietary, and fiduciary funds and nonmajor discretely presented component units. These funds are added together by fund type and presented in single columns in the basic financial statements.

Financial Highlights

Government-wide

- The assets of the state exceeded liabilities at June 30, 2013, by \$15.6 billion (presented as net position). Of this amount, a deficit of \$2.0 billion was reported as unrestricted net position. For discussion on the variances from prior year, see the Government-wide Financial Analysis section.
- The state's total net position increased by \$2.4 billion (17.7 percent) during fiscal year 2013. Net position of governmental activities increased by \$1.6 billion (15.5 percent), while net position of the business-type activities showed an increase of \$708 million (26.8 percent). For discussion on the variances from prior year, see the Government-wide Financial Analysis section.

Fund Level

- At the end of the current fiscal year, governmental funds reported a combined ending fund balance of \$5.7 billion, an increase of \$1.5 billion compared to the prior year. Included in the ending fund balance is a General Fund unassigned balance of \$210 million. For discussion on the variances from prior year, see the State Funds Financial Analysis section.

Long-Term Debt

- The state's total long-term liabilities increased by \$338 million (3.7 percent) during the current fiscal year. The increase is primarily a result of the state issuing general obligation bonds for trunk highway projects and other various state purposes. In addition, the state issued state General Fund appropriation refunding bonds to refund the tobacco settlement revenue bonds issued by the Tobacco Securitization Authority (blended component unit) in the prior year.

Government-wide Financial Analysis

As noted earlier, net position serves as a useful indicator of a government's financial position over time. The state's combined net position (governmental and business-type activities) totaled \$15.6 billion at the end of fiscal year 2013, compared to \$13.3 billion at the end of the previous year.

Net Position June 30, 2013 and 2012 (in thousands)						
	Governmental Activities		Business-type Activities		Total Primary Government	
	2013	2012	2013	2012	2013	2012
Current Assets ⁽¹⁾	\$ 12,114,119	\$ 11,302,014	\$ 2,380,675	\$ 1,735,427	\$ 14,494,794	\$ 13,037,441
Noncurrent Assets:						
Capital Assets ⁽¹⁾	13,379,535	12,908,015	2,121,568	2,015,065	15,501,103	14,923,080
Other Assets	796,531	853,032	142,144	123,406	938,675	976,438
Total Assets	<u>\$ 26,290,185</u>	<u>\$ 25,063,061</u>	<u>\$ 4,644,387</u>	<u>\$ 3,873,898</u>	<u>\$ 30,334,572</u>	<u>\$ 28,962,959</u>
Current Liabilities	\$ 6,080,079	\$ 6,709,396	\$ 395,035	\$ 368,881	\$ 6,475,114	\$ 7,078,277
Noncurrent Liabilities	7,911,758	7,702,030	901,120	866,048	8,813,178	8,567,078
Total Liabilities	<u>\$ 13,991,837</u>	<u>\$ 14,411,426</u>	<u>\$ 1,296,455</u>	<u>\$ 1,233,929</u>	<u>\$ 15,288,292</u>	<u>\$ 15,645,355</u>
Net Position:						
Net Investment in Capital Assets ⁽¹⁾	\$ 10,250,660	\$ 9,889,953	\$ 1,456,939	\$ 1,394,303	\$ 11,707,599	\$ 11,284,256
Restricted Assets ⁽¹⁾	4,050,489	3,546,397	1,899,250	1,252,075	5,949,739	4,798,472
Unrestricted ⁽¹⁾	(2,002,801)	(2,784,715)	(8,257)	(6,409)	(2,011,058)	(2,791,124)
Total Net Position	<u>\$ 12,298,348</u>	<u>\$ 10,651,635</u>	<u>\$ 3,347,932</u>	<u>\$ 2,352,960</u>	<u>\$ 15,546,280</u>	<u>\$ 13,271,604</u>

⁽¹⁾ 2012 has been restated to be consistent with 2013 presentation.

The largest portion, \$11.7 billion of \$15.6 billion, of the state's net position reflects investment in capital assets such as land, buildings, equipment, and infrastructure (pavement, bridges, and other immovable assets), less any related outstanding debt used to acquire those assets. The state uses these capital assets to provide services to citizens. Capital assets are not considered to be convertible to cash and cannot be used to fund the daily activities of the state or pay for the debt related to capital assets. Therefore, the resources needed to repay this debt related to capital assets must be provided from other sources.

Approximately \$5.9 billion of the state's net position represent resources subject to external restrictions, constitutional provisions, or enabling legislation, which restricts how these assets may be used. Additional information on the state's net position restrictions is located in Note 16 – Equity in the notes to the financial statements.

The remaining net position balance represents a deficit in unrestricted net position of \$2.0 billion. This deficit does not mean that the state lacks resources to pay its bills in the near future. This deficit reflects primarily two significant factors. First, the state, similar to other states, issues general obligation bonds and distributes the proceeds to component units and local units of government. These proceeds are used to finance the purchase or construction of capital assets. These entities record the capital assets in their statements of net position; however, the state is responsible for the repayment of the debt. This practice allows the state to promote improved financial management by reducing bond issuance costs and obtaining more favorable financing arrangements. Second, the state reports the majority of the noncapital portion of net position for most of its governmental activities' special revenue, debt service, and permanent funds as restricted.

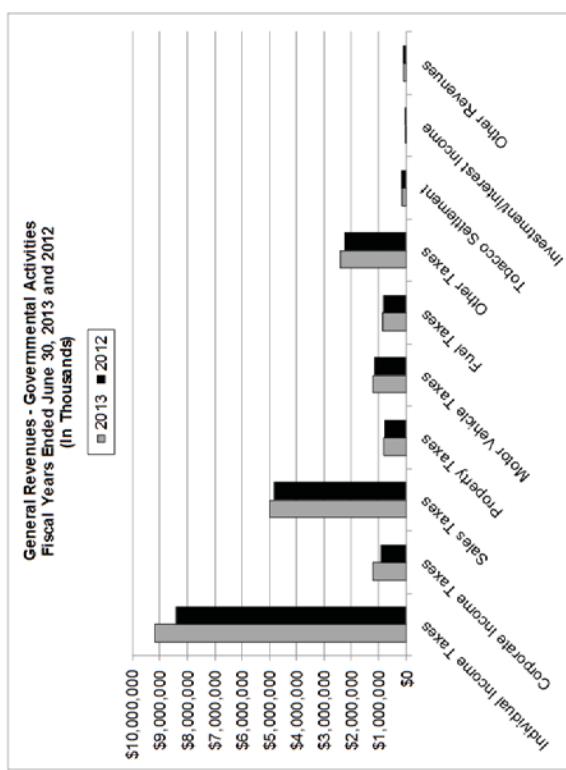
The state's combined net position for governmental and business-type activities increased \$2.4 billion (17.7 percent) over the course of this fiscal year. This resulted from a \$1.6 billion (15.5 percent) increase in net position of governmental activities, and a \$708 million (26.8 percent) increase in net position of business-type activities.

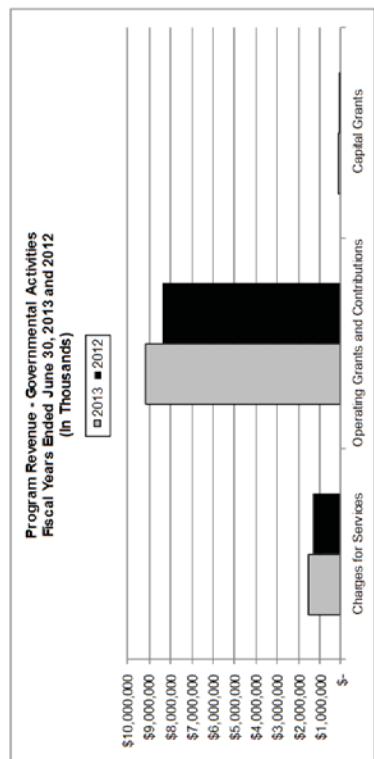
The state's expenses cover a range of services. The largest expenses were for general education, and health and human services.

		Changes in Net Position Fiscal Years Ended June 30, 2013 and 2012 (In Thousands)					
		Governmental Activities		Business-type Activities		Total Primary Government	
		2013	2012	2013	2012	2013	2012
Revenues:							
Program Revenues:							
Charges for Services ⁽¹⁾	\$ 1,507,737	\$ 1,317,943	\$ 3,154,583	\$ 3,088,037	\$ 4,662,320	\$ 4,405,980	
Operating Grants and Contributions	9,153,096	8,410,311	710,153	1,113,581	9,863,249	9,523,892	
Capital Grants	167,097	135,113	-	-	167,097	135,113	
General Revenues:							
Individual Income Taxes	9,209,954	8,409,530	-	-	9,209,954	8,409,530	
Corporate Income Taxes	1,242,312	953,428	-	-	1,242,912	953,428	
Sales Taxes	5,000,330	4,849,514	-	-	5,004,330	4,849,514	
Property Taxes	831,376	809,044	-	-	831,316	809,044	
Motor Vehicle Taxes	1,241,242	1,150,343	-	-	1,241,242	1,150,343	
Fuel Taxes	860,837	849,955	-	-	860,837	849,955	
Other Taxes	2,436,628	2,253,625	-	-	2,436,628	2,253,625	
Tobacco Settlement	171,338	166,154	-	-	171,338	166,154	
Investment/Interest Income	23,129	12,873	17,545	6,367	40,674	19,440	
Other Revenues ⁽¹⁾	128,115	135,707	2,215	12,134	130,330	147,389	
Total Revenues	\$ 31,971,931	\$ 29,453,540	\$ 3,384,496	\$ 4,220,319	\$ 35,862,227	\$ 33,672,839	
Expenses:							
Agricultural, Environmental and Energy Resources	\$ 954,721	\$ 916,001	\$ -	\$ -	\$ 954,721	\$ 916,001	
Economic and Workforce Development	571,265	543,680	-	-	571,265	543,680	
General Education	8,201,311	7,990,863	-	-	8,207,311	7,990,863	
General Government ⁽¹⁾	971,198	885,328	-	-	971,198	885,328	
Health and Human Services ⁽¹⁾	13,146,913	12,688,172	-	-	13,146,913	12,688,172	
Higher Education ⁽¹⁾	849,310	795,389	-	-	849,510	795,389	
Intergovernmental Aid	1,269,978	1,358,521	-	-	1,269,078	1,358,521	
Public Safety and Corrections	970,995	952,585	-	-	970,995	952,585	
Transportation ⁽¹⁾	2,683,345	2,280,481	-	-	2,683,545	2,280,481	
Interest	218,318	506,909	-	-	218,218	506,909	
State Colleges and Universities	-	-	1,891,779	1,816,288	1,891,779	1,816,288	
Unemployment Insurance	-	-	1,060,431	1,490,943	1,060,431	1,490,943	
Lottery	-	-	475,541	396,590	475,541	396,590	
Other ⁽¹⁾	-	-	288,146	270,716	288,146	270,716	
Total Expenses	\$ 29,841,854	\$ 28,617,929	\$ 3,665,897	\$ 3,974,077	\$ 33,507,751	\$ 32,392,006	
Excess (Deficiency) Before Transfers	\$ 2,136,077	\$ 835,611	\$ 218,599	\$ 246,242	\$ 2,354,676	\$ 1,081,883	
Transfers	(489,364)	(480,195)	489,364	480,195	-	-	
Change in Net Position	\$ 1,646,113	\$ 355,416	\$ 707,963	\$ 726,331	\$ 2,354,676	\$ 1,081,883	
Net Position, Beginning ⁽¹⁾	\$ 10,651,635	\$ 10,746,219	\$ 2,639,969	\$ 1,913,532	\$ 13,291,604	\$ 12,207,751	
Net Position, Ending	\$ 12,291,348	\$ 10,651,635	\$ 3,347,932	\$ 2,639,969	\$ 15,646,280	\$ 13,291,604	

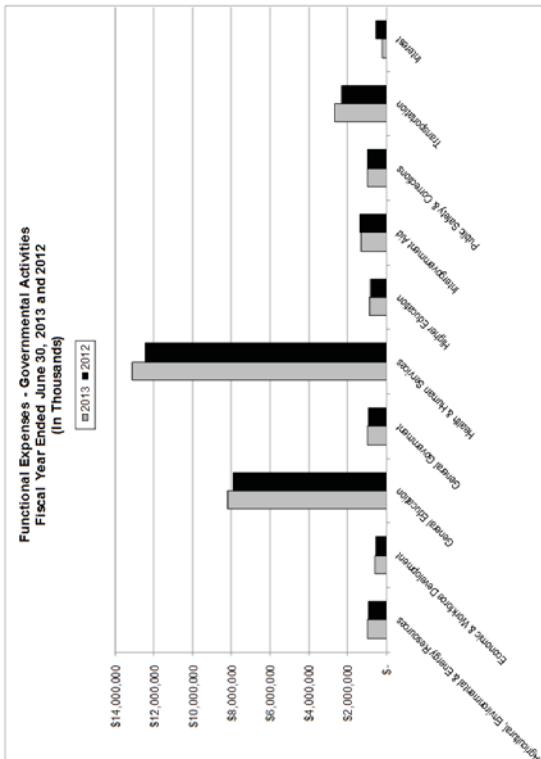
⁽¹⁾ 2012 has been restated to be consistent with 2013 presentation.

Approximately 58 percent of the state's total revenue (governmental and business-type activities) came from taxes, while 28 percent resulted from grants and contributions, including federal aid. Charges for various goods and services provided 13 percent of the total revenues. The remaining 1 percent came from other general revenues.



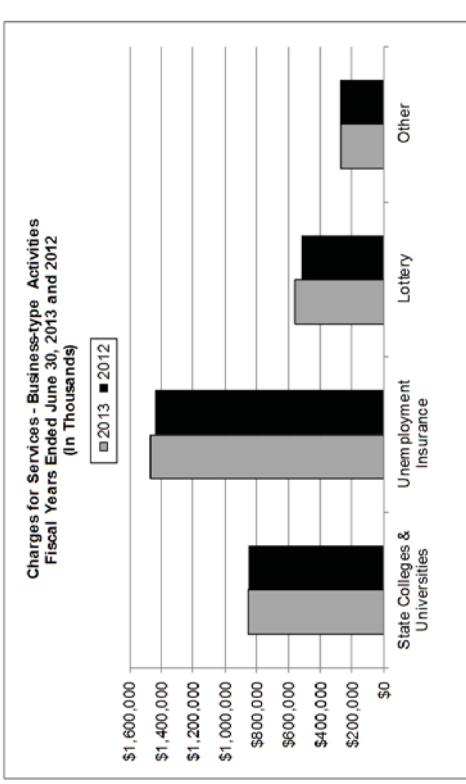


There was an increase in functional expenses compared to the prior year. The increase in health and human services was attributable to an increase in several medical assistance programs, which was offset by the receipt of federal revenue. The largest factor for the increase was due to a significant increase in enrollment in managed care along with increased rates to providers for eligible individuals. The increase in general education was primarily due to a 1 percent per pupil formula increase as well as a slight increase in the number of pupils. Transportation expenses increased due to increased construction projects for trunk highways and bridges as well as increased aid to counties.



Business-type Activities

Net position for the state's proprietary funds increased by \$708 million during the current year. This resulted primarily from a \$91 million increase in net position in the State Colleges and Universities Fund and a \$625 million increase in net position in the Unemployment Insurance Fund. The increase in net position in the State Colleges and Universities Fund is slightly lower than the increase in net position in the prior year. Tuition and fee revenue increased due to a tuition rate increase that was partially offset by a slight reduction in enrollment. Operating expenses increased primarily due to bargaining unit negotiated salary increases that included retroactive pay. As a result of the continued strengthening economy, the Unemployment Insurance Fund had significant reductions in benefits paid during the current year as applicants transitioned to other programs or found employment. In addition, insurance premiums increased due to a higher tax base. These increases in net position were partially offset by decreases in grants and subsidies as the state no longer qualified for certain federal programs as the unemployment rate decreased.



State Funds Financial Analysis

As noted earlier, the state uses fund accounting to ensure and demonstrate compliance with finance-related legal requirements.

Governmental Funds

The focus of the state's governmental funds is to provide information on near-term cash inflows and outflows during the fiscal year and balances of spendable resources as of fiscal year end. Such information is useful in assessing the state's financial condition. The unassigned fund balance serves as a useful measure of the state's net resources available for future spending at the end of the fiscal year.

As of the end of the current fiscal year, the state's governmental funds reported combined ending fund balances of \$5.7 billion, an increase of \$1.5 billion over the prior year.

The General Fund is the chief operating fund of the state. At the end of the current fiscal year, the unassigned fund balance of the General Fund was \$210 million, an increase in the unassigned fund balance of \$1.1 billion during the current year.

Because the General Fund is the chief operating fund of the state, some of the same variances impacting Governmental Activities impacted the General Fund. As previously noted, the increase in revenue was primarily attributable to the increases in income and sales taxes as a result of the strengthening economy. This revenue increase was partially offset by an increase in general education expenditures primarily due to a 1 percent per pupil formula increase as well as a slight increase in the number of pupils.

Proprietary Funds

The statements for proprietary funds provide the same type of information found in the government-wide financial statements, but in more detail.

The state's proprietary funds net position increased by \$708 million during the current year. This primarily resulted from a \$31 million increase in net position of the State Colleges and Universities Fund and an increase of \$625 million in net position of the Unemployment Insurance Fund. For further discussion, see the Government-wide Financial Analysis – Business-type Activities section.

General Fund Budgetary Highlights

General Fund Budgetary Highlights

Several significant economic forecast and budget actions occurred prior to and during fiscal year 2013. These are material to understanding changes in General Fund balances that occurred in fiscal year 2013. Both the Minnesota State Constitution (Article XI, section 6) and Minnesota Statutes, Section 16A.152, require that the budget be balanced for the biennium. The following highlights material actions taken by the Minnesota legislature and the governor affecting fiscal year 2013.

Actions Establishing the Fiscal Year 2013 Budget

The budget for state fiscal year 2013 was initially adopted in July 2011 in a special session that ended a 21-day partial state government shutdown. Prior to the 2012 legislative session, two successive budget forecasts directed \$1.2 billion of additional forecast budgetary balances to fully restore the state's reserves and begin to repay the K-12 school aid payment shifts.

Supplemental budget changes enacted in the 2012 session were limited, including: reversing selective human services reductions made in 2011, new initiatives related to veterans, public safety and job growth, and a bonding bill totaling \$550 million. Total net changes to revenues and expenditures totaled \$61 million for the biennium. The 2012 session also authorized construction of a new Vikings football stadium with a projected \$975 million cost. The state will issue debt on behalf of the City of Minneapolis to finance this construction up to \$498 million. The state share of the project was \$348 million, expected to be funded by new tax revenues on expanded charitable gambling, electronic pull tabs, and bingo.

After the 2012 legislative session, the enacted budget for fiscal year 2013 included \$17.256 billion in General Fund resources, \$17.286 billion in General Fund spending, \$1.007 billion in cash and budget reserves, \$34 million in a stadium reserve account, and a forecast \$26.5 million budgetary balance.

Budget and Forecast Actions Impacting Fiscal Year 2013

A one-day special legislative session in August 2012 addressed the costs of damages caused by a torrential rain fall in June 2012. The natural disaster resulted in major infrastructure damage to roads and bridges in several counties. The legislature appropriated \$74.5 million from the General Fund and offset it by \$2.6 million in General Fund transfers, reductions, and cancellations. To pay for the net cost, the

legislature used the forecast budgetary balance of \$26.5 million and reduced the budget reserve by \$45.4 million, which left a zero projected balance for fiscal year 2013.

The November 2012 forecast improved the budget outlook for the 2012-13 biennium by \$1.320 billion. Contributing to that change, forecast revenues were increased \$1.076 billion, primarily from an \$810 million increase in the income, corporate and sales tax forecasts. Spending was reduced \$262 million, primarily due to savings in health and human services spending resulting from lower average cost of care in MA Families with Children, a downward trend in nursing facility caseloads, and lower than anticipated caseload growth in the MA Long-term Waiver programs. But, from the forecast balance, \$1.324 billion was automatically allocated by state law to buying back outstanding K-12 school aid payment shifts, thereby increasing education aid spending in fiscal year 2013. A residual of \$6 million was added to the budget reserve due to a rounding of the K-12 school aid payment percentages. After the buyback, \$1.1 billion in K-12 school aid payment shifts remained and the budgetary balance for fiscal year 2013 was forecast to be zero.

In the February 2013 forecast, General Fund revenues increased slightly (\$217 million) and spending was reduced by \$63 million. Those changes, coupled with a \$15 million reduction in the projected stadium reserve, improved the budget outlook for fiscal year 2013 by \$295 million. Similar to actions taken in November, the balance was used to further reduce the outstanding K-12 school aid payment shifts. This increased education aid spending in fiscal year 2013 by \$282 million. A residual of \$4 million was added to the budget reserve and \$9 million was used to restore reserves. After the K-12 school aid payment shift buyback, approximately \$800 million in K-12 school aid payment shifts remained outstanding and the forecast balance for fiscal year 2013 was zero. The February forecast for fiscal year 2013 reflected the \$18.075 billion in General Fund revenue, \$18.862 billion in General Fund spending, \$1.006 billion in cash and budget reserves, \$1 million in the stadium reserve, and a zero budgetary balance.

Actual revenues for fiscal year 2013 were \$18.657 billion, \$582 million higher than forecast, including \$364 million in income taxes and \$116 million in sales taxes. Spending for fiscal year 2013 was \$17.470 billion, \$1.22 billion below previous estimates; however, \$69 million of unspent appropriations in fiscal year 2013 were authorized to carryforward into fiscal year 2014. Human services' spending was \$62 million (1.2 percent) lower than previously forecast. The entire ending balance of \$636 million carried forward into fiscal year 2014 and was used to repay a portion of the estimated \$874 million remaining obligation from the K-12 school aid payment and property tax recognition shifts. Final numbers for fiscal year 2013 reflected \$18.657 billion in General Fund revenue, \$18.740 billion in General Fund spending, \$1.006 billion in cash and budget reserves.

Since the budget was initially adopted, total General Fund resources for fiscal year 2013 increased by \$2.097 billion. Of that total change, \$697 million (33 percent) was a gain in revenues and net spending during the close period of fiscal year 2012 and nearly 60 percent, \$1.196 billion, was the result of higher tax revenues in fiscal year 2013. Total spending in fiscal year 2013 increased \$1.454 billion since the budget was initially adopted. Lower spending in health and human services (\$201 million), property tax aids and credits (\$48 million), and debt service (\$40 million) were offset by increased K-12 school aid spending associated with school aid payment shift buybacks. In total, K-12 school aid spending was \$1.589 billion higher than originally enacted. With the successive shift buybacks, K-12 school aid payment percentages were modified from 64.3 percent in the current year and a 35.7 percent settle-up payment in the following year to a 36.5 percent, 13.5 percent payment basis for fiscal year 2013.

Budget and GAAP Based Financial Outlook

Minnesota budgets and manages its financial affairs on a budgetary basis, which primarily uses a cash basis of accounting. Revenues are recorded when received and expenditures are recorded when the payments are made, with the exception that, at year-end, encumbered amounts are included in the expenditures of the year appropriated for budgetary reporting. GAAP requires that the modified accrual basis of accounting be used to prepare governmental fund statements. The modified accrual basis of accounting recognizes revenues when they become both measurable and available to finance operations of the fiscal year or liquidate liabilities existing at fiscal year-end. Expenditures are recognized when a liability occurs.

On a budgetary basis, the state's General Fund ended fiscal year 2013 with a balance of \$651 million. On a GAAP basis, the General Fund reported a balance of \$1,285 billion for fiscal year 2013, a difference of \$634 million from the budgetary General Fund balance. The difference between the General Fund budgetary and GAAP fund balance results from two primary reasons. First, on a GAAP basis, the accruals of revenue and expenditures are required to be reported under the modified accrual basis of accounting. Second, several funds are included in the GAAP fund balance which are not included in the budgetary fund balance. These additional funds reported a fund balance of \$1.0 billion. The difference between the GAAP basis and budgetary basis General Fund fund balance, excluding these additional funds not reported in the budgetary fund balance, was \$411 million. Additional information on the differences between the budgetary fund balance and the GAAP basis for the General Fund is included in Note 18 – Budgetary Basis vs. GAAP of the notes to the financial statements.

In the November 2013 forecast, changes in the General Fund revenue and expenditure forecast for the 2014-15 biennium increased the forecasted balance from \$47 million to \$1,086 billion. Forecast revenues increased \$287 million (2.0 percent), while forecasted spending was \$247 million (0.6 percent) lower. A net reduction in General Fund reserves added an additional \$5 million to the bottom line. As in recent forecasts, the law requires the forecast balance to be used to repay K-12 school aid payment shifts. The first \$246 million of the balance was used to complete repayment of the K-12 school property tax recognition shift. Additionally, \$15 million was transferred to the State Airports Fund (special revenue), restoring money originally borrowed in 2008. The forecast completed repayment of accounting shifts from prior budget solutions and reduced the forecast balance to \$825 million for the 2014-15 biennium.

Capital Asset and Debt Administration

Capital Assets

The state's investment in capital assets for governmental and business-type activities as of June 30, 2013, was \$18.6 billion, less accumulated depreciation of \$3.1 billion, resulting in a net book value of \$15.5 billion. This investment in capital assets includes land, buildings, construction and development in progress, infrastructure, easements, art and historical treasures, internally generated computer software, and equipment. Infrastructure assets are long-lived capital assets, such as pavement, bridges, tunnels, drainage systems, lighting systems, and similar items that are normally stationary in nature.

Capital Assets June 30, 2013 and 2012 (In Thousands)					
	Governmental Activities		Business-type Activities		Total Primary Government
	2013	2012	2013	2012	2013
Capital Assets not Depreciated:					
Land	\$ 2,168,036	\$ 2,114,604	\$ 89,618	\$ 88,420	\$ 2,257,654
Buildings, Structures, Improvements	38,870	30,768	-	-	38,870
Construction in Progress	255,595	265,193	181,175	192,153	436,710
Development in Progress	69,146	29,947	-	-	69,146
Infrastructure ⁽¹⁾	8,480,170	8,184,515	-	-	8,480,170
Easements	334,733	324,203	-	-	334,733
Art and Historical Treasures	4,599	3,731	-	-	4,599
Total Capital Assets not Depreciated	\$ 11,351,149	\$ 10,952,961	\$ 270,733	\$ 280,573	\$ 11,621,882
Capital Assets Depreciated:					
Buildings, Structures, Improvements ⁽¹⁾	\$ 2,627,335	\$ 2,551,589	\$ 3,044,383	\$ 2,845,802	\$ 5,671,718
Infrastructure	199,099	167,869	30,000	-	199,099
Internally Generated Computer Software	74,108	67,010	14,819	15,695	88,927
Easements	4,211	4,090	-	-	4,211
Library Collections	-	-	45,038	46,124	45,038
Equipment, Furniture, Fixtures	641,212	619,178	346,246	333,557	989,158
Total Capital Assets Depreciated	\$ 3,545,965	\$ 3,409,736	\$ 3,452,486	\$ 3,241,178	\$ 952,735
Less: Accumulated Depreciation ⁽¹⁾	1,517,579	1,454,682	1,601,651	1,506,686	6,998,451
Capital Assets Net of Depreciation	\$ 2,028,386	\$ 1,955,054	\$ 1,850,835	\$ 1,734,492	\$ 6,650,914
Total	\$ 13,379,535	\$ 12,988,015	\$ 2,121,568	\$ 2,015,065	\$ 3,119,230
					2,961,368
					\$ 3,659,546
					\$ 14,923,080

(1) 2012 has been restated to be consistent with 2013 presentation.

The state uses the modified approach for reporting selected infrastructure assets. The modified approach requires that the state meet certain requirements regarding the inventory and maintenance of eligible capital assets, including condition assessments. Under the modified approach, assets are not depreciated and certain maintenance and preservation costs associated with those assets are expensed. Assets accounted for under this approach include approximately 29,000 lane miles of pavement and 3,000 bridges that are maintained by the Minnesota Department of Transportation (MnDOT).

The state's goal is to maintain pavement at, or above, a 3.0 Pavement Quality Index (PQI) for all principal arterial pavement and at, or above, a 2.8 PQI for all other pavement. The most recent condition assessment, completed for calendar year 2012, indicated that the average PQI for principal arterial pavement was 3.4 and 3.2 for all other pavements. The state has maintained a stable condition of pavement over the past several years.

The state's goal is to have over 92 percent of principal arterial system bridges and 80 percent of all other system bridges in fair to good condition. The most recent condition assessment, completed for calendar year 2012, indicated that 95 percent of principal arterial system bridges and 93 percent of all other system bridges were in fair to good condition. The state has also maintained a stable condition of bridges over the past several years.

Prior Period Adjustment Governmental Activities: During fiscal year 2013, building accumulated depreciation increased by \$29.9 million. This increase was attributable to a change in the method of depreciation to align with internal reporting on buildings at MnDOT. In addition, nondepreciable infrastructure increased by \$86.9 million. This increase was attributable to the capitalization of bridge and pavement previously expensed as system preservation at MnDOT.

Prior Period Adjustment Business-type Activities: During fiscal year 2013, buildings increased by \$10.5 million. This increase was attributable to the capitalization of miscellaneous towers by MnDOT.

During the current year, the state continued to shift emphasis to pavement and bridge preservation and maintenance. The overall expenditures were under budget primarily due to the delay of currently planned capital projects that were originally budgeted due to bad weather in May and June 2013.

Additional information on the state's capital assets and infrastructure under the modified approach is included in Note 6 – Capital Assets of the notes to the financial statements and in the required supplementary information, respectively.

Debt Administration

The authority of the state to incur debt is described in Article XI, Sections 5 and 7, of the state's constitution. General obligation bonds, issued by the state, are backed by the full faith, credit, and taxing powers of the state.

The state's general obligation bonds were rated on June 30, 2013, as follows:

- AA1 by Moody's Investors Service
- AA+ by Standard & Poors
- AA+ by Fitch Ratings

The state also issues revenue bonds, which are payable solely from rentals, revenues, and other income, and charges and monies that were pledged for repayment.

The Certificates of Participation were issued by the state to finance the statewide systems and integrated tax system.

The state's blended component unit, Tobacco Securitization Authority, issued revenue bonds which are payable solely from the state's tobacco settlement revenue. During fiscal year 2013, the state sold state General Fund appropriation refunding bonds. The bonds were issued for the purpose of refunding these tobacco settlement revenue bonds.

Outstanding Bonded Debt and Unamortized Premium (In Thousands)					
		Governmental Activities		Business-type Activities	
	2013	2012	2013	2012	Total Primary Government 2013
General Obligation	\$ 5,510,530	\$ 5,772,034	\$ 232,645	\$ 249,636	\$ 5,743,175
Revenue	10,260	794,574	447,950	431,952	458,210
State General Fund Appropriation Bonds	656,220	-	-	-	656,220
Certificate of Participation	45,815	70,742	\$ 680,596	\$ 681,580	\$ 693,420
Total	<u>\$ 6,222,925</u>	<u>\$ 6,627,350</u>	<u>\$ 680,596</u>	<u>\$ 681,580</u>	<u>\$ 7,316,938</u>

During fiscal year 2013, the state issued the following bonds:

- \$422.0 million in general obligation state various purpose bonds
- \$234.0 million in general obligation state trunk highway bonds
- \$2.5 million in general obligation Rural Finance Authority bonds
- \$81.2 million in revenue bonds for capital assets for Minnesota Colleges and Universities bonds
- \$656.2 million in General Fund appropriation bonds to refunding the tobacco settlement revenue bonds

Additional information on the state's long-term debt obligations is located in Note 12 – General Long-Term Liabilities – Primary Government in the notes to the financial statements.

Requests for Information

This financial report is designed to provide citizens, taxpayers, customers, investors, and creditors with a general overview of the state's finances and to demonstrate the state's accountability for the money it receives.

Questions about this report or requests for additional financial information should be addressed to Minnesota Management and Budget, 400 Centennial Office Building, 658 Cedar Street, Saint Paul, Minnesota, 55155.

STATE OF MINNESOTA

STATEMENT OF NET POSITION
JUNE 30, 2013
(IN THOUSANDS)

	PRIMARY GOVERNMENT			COMPONENT UNITS	COMPONENT UNITS
	GOVERNMENTAL ACTIVITIES	BUSINESS-TYPE ACTIVITIES	TOTAL		
ASSETS					
Current Assets:					
Cash and Cash Equivalents.....	\$ 6,296,010	\$ 1,710,171	\$ 7,986,174	\$ 1,036,511	\$ 1,036,511
Investments.....	1,609,174	1,26,165	1,625,339	1,310,884	1,310,884
Accounts Receivable.....	2,839,364	590,724	3,430,088	486,020	486,020
Due from Primary Government.....	24,049	-	24,049	64,410	64,410
Due from Investment Interest Income.....	17,755	-	17,755	38,000	38,000
Federal Aid Recyclable.....	1,302,101	30,113	1,332,214	3,402	3,402
Inventories.....	27,021	22,948	49,969	53,973	53,973
Loans and Notes Receivable.....	21,851	6,013	28,014	219,779	219,779
Internal Bank Balances.....	8,228	(8,228)	-	28,014	28,014
Other Assets.....	8,228	-	11,192	47,584	47,584
Total Current Assets.....	\$ 12,141,119	\$ 2,380,075	\$ 14,521,194	\$ 3,960,945	\$ 3,960,945
Noncurrent Assets:					
Cash and Cash Equivalents Restricted.....	\$ -	\$ -	\$ -	\$ 814,010	\$ 814,010
Accounts Receivable Restricted.....	\$ -	\$ -	\$ -	\$ 1,16,184	\$ 1,16,184
Other Assets Restricted.....	\$ -	\$ -	\$ -	\$ 108,421	\$ 108,421
Due from Primary Government Restricted.....	\$ -	\$ -	\$ -	\$ 7,952	\$ 7,952
Other Assets Available for General Government.....	\$ -	\$ -	\$ -	\$ 7,952	\$ 7,952
Investments.....	67,000	-	67,000	67,000	67,000
Accounts Receivable.....	529,343	-	529,343	529,383	529,383
Loans and Notes Receivable.....	2,028,386	1,860,355	3,890,741	4,173,222	4,173,222
Capital Assets (Net).....	2,870,719	270,733	3,141,712	5,086,560	5,086,560
Nondebt Capital Assets (Net).....	8,480,770	-	8,480,770	1,477,475	1,477,475
Infrastructure (Not depreciated).....	7,785	-	7,785	14,265	14,265
Total Noncurrent Assets.....	\$ 14,176,066	\$ 2,283,712	\$ 16,359,778	\$ 17,652,963	\$ 17,652,963
Total Assets.....	\$ 26,290,185	\$ 4,654,387	\$ 30,943,572	\$ 20,413,968	\$ 20,413,968
DEFERRED DUTIES OR RESOURCES					
Deferred Liabilities on Interest Rate Swap Agreements.....	\$ -	\$ -	\$ -	\$ 27,429	\$ 27,429
Total Deferred Outflows of Resources.....	\$ -	\$ -	\$ -	\$ -	\$ -
LIABILITIES					
Current Liabilities:					
Accounts Payable.....	\$ 4,926,782	\$ 242,978	\$ 5,169,760	\$ 301,970	\$ 301,970
Due from Primary Government.....	10,287	17	10,304	40,533	40,533
Unearned Revenue.....	504,907	67,733	572,040	106,483	106,483
Accrued Interest Payable.....	95,613	537	95,800	69,880	69,880
Due to Primary Government.....	38,013,919	44,482	42,7541	543,559	543,559
Bonds and Notes Payable.....	4,710	4,761	4,761	5,734	5,734
Capital Leases Payable.....	6,655	6,655	6,655	74,541	74,541
Claims Payable.....	108,759	2,389	111,146	150,190	150,190
Comptroller Absences Payable.....	36,286	15,073	53,353	57,461	57,461
Other Liabilities.....					
Total Current Liabilities.....	\$ 45,980,079	\$ 395,035	\$ 46,375,114	\$ 1,552,365	\$ 1,552,365
Noncurrent Liabilities:					
Accounts Payable Restricted.....	\$ -	\$ -	\$ -	\$ 129,170	\$ 129,170
Unearned Revenue Restricted.....	\$ -	\$ -	\$ -	\$ 12,199	\$ 12,199
Accrued Interest Payable Restricted.....	\$ -	\$ -	\$ -	\$ 67,000	\$ 67,000
Due to Primary Government.....	\$ -	\$ -	\$ -	\$ 121,552	\$ 121,552
Bonds and Notes Payable.....	\$ -	\$ -	\$ -	\$ 157,134	\$ 157,134
Capital Leases Payable.....	6,595,689	680,751	7,276,240	6,300,684	6,300,684
Certificates of Participation Payable.....	12,191	-	12,191	12,191	12,191
Comptroller Absences Payable.....	50,745	24,890	62,935	519,118	519,118
Other Pensions Payable.....	247,322	127,207	374,489	124,652	124,652
Net Pension Obligation.....	192,601	289,313	221,514	114,244	114,244
Funds Held in Trust.....					
Other Liabilities.....					
Total Noncurrent Liabilities.....	\$ 791,179	\$ 907,420	\$ 8,015,177	\$ 7,194,845	\$ 7,194,845
Total Liabilities.....	\$ 13,981,637	\$ 1,286,055	\$ 15,268,292	\$ 9,177,214	\$ 9,177,214
DEFERRED INFLICTIONS OF RESOURCES					
Interest Rate Swap Agreements.....	\$ -	\$ -	\$ -	\$ 27,429	\$ 27,429
Total Deferred Inflows of Resources.....	\$ -	\$ -	\$ -	\$ -	\$ -

The notes are an integral part of the financial statements.

STATE OF MINNESOTA
STATEMENT OF ACTIVITIES
YEAR ENDED JUNE 30, 2013
(IN THOUSANDS)

FUNCTIONS/PROGRAMS	EXPENSES	PROGRAM REVENUES		CAPITAL GRANTS AND CONTRIBUTIONS	NET EXPENSE/REVENUE AND CHANGES IN NET POSITION
		CHARGES FOR SERVICES	OPERATING CONTRIBUTIONS		
Primary Government:					
Governmental Activities:					
Agricultural, Environmental and Energy Resources..	\$ 954,721	\$ 326,606	\$ 347,893	\$ 18,142	\$ (261,990)
Economic and Workforce Development.....	677,255	40,093	254,258	-	\$ (276,514)
General Education.....	8,207,311	24,120	806,098	-	(7,377,093)
General Government.....	97,198	381,788	15,574	3,685	(570,201)
Health and Human Services.....	13,146,913	547,216	6,834,186	-	(5,765,511)
Higher Education.....	849,510	346	-	-	(849,077)
Intergovernment Aid.....	1,268,078	-	-	-	(1,268,078)
Public Safety and Corrections.....	97,095	157,198	221,333	-	(59,564)
Transportation.....	2,683,545	30,280	673,667	145,320	(1,834,278)
Interest.....	218,218	-	-	-	(218,218)
Total Governmental Activities.....	<u>\$ 29,941,854</u>	<u>\$ 1,507,737</u>	<u>\$ 9,153,056</u>	<u>\$ 167,087</u>	<u>\$ (19,013,924)</u>
Business-type Activities:					
State Colleges and Universities.....	\$ 1,891,779	\$ 851,377	\$ 483,898	\$ -	\$ (556,504)
Unemployment Insurance.....	1,060,431	1,468,936	225,889	-	635,394
Lottery.....	425,541	560,448	-	-	134,907
Other.....	288,146	272,822	386	-	(14,956)
Total Business-type Activities.....	<u>\$ 33,507,751</u>	<u>\$ 4,662,320</u>	<u>\$ 9,863,248</u>	<u>\$ 167,087</u>	<u>\$ (19,013,924)</u>
Total Primary Government.....	<u><u>\$ 5,147,225</u></u>	<u><u>\$ 2,016,982</u></u>	<u><u>\$ 1,383,836</u></u>	<u><u>\$ 574,079</u></u>	<u><u>\$ (1,172,328)</u></u>
Component Units:					
University of Minnesota.....	\$ 3,477,679	\$ 1,430,009	\$ 989,907	\$ 128,665	\$ (49,098)
Metropolitan Council.....	865,232	315,241	163,607	442,867	56,382
Housing Finance.....	380,282	107,456	191,797	-	(80,775)
Others.....	223,897	164,296	58,343	2,547	(198,775)
Total Component Units.....	<u><u>\$ 5,223,961</u></u>	<u><u>\$ 2,016,982</u></u>	<u><u>\$ 1,383,836</u></u>	<u><u>\$ 574,079</u></u>	<u><u>\$ (1,172,328)</u></u>

General Revenues:
 Taxes:
 Individual Income Taxes.....
 Corporate Income Taxes.....
 Sales Taxes.....
 Property Taxes.....
 Motor Vehicle Taxes.....
 Fuel Taxes.....
 Other Taxes.....
 Tobacco Settlement.....
 Unallocated Investment/Interest Income.....
 Other Revenues.....
 State Grants Not Restricted.....
 Special Items.....
 Transfers.....
 Total General Revenues and Transfers.....
 Change in Net Position.....

Net Position, Beginning, as Reported.....	\$ 10,486,895	\$ 2,629,428	\$ 13,118,123	\$ 10,552,906
Prior Period Adjustments.....	162,940	10,541	173,481	(503,947)
Change in Accounting Principle.....	<u><u>\$ 10,651,635</u></u>	<u><u>\$ 2,639,965</u></u>	<u><u>\$ 13,291,604</u></u>	<u><u>\$ 10,046,955</u></u>
Net Position, Ending.....	<u><u>\$ 12,298,348</u></u>	<u><u>\$ 3,347,932</u></u>	<u><u>\$ 15,646,280</u></u>	<u><u>\$ 11,196,694</u></u>

The notes are an integral part of the financial statements.

STATE OF MINNESOTA
GOVERNMENTAL FUNDS
BALANCE SHEET
JUNE 30, 2013
(IN THOUSANDS)

STATE OF MINNESOTA
RECONCILIATION OF THE GOVERNMENTAL FUNDS BALANCE SHEET
TO THE STATEMENT OF NET POSITION
JUNE 30, 2013
(IN THOUSANDS)

	GENERAL	FEDERAL	NONMAJOR FUNDS	TOTAL
ASSETS				
Cash and Cash Equivalents.....	\$ 2,529,063	\$ 11,075	\$ 3,415,563	\$ 5,955,691
Investments.....	611,957	-	975,848	1,591,805
Accounts Receivable.....	2,894,496	272,513	385,730	3,362,739
Interfund Receivables.....	111,550	12,310	88,664	203,978
Due from Component Unit.....	-	-	5,465	91,049
Accrued Investment Interest Income.....	2,385	-	-	17,645
Federal Aid Receivable.....	12,180	-	56,887	1,302,101
Inventories.....	516	1,244,698	267,844	267,844
Loans and Notes Receivable.....	84,892	-	127,486	214,314
Investment in Land.....	-	-	16,008	16,008
Total Assets and Deferred Outflows of Resources.....	\$ 6,055,039	\$ 1,542,532	\$ 5,312,403	\$ 12,909,974
LIABILITIES AND FUND BALANCES				
Liabilities:				
Accounts Payable.....	\$ 2,387,073	\$ 1,425,022	\$ 511,679	\$ 4,873,774
Interfund Payables.....	54,526	71,925	195,546	321,997
Due to Component Unit.....	2,047	1,787	4,064	7,898
Deferred Revenue.....	1,771,628	45,675	131,936	1,960,299
Total Liabilities.....	\$ 4,470,274	\$ 1,542,409	\$ 851,285	\$ 7,163,968
Fund Balances:				
Fund Balances.....	\$ 750,071	\$ -	\$ 992,388	\$ 1,742,869
Nonspendable.....	105,581	123	2,754,098	2,859,803
Restricted.....	-	-	713,129	713,129
Committed.....	-	-	1,152	220,714
Assigned.....	-	-	-	-
Unassigned.....	203,551	-	-	203,551
Total Fund Balances.....	\$ 1,284,765	\$ 123	\$ 4,461,118	\$ 5,748,006
Total Liabilities, Deferred Inflows of Resources, and Fund Balances.....	\$ 6,055,039	\$ 1,542,532	\$ 5,312,403	\$ 12,909,974

The notes are an integral part of the financial statements.

Total Fund Balance for Governmental Funds.....	\$ 5,746,006
Amounts reported for governmental activities in the Statement of Net Position are different because:	
Capital assets used in governmental activities are not financial resources and therefore are not reported in the funds. These assets consist of:	
Infrastructure.....	\$ 8,480,170
Nondepreciable Capital Assets.....	2,854,971
Depreciable Capital Assets.....	3,440,210
Accumulated Depreciation.....	(1,455,194)
Total Capital Assets.....	13,320,157
Net effect of state revenues that will be collected after year-end but not available to pay for current period expenditures and refunds of revenues that will be paid after year-end.....	
The pension assets resulting from contributions in excess of the annual required contributions are not financial resources and therefore are not reported in the funds.....	6,735
Internal service funds are used by management to charge the costs of certain activities to individual funds. The assets and liabilities of the internal service funds are included in governmental activities in the Statement of Net Position.....	
Some liabilities are not due and payable in the current period and therefore are not reported in the funds. These liabilities consist of:	
Accrued Interest Payable.....	(95,222)
General Obligation Bonds Payable.....	\$ (5,510,530)
State General Fund Appropriation Bonds Payable.....	(656,220)
Revenue Bonds Payable.....	(10,260)
Loans and Notes Payable.....	(7,300)
Bond Premium Payable.....	(765,556)
Due to Component Units.....	(15,180)
Capital Lease Payable.....	(115,300)
Certificate of Participation Payable.....	(45,815)
Claims Payable.....	(3,625)
Compensated Absences Payable.....	(659,035)
Net Other Post-Employment Benefits Obligation.....	(277,447)
Net Pension Obligation.....	(132,075)
Total Liabilities.....	(114,244)
Total Liabilities.....	(8,507,819)
Net Position of Governmental Activities.....	
Total Liabilities.....	\$ 12,298,846

STATE OF MINNESOTA

**GOVERNMENTAL FUNDS
STATEMENT OF REVENUES, EXPENDITURES
AND CHANGES IN FUND BALANCES
YEAR ENDED JUNE 30, 2013
(IN THOUSANDS)**

	GENERAL	FEDERAL	NONMAJOR FUNDS	TOTAL
Net Revenues:				
Individual Income Taxes.....	\$ 9,357,362	\$ -	\$ -	\$ 9,357,362
Corporate Income Taxes.....	1,473,112	-	291,614	1,273,112
Sales Taxes.....	4,737,002	-	5,028,616	5,028,616
Property Taxes.....	817,885	-	817,885	817,885
Motor Vehicle Taxes.....	239,735	-	1,001,507	1,241,242
Fuel Taxes.....	1,561,621	-	861,780	861,780
Other Taxes.....	170,080	-	798,855	2,358,476
Tobacco Settlement.....	2,753	8,423,946	-	8,423,946
Federal Revenues.....	214,374	4,825	345,716	8,910,474
License and Fees.....	191,006	27,745	210,436	564,915
Departmental Services.....	97,283	89	136,977	429,187
Investment/Interest Income.....	391,775	112,227	289,318	234,351
Other Revenues.....				793,720
Net Revenues.....	\$ 18,553,968	\$ 8,569,232	\$ 4,417,980	\$ 31,941,180
Expenditures:				
Current:				
Agricultural, Environmental and Energy Resources.....	\$ 246,882	\$ 184,249	\$ 530,862	\$ 961,983
Economic and Workforce Development.....	145,280	248,697	229,533	623,810
General Education.....	7415,750	715,003	71,099	821,852
Health and Human Services.....	722,829	21,244	81,455	825,528
Higher Education.....	5,683,366	6,888,298	578,574	13,130,238
Intergovernmental Aid.....	745,965	45	103,496	849,506
Public Safety and Corrections.....	1,268,609	130,995	149,875	1,269,426
Transportation.....	295,195	286,181	202,915	2,610,632
Total Current Expenditures.....	\$ 17,107,432	\$ 8,454,712	\$ 3,619,919	\$ 29,362,063
Capital Outlay.....	26,982	80,128	539,006	646,086
Debt Service.....	52,099	\$ 8,534,840	\$ 4,922,046	\$ 36,650,369
Total Expenditures.....	\$ 17,86,483	\$ 34,392	\$ (51,066)	\$ 1,290,811
Excess of Revenues Over (Under) Expenditures	\$ 1,767,495			
Other Financing Sources (Uses):				
Bond Issuance.....	\$ -	\$ -	\$ 1,296,087	\$ 1,296,087
Loan Proceeds.....			1,597	1,597
Payment to Refunded Bonds Escrow Agent.....			(768,450)	(768,450)
Bond Issue Premium.....	-	-	200,932	200,932
Transfers-In.....	585,104	1,944	786,121	1,373,869
Transfers-Out.....		(36,338)	(645,583)	(1,880,987)
Net Other Financing Sources (Uses):	\$ (1,001,088)	\$ (34,392)	\$ 672,404	\$ 223,048
Net Change in Fund Balances.....	\$ 1,351,521		\$ 162,338	\$ 1,513,859
Fund Balances, as Reported.....	\$ (12,885)	\$ 123	\$ 4,298,780	\$ 4,196,038
Prior Period Adjustment.....	46,109	-	-	46,109
Fund Balances, Beginning, as Restated.....	\$ 166,756	\$ 123	\$ 4,298,780	\$ 4,232,147
Fund Balances, Ending.....	\$ 1284,765	\$ 123	\$ 4,461,118	\$ 5,746,006

The notes are an integral part of the financial statements.

	Net Change in Fund Balances for Governmental Funds.....	\$ 1,513,859
Amounts reported for governmental activities in the Statement of Activities are different because:		
Governmental funds report capital outlay as expenditures. However, in the Statement of Activities, the cost of capital assets is allocated over their estimated useful lives as depreciation. This is the amount by which capital outlay exceeded depreciation of \$1,567.22 in the current period.		
Governmental funds report the proceeds from the sale of capital assets as increases in financial resources. However, in the Statement of Activities, only the gain or loss on the sale and the fair market value of donated capital assets are reported.		
Internal service funds are used by management to charge the costs of certain activities to individual funds. The net revenue (expense) of internal service funds activities reported with governmental activities.		
Net changes in revenues in the Statement of Activities that do not provide current financial resources are not reported as revenues in the funds.		
Borrowed and loan proceeds provide current financial resources to governmental funds; however, issuing or incurring debt is reported as an increase of long-term liabilities in the Statement of Net Position.		
Repayment of bonds, loans and capital leases are reported as expenditures in governmental funds, but the repayment reduces long-term liabilities in the Statement of Net Position.		
Net changes in expenses reported in the Statement of Activities that do not require the use of current financial resources are not reported in the Statement of Net Position of the governmental funds.		
	Change in Net Position of Governmental Activities.....	\$ 1,646,713
The notes are an integral part of the financial statements.		

STATE OF MINNESOTA

PROPRIETARY FUNDS
STATEMENT OF NET POSITION
JUNE 30, 2013
(IN THOUSANDS)

				STATE & COLLEGES & UNIVERSITIES		UNEMPLOYMENT INSURANCE		ENTERPRISE FUNDS		INTERNAL SERVICE FUNDS	
ORIGINAL BUDGET	FINAL BUDGET	ACTUAL									
Net Revenues:											
Individual Income Taxes.....	\$ 8,384,995	\$ 8,648,500	\$ 9,012,499								
Corporate Income Taxes.....	852,500	1,165,100	1,280,743								
Sales Taxes.....	4,243,285	4,802,189	4,757,249								
Property Taxes.....	801,156	816,701	811,388								
Motor Vehicle Taxes.....	231,087	239,959	239,738								
Other Taxes.....	1,204,169	1,234,533	1,289,967								
Tobacco Settlements.....	160,487	185,144	170,060								
Licenses and Fees.....	201,773	203,598	210,598								
Departmental Services.....	83,564	84,320	88,954								
Investment/Interest Income.....	2,840	3,648	3,755								
Other Revenues.....	296,701	388,871	374,635								
Net Revenues.....	\$ 16,968,557	\$ 17,752,594	\$ 18,248,386								
Expenditures:											
Environmental and Energy Resources.....	\$ 162,100	\$ 175,548	\$ 172,305								
Economic and Workforce Development.....	114,656	133,345	131,382								
General Education.....	7,854,456	8,956,128	8,954,013								
General Government.....	803,980	816,200	790,848								
Health and Human Services.....	5,753,620	5,394,251	5,180,519								
Higher Education.....	729,243	730,404	730,404								
Intergovernment Aid.....	1,238,538	1,255,538	1,235,538								
Public Safety and Corrections.....	577,893	585,870	580,395								
Transportation.....	297,175	297,198	292,844								
Total Expenditures.....	\$ 17,526,671	\$ 18,334,492	\$ 18,078,248								
Excess of Revenues Over (Under) Expenditures.....	\$ (558,114)	\$ (581,898)	\$ 170,138								
Other Financing Sources (Uses):											
Transfers-In.....	\$ 572,720	\$ 615,185	\$ 619,987								
Net Other Financing Sources (Uses).....	\$ (423,020)	\$ (380,555)	\$ (375,753)								
Net Change in Fund Balances:											
Fund Balances, Beginning, as Reported.....	\$ (981,134)	\$ (962,453)	\$ (205,615)								
Prior Period Adjustments.....	\$ 1,890,386	\$ 1,890,586	\$ 1,890,586								
Fund Balances, Beginning, as Restated.....	\$ 1,890,586	\$ 1,890,586	\$ 1,977,108								
Budgetary Fund Balances, Ending.....	\$ 909,452	\$ 928,133	\$ 1,771,493								
Less: Appropriation Carryovers.....	-	-	105,248								
Less: Reserved for Long-Term Receivables.....	-	-	8,588								
Less: Budgetary Reserve.....	-	-	1,006,571								
Unassigned Fund Balance, Ending.....	\$ 909,452	\$ 928,133	\$ 651,086								
The notes are an integral part of the financial statements.											

The notes are an integral part of the financial statements.

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STATE OF MINNESOTA

MAJOR GOVERNMENTAL FUND
STATEMENT OF REVENUES, EXPENDITURES
AND CHANGES IN FUND BALANCES - BUDGET AND ACTUAL
BUDGETARY BASIS
YEAR ENDED JUNE 30, 2013
(IN THOUSANDS)

				STATE & COLLEGES & UNIVERSITIES		UNEMPLOYMENT INSURANCE		ENTERPRISE FUNDS		INTERNAL SERVICE FUNDS	
ORIGINAL BUDGET	FINAL BUDGET	ACTUAL									
Net Revenues:											
Individual Income Taxes.....	\$ 8,384,995	\$ 8,648,500	\$ 9,012,499								
Corporate Income Taxes.....	852,500	1,165,100	1,280,743								
Sales Taxes.....	4,243,285	4,802,189	4,757,249								
Property Taxes.....	801,156	816,701	811,388								
Motor Vehicle Taxes.....	231,087	239,959	239,738								
Other Taxes.....	1,204,169	1,234,533	1,289,967								
Tobacco Settlements.....	160,487	185,144	170,060								
Licenses and Fees.....	201,773	203,598	210,598								
Departmental Services.....	83,564	84,320	88,954								
Investment/Interest Income.....	2,840	3,648	3,755								
Other Revenues.....	296,701	388,871	374,635								
Net Revenues.....	\$ 16,968,557	\$ 17,752,594	\$ 18,248,386								
Expenditures:											
Environmental and Energy Resources.....	\$ 162,100	\$ 175,548	\$ 172,305								
Economic and Workforce Development.....	114,656	133,345	131,382								
General Education.....	7,854,456	8,956,128	8,954,013								
General Government.....	803,980	816,200	790,848								
Health and Human Services.....	5,753,620	5,394,251	5,180,519								
Higher Education.....	729,243	730,404	730,404								
Intergovernment Aid.....	1,238,538	1,255,538	1,235,538								
Public Safety and Corrections.....	577,893	585,870	580,395								
Transportation.....	297,175	297,198	292,844								
Total Expenditures.....	\$ 17,526,671	\$ 18,334,492	\$ 18,078,248								
Excess of Revenues Over (Under) Expenditures.....	\$ (558,114)	\$ (581,898)	\$ 170,138								
Other Financing Sources (Uses):											
Transfers-In.....	\$ 572,720	\$ 615,185	\$ 619,987								
Net Other Financing Sources (Uses).....	\$ (423,020)	\$ (380,555)	\$ (375,753)								
Net Change in Fund Balances:											
Fund Balances, Beginning, as Reported.....	\$ (981,134)	\$ (962,453)	\$ (205,615)								
Prior Period Adjustments.....	\$ 1,890,386	\$ 1,890,586	\$ 1,890,586								
Fund Balances, Beginning, as Restated.....	\$ 1,890,586	\$ 1,890,586	\$ 1,977,108								
Budgetary Fund Balances, Ending.....	\$ 909,452	\$ 928,133	\$ 1,771,493								
Less: Appropriation Carryovers.....	-	-	105,248								
Less: Reserved for Long-Term Receivables.....	-	-	8,588								
Less: Budgetary Reserve.....	-	-	1,006,571								
Unassigned Fund Balance, Ending.....	\$ 909,452	\$ 928,133	\$ 651,086								
The notes are an integral part of the financial statements.											

The notes are an integral part of the financial statements.

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STATE OF MINNESOTA
PROPRIETARY FUNDS
STATEMENT OF REVENUES, EXPENSES
AND CHANGES IN NET POSITION
YEAR ENDED JUNE 30, 2013
(IN THOUSANDS)

STATE OF MINNESOTA
PROPRIETARY FUNDS
STATEMENT OF CASH FLOWS
YEAR ENDED JUNE 30, 2013
(IN THOUSANDS)

ENTERPRISE FUNDS			
STATE COLLEGES & UNIVERSITIES	NONMAJOR ENTERPRISE FUNDS	INTERNAL SERVICE FUNDS	
		TOTAL	
Operating Revenues:			
Tuition and Fees.....	\$ 722,447	\$ 732,447	\$ -
Refund Student Payments, Net.....	104,706	-	\$ 104,706
Net Sales.....	-	781,906	186,523
Insurance Premiums.....	-	48,248	1,492,801
Other Income.....	14,224	25,283	3,116
Total Operating Revenues.....	\$ 851,377	\$ 1,469,936	\$ 833,270
Less: Cost of Goods Sold.....	-	-	418,772
Gross Margin.....	\$ 851,377	\$ 1,469,936	\$ 415,498
Operating Expenses:			
Purchased Services.....	\$ 225,056	\$ 56,451	\$ 284,007
Salaries and Fringe Benefits.....	1,291,635	-	1,374,464
Student Financial Aid.....	43,782	122,829	43,782
Unemployment Benefits.....	-	-	1,049,759
Claims.....	-	-	37,289
Depreciation and Amortization.....	107,890	-	12,807
Supplies and Materials.....	145,557	-	8,496
Repairs and Maintenance.....	33,608	-	2,029
Indirect Costs.....	49,489	-	6,946
Other Expenses.....	\$ 1,887,017	\$ 1,049,759	\$ 254,501
Total Operating Expenses.....	\$ (1,095,640)	\$ 420,177	\$ 159,997
Operating Income (Loss).....	\$ 761,737	\$ 1,049,936	\$ 420,466
Nonoperating Revenues (Expenses):			
Investment Income.....	\$ 5,836	\$ 11,287	\$ 422
Federal Grants.....	367,862	-	366
Private Grants.....	19,833	-	19,833
Grants and Subsidies.....	96,203	225,889	322,092
Other Nonoperating Revenues.....	-	1,795	553
Interest and Financing Expenses.....	(22,758)	-	(5,982)
Grants, Aids and Subsidies.....	(12,004)	(10,672)	(26,691)
Other Nonoperating Expenses.....	-	-	(7,761)
Total Nonoperating Revenues (Expenses).....	\$ 484,865	\$ 228,299	\$ 64,065
Income (Loss) Before Transfers and Contributions.....	\$ (550,675)	\$ 648,476	\$ 120,798
Capital Contributions.....	88,497	-	-
Transfers In.....	563,246	(23,823)	-
Transfers Out.....	-	-	(136,903)
Total Income (Loss).....	\$ 91,068	\$ 624,653	\$ (7,759)
Change in Net Position, Prior Period Adjustment.....	\$ 91,068	\$ 624,653	\$ (7,759)
Net Position, Beginning, as Restated.....	\$ 1,991,610	\$ 518,666	\$ 119,152
Net Position, Ending.....	\$ 1,991,610	\$ 518,666	\$ 120,941

ENTERPRISE FUNDS			
STATE COLLEGES & UNIVERSITIES	NONMAJOR ENTERPRISE FUNDS	INTERNAL SERVICE FUNDS	
		TOTAL	
Cash Flows from Operating Activities:			
Receipts from Customers.....	-	\$ 85,267	\$ 1,458,360
Receipts from Other Revenues.....	-	4,098	-
Receipts from Repayment of Program Loans.....	-	(43,949)	(1,065,438)
Financial Aid Disbursements.....	-	-	(443,477)
Payments to Customers.....	-	-	(122,007)
Payments to Suppliers.....	-	-	-
Payments to Employees.....	-	-	(43,321)
Payments to Others.....	-	-	(4,738)
Payments of Program Loans.....	-	-	-
Net Cash Flows from Operating Activities.....	\$ 851,377	\$ (861,421)	\$ 398,922
Cash Flows from Noncapital Financing Activities:			
Grant Receipts.....	-	\$ 467,940	\$ 229,678
Grant Disbursements.....	-	(12,004)	(24,350)
Transfers In.....	-	55,246	8,499
Transfers Out.....	-	-	(141,681)
Advances from Other Funds.....	-	-	(160,669)
Repayment of Bond Principal.....	-	-	(11,380)
Interest Paid.....	-	-	(6,918)
Net Cash Flows from Noncapital Financing Activities.....	\$ 1,006,162	\$ 198,073	\$ (176,121)
Cash Flows from Capital and Related Financing Activities:			
Capital Contributions in Capital Assets.....	-	\$ 86,309	\$ 86,309
Transfers In.....	-	-	(27,212)
Transfers Out.....	-	-	218
Proceeds from Disposal of Capital Assets.....	-	-	(11,302)
Proceeds from Capital Debt.....	-	-	111,302
Proceeds from Loans.....	-	-	39
Capital Lease Payments.....	-	-	82
Repayment of Loan Principal.....	-	-	(18)
Repayment of Bond Principal.....	-	-	(6,671)
Interest Paid.....	-	-	(185)
Capital Contributions in Capital Assets.....	-	-	(693)
Transfers In.....	-	-	(320)
Transfers Out.....	-	-	(131)
Proceeds from Capital and Related Financing Activities.....	-	-	(22,222)
Net Cash Flows from Capital and Related Financing Activities.....	\$ (81,886)	\$ -	\$ (27,630)
Cash Flows from Investing Activities:			
Proceeds from Sales and Maturities of Investments.....	\$ 6,664	\$ -	\$ 6,664
Purchases of Investments.....	(55,168)	-	(55,168)
Investment Earnings.....	-	-	(1,732)
Net Cash Flows from Investing Activities.....	\$ 53,500	\$ 1,267	\$ 434
Net Cash Flows from Activities.....	\$ 3,452	\$ 1,287	\$ 456
Net Increase (Decrease) in Cash and Cash Equivalents.....	\$ 65,327	\$ 598,282	\$ (37,011)
Cash and Cash Equivalents, Beginning, as Reported.....	\$ 90,737	\$ 105,664	\$ 166,493
Cash and Cash Equivalents, Ending.....	\$ 97,664	\$ 703,746	\$ 149,482

The notes are an integral part of the financial statements.

STATE OF MINNESOTA
PROPRIETARY FUNDS
STATEMENT OF CASH FLOWS
YEAR ENDED JUNE 30, 2013
(IN THOUSANDS)

	ENTERPRISE FUNDS				
	STATE COLLEGES & UNIVERSITIES	UNEMPLOYMENT INSURANCE	NONMAJOR ENTERPRISE FUNDS	TOTAL	INTERNAL SERVICE FUNDS
Reconciliation of Operating Income (Loss) to Net Cash Flows from Operating Activities:					
Operating Income (Loss):	\$ (1,005,940)	\$ 420,777	\$ 159,987	\$ (425,166)	\$ 13,747
Adjustments to Recycle Operating Income to Net Cash Flows from Operating Activities:					
Depreciation and Amortization:	\$ 107,890	\$ 3,779	\$ 12,807	\$ 120,697	\$ 10,087
Miscellaneous Nonoperating Expenses:	(1,003)	-	3,954	4,443	3,636
Loan Principal Repayments:	4,098	-	(9,102)	(10,165)	(6,245)
Leans Issued for Loan Defaults:	(4,158)	-	-	4,098	-
Provision for Loan Losses:	38	-	-	(4,158)	-
Change in Valuation of Assets:	446	-	-	446	-
Change in Assets and Liabilities:	4,630	-	-	4,630	-
Accounts Receivable:	321	(33,602)	22	(33,259)	(982)
Inventories:	(87)	-	(1,307)	(1,394)	(26)
Other Assets:	28,206	(3,136)	1,281	(1,281)	(1,808)
Accounts Payable:	5,900	4,391	2,490	26,660	2,189
Compensated Absences Payable:	975	13	888	5,613	244
Unearned Revenues:	(1,439)	-	(681)	(2,087)	(3,028)
Other Liabilities:	-	-	-	(139)	(139)
Net Reconciling Items to be Added to (Deducted from) Operating Income:	\$ 145,219	\$ (29,256)	\$ 6,315	\$ 122,279	\$ 3,918
Net Cash Flows from Operating Activities:	\$ (860,321)	\$ 390,322	\$ 166,312	\$ (303,187)	\$ 17,665

Noncash Investing, Capital and Financing Activities:
 Capital Assets Purchased on Account:
 Accrual of Computer Equipment as an Investment
 in Capital Assets:
 Bond Premium Amortization:

Capital Assets Purchased on Account:	\$ 28,684	\$ -	\$ -	\$ 28,684	\$ -
Accrual of Computer Equipment as an Investment in Capital Assets:	-	-	927	-	632
Bond Premium Amortization:	-	-	-	2792	-

The notes are an integral part of the financial statements.

STATE OF MINNESOTA
FIDUCIARY FUNDS
STATEMENT OF NET POSITION
JUNE 30, 2013
(IN THOUSANDS)

	INVESTMENT TRUST	PENSION TRUST	INVESTMENT TRUST	AGENCY
ASSETS				
Cash and Cash Equivalent Investments:				
Investment Pools at fair value:				
Cash Equivalent Investments:				
Investments:				
Accrued Interest and Dividends:				
Securities Trades Receivables (Payables):				
Total Investment Pool Participation:				
Receivables:				
Accounts Receivable:				
Interfund Receivables:				
Other Receivables:				
Accrued Interest and Dividends:				
Total Receivables:				
Securities Lending Collateral:				
Depreciable Capital Assets (Net):				
Nondepreciable Capital Assets:				
Total Assets				
LIABILITIES				
Accounts Payable:				
Interfund Payables:				
Accrued Expenses:				
Revenue Bonds Payable:				
Bond Interest:				
Compensated Absences Payable:				
Securities Lending Liabilities:				
Other Liabilities:				
Total Liabilities				
Net Position Held in Trust for Pension Benefits and Pool Participants:				
	\$ 59,554,513	\$ 475,180	\$ 26,822	\$ 190,852

The notes are an integral part of the financial statements.

STATE OF MINNESOTA
FIDUCIARY FUNDS
STATEMENT OF CHANGES
IN NET POSITION
YEAR ENDED JUNE 30, 2013
(IN THOUSANDS)

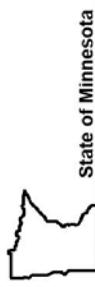
STATE OF MINNESOTA

COMPONENT UNIT FUNDS
STATEMENT OF NET POSITION
DECEMBER 31, 2012 and JUNE 30, 2013
(IN THOUSANDS)

			HOUSING FINANCY AGENCY	METROPOLITAN COUNCIL	UNIVERSITY OF MINNESOTA	NONMAJOR COMPONENT UNITS	TOTAL COMPONENT UNITS
		ASSETS					
		Current Assets:					
		Cash and Cash Equivalents.....	\$ 66,938	\$ 12,728	\$ 680,989	\$ 1,038,511	
		Investments.....	56,098	45,384	941,982	278,072	
		Accounts Payable-Restricted.....	10,288	48,153	383,868	58,351	
		Due from Other Government.....	5,453	5,453	4,650	4,650	
		Accrued Investment Interest Income.....	15,945	15,945	2,938	38,000	
		Federal Aid Receivable.....	2,051	2,051	17,221	1,351	
		Inventories.....			2,985		
		Loans and Notes Receivable.....			22,554	3,402	
		Prepaid Expenses.....			31,361	58	
		Other Assets.....			14,110	53,973	
		Total Current Assets.....	\$ 9,382	\$ 3,702	\$ 15,324	4,942	
			\$ 173,387	\$ 201,222	\$ 1,686,975	\$ 1,288,381	
		Noncurrent Assets:					
		Cash and Cash Equivalents-Restricted.....			\$ 251,124	\$ 162,37	
		Investments-Restricted.....	\$ 1,017,487	\$ 241,084	138,75	18,388	
		Accounts Payable-Restricted.....			108,11		
		Due from Other Government-Restricted.....			7,852		
		Other Assets-Burdened.....			2,924		
		Due from Primary Government.....			515,078	12,791	
		Investments.....			3,068,024	3,624,086	
		Accounts Receivable.....			123,902	314,030	
		Loans and Notes Receivable.....			58,224	2,233,844	
		Depreciable Capital Assets (Net).....	1,638,515	49,377	5,254,024	13,731	
		Nondepreciable Capital Assets.....	2,930	2,930	423,980	9,952	
		Other Assets.....			1,043,833	14,148	
		Total Noncurrent Assets.....			\$ 2,972,777	\$ 7,056	
			\$ 3,146,164	\$ 4,776,488	\$ 6,497,708	\$ 2,397,059	
		DEFERRED OUTFLows OF RESOURCES			\$ 4,977,980	\$ 4,117,150	
		Deferred Loss on Interest Swap Agreements.....			\$ 27,429	\$ 27,429	
		Total Deferred Outflows of Resources.....			\$ 27,429	\$ 27,429	
		LIABILITIES					
		Current Liabilities:					
		Accounts Payable.....			\$ 9,210	\$ 18,140	
		Due to Primary Government.....			81,108	\$ 30,970	
		Unearned Revenue.....			5,159	40,537	
		Accrued Interest Payable.....			12,982	27,156	
		Bonds and Notes Payable.....			37,112	11,452	
		Capital Lease Payable.....			3,725	17,301	
		Claims Payable.....			139,115	275,991	
		Contract Liabilities.....			52,040	76,413	
		Claims Payable-Subsidies Payable.....			1,015	543,959	
		Other Liabilities.....			3,083	32,445	
		Total Current Liabilities.....			219	38,433	
			\$ 98,381	\$ 291,085	\$ 781,045	\$ 213,271	
		Noncurrent Liabilities:					
		Accounts Payable-Restricted.....			\$ 75,840	\$ 53,330	
		Unearned Revenue-Restricted.....			12,199	-	
		Accrued Interest Payable-Restricted.....			1,215	45,089	
		Due to Primary Government.....			13,718	1,614,930	
		Unearned Revenue.....			1,648,967	982,644	
		Bonds and Notes Payable.....			9,810	41,159	
		Capital Lease Payable.....			13,016	10,353	
		Claims Payable.....			17,29	11,534	
		Contract Liabilities Payable.....			7,73	82,133	
		Other Participants-Department Benefits.....			140	221,989	
		Funds Held in Trust.....			69,778	13,211	
		Other Liabilities.....					
		Total Noncurrent Liabilities.....			\$ 191,319	\$ 2,164,002	
			\$ 2,280,358	\$ 2,738,876	\$ 2,305,819	\$ 2,377,775	
		DEFERRED INFLOWS OF RESOURCES					
		Interest Rate Swap Agreements.....			\$ 27,429	\$ 27,429	
		Total Deferred Inflows of Resources.....			\$ 27,429	\$ 27,429	
		NET POSITION					
		Net Investment in Capital Assets.....			\$ 2,477,641	\$ 1,692,980	
		Restricted Capital Assets.....			545,579	1,986,726	
		Unrestricted Capital Assets.....			1,922,062	1,208,120	
		Accrued Investment Interest Income.....			905,037	905,037	
		Federal Aid Receivable.....			754,260	754,260	
		Inventories.....					
		Total Net Position.....			\$ 2,804,025	\$ 5,773,085	
			\$ 815,449	\$ 815,449	\$ 815,449	\$ 1,731,894	

The notes are an integral part of the financial statements.

STATE OF MINNESOTA
COMPONENT UNIT FUNDS
STATEMENT OF ACTIVITIES
YEARS ENDED DECEMBER 31, 2012 and JUNE 30, 2013
(IN THOUSANDS)



State of Minnesota

2013 Comprehensive Annual Financial Report
Index of Notes to the Financial Statements

	HOUSING FINANCE AGENCY	METROPOLITAN COUNCIL	UNIVERSITY OF MINNESOTA	NONMAJOR COMPONENT UNITS	TOTAL COMPONENT UNITS	Page
Net Expenses:						
Total Expenses.....	\$ 380,262	\$ 865,323	\$ 3,477,679	\$ 423,961	\$ 5,147,225	
Program Revenue:						
Charges for Services.....	\$ 107,496	\$ 315,241	\$ 1,420,009	\$ 164,296	\$ 2,016,902	
Operating Grants and Contributions.....	191,397	183,607	969,907	58,343	1,383,836	
Capital Grants and Contributions.....			46,367	128,665	2547	
Net (Expense) Revenue.....	\$ (80,347)	\$ 56,392	\$ (849,098)	\$ (198,775)	\$ (1,172,328)	
General Revenues:						
Taxes.....	\$ -	\$ 280,993	\$ 286,131	\$ 5,101	\$ 286,983	
Investment Income.....		24,619				
Other Revenues.....			396,688	1,552	398,987	
Total General Revenues before Grants.....	\$ 727	\$ 305,612	\$ 682,819	\$ 6,653	\$ 995,811	
State Grants Not Restricted.....						
Total General Revenues.....	\$ 52,788	\$ 305,612	\$ 575,491	\$ 236,145	\$ 864,425	
Special Item.....	\$ 53,216	\$ 1,258,310	\$ 242,798	\$ 1,860,236		
Change in Net Position.....	\$ (27,331)	\$ 362,304	\$ 459,827	\$ 44,023	\$ 459,827	
Net Position, Beginning, as Reported.....	\$ 912,880	\$ 2,483,345	\$ 5,507,973	\$ 1,648,708	\$ 10,552,906	
Change in Fund Structure.....		\$ (41,146)	\$ (503,947)	\$ 41,146	\$ (503,947)	
Net Position, Beginning, as Restated.....	\$ 912,480	\$ 2,442,199	\$ 5,004,026	\$ 1,689,854	\$ 10,048,959	
Net Position, Ending.....	\$ 895,549	\$ 2,894,203	\$ 5,773,065	\$ 1,733,877	\$ 11,996,694	

The notes are an integral part of the financial statements.

Page	Net Expenses.....		Note 1 – Summary of Significant Accounting and Reporting Policies
	Total Expenses.....		Note 2 – Cash, Investments, and Derivative Instruments
	Program Revenue:		Note 3 – Disaggregation of Receivables
	Charges for Services.....		Note 4 – Loans and Notes Receivable
	Operating Grants and Contributions.....		Note 5 – Interfund Transactions
	Capital Grants and Contributions.....		Note 6 – Capital Assets
	Net (Expense) Revenue.....		Note 7 – Disaggregation of Payables
	General Revenues:		Note 8 – Pension and Investment Trust Funds
	Taxes.....		Note 9 – Termination and Postemployment Benefits
	Investment Income.....		Note 10 – Long-Term Commitments
	Other Revenues.....		Note 11 – Operating Lease Agreements
	Total General Revenues before Grants.....		Note 12 – Long-Term Liabilities – Primary Government
	State Grants Not Restricted.....		Note 13 – Long-Term Liabilities – Component Units
	Total General Revenues.....		Note 14 – Segment Information
	Special Item.....		Note 15 – Contingent Liabilities
	Change in Net Position.....		Note 16 – Equity
	Net Position, Beginning, as Reported.....		Note 17 – Risk Management
	Change in Fund Structure.....		Note 18 – Budgetary Basis vs. GAAP
	Net Position, Beginning, as Restated.....		Note 19 – Litigation
	Net Position, Ending.....		Note 20 – Prior Period Adjustment, Change in Accounting Principle, Change in Reporting Entity and Change in Fund Structure
			Note 21 – Subsequent Events



2013 Comprehensive Annual Financial Report Notes to the Financial Statements

These notes provide disclosures relevant to the basic financial statements on the preceding pages.

Note 1 – Summary of Significant Accounting and Reporting Policies

Basis of Presentation

The accompanying financial statements of the state of Minnesota (the state) have been prepared to conform to generally accepted accounting principles (GAAP) as prescribed by the Governmental Accounting Standards Board (GASB). The state implemented the following GASB statements for the fiscal year ended June 30, 2013:

- GASB Statement No. 60 "Accounting and Financial Reporting for Service Concession Arrangements" was issued in November 2010. The statement improves financial reporting by establishing recognition, measurement, and disclosure requirements for service concession arrangements (SCA) for both transferors and governmental operators, requiring governments to account for and report SCAs in the same manner, which improves the comparability of financial statements. This statement had no impact on the state.

GASB Statement No. 61 "The Financial Reporting Entity: Omnibus" was issued in November 2010. The statement results in financial reporting entity financial statements being more relevant by improving guidance for including, presenting, and disclosing information about component units and equity interest transactions of a financial reporting entity. This statement did not change the composition of the state's component units.

GASB Statement No. 62 "Codification of Accounting and Financial Reporting Guidance Contained in Pre-November 30, 1989 GASB and AICPA Pronouncements" was issued in December 2010. The statement improves financial reporting by contributing to the GASB's efforts to codify all sources of generally accepted accounting principles for state and local governments so that they derive from a single source. This statement had no material impact on the state.

GASB Statement No. 63 "Financial Reporting of Deferred Outflows of Resources. Deferred Inflows of Resources and Net Position" was issued in June 2011. The statement improves financial reporting by standardizing the presentation of deferred outflows of resources and deferred inflows of resources to be effects on a government's net position. This statement renames the residual equity amounts as Net Position rather than Net Assets, and uses Net Investment in Capital Assets rather than Invested in Capital Assets Net of Related Debt. In addition, this statement requires deferred outflows in resources to be reported in a separate section following assets and deferred inflows in resources to be reported in a separate section following liabilities in the statement of financial position. The primary government did not have any activity to report under these categories. The statements and disclosures have been renamed as required.

Financial Reporting Entity of the State of Minnesota

This report includes the state departments, agencies, institutions, and organizational units that are controlled by or dependent upon the Minnesota legislature or its constitutional officers. The state of Minnesota, as a primary government, consists of all organizations that make up its legal entity. This report also includes other legally separate organizations as component units. GASB has established criteria for determining which organizations should be included as component units. Legally separate organizations

are reported as component units if either the state is financially accountable for the organization or the nature and significance of the organization's relationship with the state are such that exclusion would cause the state's financial statements to be misleading. These criteria include the state's ability to appoint a voting majority of an organization's governing body, and either the state's ability to impose its will on that organization, or the potential for the organization to provide specific financial benefits to, or impose specific financial burdens on, the state.

Component units may be blended or discretely presented. Blended component units, although legally separate entities, are, in substance, part of the state's operations. Discretely presented component units are shown separately from the primary government. The Component Units' column in the accompanying financial statements includes the financial data of the state's discretely presented component units. Discretely presented component units are also identified separately in the notes disclosures because of their separate legal status. All discretely presented component units are presented in this report on the economic resources measurement focus and the accrual basis of accounting.

Blended Component Unit

Tobacco Securitization Authority (TSA) – TSA manages the securitization of the tobacco settlement revenue. The TSA is composed of a three-member board consisting of commissioners of state departments. The commissioners direct the operations of TSA. TSA provides services exclusively for the state, thus, TSA is included as a special revenue fund. Additional information on the sales agreement between TSA and the state and the refunding of the revenue bonds is located in Note 12 – General Long-Term Liabilities – Primary Government.

Discretely Presented Component Units

The following provides a description of the state's discretely presented component units. Additional information is available from the component unit's separately issued financial statements.

- Housing Finance Agency (HFA) – HFA provides money for loans and technical assistance for constructing and rehabilitating housing for families of low and moderate incomes. The HFA board has seven members who are either heads of state departments or appointed by the governor. HFA is under the administrative control of a commissioner appointed by the governor. The state has the ability to significantly influence the programs, projects, and levels of services provided by HFA. HFA issues bonds in its own name.

- Metropolitan Council (MC) – MC is responsible for coordinating the planning and development of the seven-county metropolitan area. MC operates the public transit system and the regional sewage collection and treatment system. The governor appoints the council members, including the chair, subject to the advice and consent of the Minnesota senate. The state has the ability to significantly influence the projects and levels of services provided by MC. The regional administrator, appointed by the council, is responsible for the administration of council activities. The fiscal year for MC ends December 31.
- University of Minnesota (U of M) – U of M was established permanently by the Minnesota constitution. The state appropriates a large percentage of the U of M's operating budget. The legislature elects the twelve-member board of regents, which governs U of M, but the state does not have direct authority over the management of the university. The state has issued debt for U of M capital projects. U of M includes several foundations as component units.

- Agricultural and Economic Development Board (AEDB) – AEDB administers programs for agricultural and economic development. AEDB has seven members, four of whom are commissioners of state departments. The state has the ability to significantly influence the programs and projects of AEDB. AEDB controls the operations of the agriculture resource programs and loans. AEDB may issue revenue bonds for the purpose of financing development projects.

National Sports Center Foundation (NSCF) – The Minnesota Amateur Sports Commission contracts with NSCF to operate various sports facilities, including the National Sports Center, primarily for holding youth-oriented athletic and other non-athletic functions and events. Although the facilities belong to the state, NSCF is responsible for the operating costs and certain improvements to the facilities. The commission appoints foundation board members, approves the foundation's spending budget, approves all rates and fees, and owns any reserve funds. The fiscal year for NSCF ends December 31.

Office of Higher Education (OHE) – OHE makes and guarantees loans to qualified post-secondary students. To fund the loan program, revenue bonds are issued in OHE's name with limitations set by the legislature. OHE also administers the state grant program. The state provides administrative funding for these programs. The governor appoints the OHE director with the advice and consent of the senate.

Public Facilities Authority (PFA) – PFA provides assistance to municipalities, primarily for wastewater treatment construction projects. The state provides funding and administrative services for PFA. PFA is composed of commissioners from state departments and agencies. The commissioners direct the operations of the authority and determine the funding for local government projects. PFA issues revenue bonds to make loans for wastewater treatment facilities.

Rural Finance Authority (RFA) – RFA administers a number of state agriculture programs, including the homestead redemption program, loan restructuring program, and agricultural improvement program. The board of the authority consists of state department heads and members appointed by the governor. RFA is under the administrative control of the commissioner of the Department of Agriculture, who is a member of the board. The state has issued general obligation bond debt for RFA programs.

Workers' Compensation Assigned Risk Plan (WCARP) – WCARP is the source of workers' compensation and employers' liability coverage for Minnesota employers unable to obtain an insurance policy through the voluntary market. WCARP operations are subject to review by the state commissioner of the Department of Commerce. The commissioner enters into administrative contracts, sets premium rates, and makes assessments. The commissioner has the authority to assess all licensed workers' compensation insurance companies doing business in Minnesota an amount sufficient to fully fund the obligations of the plan to the extent that the assets of the plan are inadequate to meet its obligations. The fiscal year for WCARP ends December 31.

Minnesota Sports Facilities Authority ("Authority") – The Authority's mission is to provide for the construction, financing, and long-term use of a new multi-purpose stadium and related stadium infrastructure as a venue for professional football and a broad range of other civic, community, athletic, educational, cultural, and commercial activities. The Authority has five members, including a chair and two members who are appointed by the governor. The state will provide administrative funding to the Authority. The fiscal year for the Authority ends December 31. See Note 20 – Prior Period Adjustment, Change in Accounting Principle, Change in Reporting Entity and Change in Fund Structure for additional information on this new component unit.

A discretely presented component unit is classified as major or nonmajor, depending on its significance relative to other component units and the nature and significance of the component unit's relationship to the primary government. HFA, MC, and U of M are classified as major component units for this report.

Because AEDB and RFA do not issue separately audited financial statements, the combining financial statements include a Statement of Revenues, Expenses, and Changes in Net Position and a Statement of Cash Flows for each of these component units.

Complete financial statements of the discretely presented component units may be obtained from their respective administrative offices as follows:

Housing Finance Agency 400 Sibley Street, Suite 300 St. Paul, Minnesota 55101-1998	Office of Higher Education 1450 Energy Park Drive, Suite 350 St. Paul, Minnesota 55108-5227
University of Minnesota Office of the Controller 205 West Bank Office Building 1300 South Second Street Minneapolis, Minnesota 55454	Public Facilities Authority Department of Employment & Economic Development 1st National Bank Building 332 Minnesota Street, Suite W820 St. Paul, Minnesota 55101-1378
National Sports Center Foundation National Sports Center 1700 105th Avenue Northeast Blaine, Minnesota 55449	Workers' Compensation Assigned Risk Plan Affinity Insurance Services, Inc. 5600 West 83 rd Street 8200 Tower, Suite 1100 Minneapolis, Minnesota 55437
Metropolitan Council 350 North Robert Street St. Paul, Minnesota 55101	Minnesota Sports Facilities Authority 900 South 5 th Street Minneapolis, Minnesota 55415

Related Entities – These are entities for which the state is accountable because the state appoints a voting majority of the board, but for which the state does not have financial accountability. The following are related entities, but are not included in the reporting entity.

- Higher Education Facilities Authority – The governor appoints a majority of the board. The Authority can issue revenue bonds and notes in its name. The state has no statutory authority to affect the operations of the Authority.
- Joint Underwriting Association – The state commissioner of the Department of Commerce appoints a majority of the board. The board establishes the operating plan and determines premium rates and assessments. Membership in the association is a condition for doing business in the state.
- Metropolitan Airports Commission – The governor appoints a majority of the voting commissioners. The state has no statutory authority to directly affect the commission's activities and operations. Holders of the commission's debt instruments have no recourse against the state.
- Workers' Compensation Reinsurance Association – The state commissioner of the Department of Labor and Industry appoints, or approves the appointment of, a majority of the board. The association supports itself solely from revenues derived from premiums charged to association members. The state has no authority to affect the operations of the association.

The following organizations, which are included in the primary government, prepare and publish separate financial reports, which may contain differences in presentation resulting from differing reporting emphasis. These financial reports may be obtained directly from each organization.

Minnesota State Lottery 2645 Long Lake Road Rossville, Minnesota 55113	Minnesota State Retirement System 60 Empire Drive, Suite 300 St. Paul, Minnesota 55103
Public Employees Retirement Association 60 Empire Drive, Suite 200 St. Paul, Minnesota 55103	Teachers Retirement Association 60 Empire Drive, Suite 400 St. Paul, Minnesota 55103
State Board of Investment 60 Empire Drive, Suite 355 St. Paul, Minnesota 55103	Minnesota State Colleges and Universities Financial Reporting Unit 500 Wells Fargo Place, 30 East 7 th Street St. Paul, Minnesota 55101

The financial reports, available from the State Board of Investment, report on investments in investment pools, which include the majority of the state's Fiduciary Funds.

Financial Reporting Structure of the State of Minnesota

The basic financial statements include government-wide and fund financial statements. The government-wide financial statements report on the state as a whole, while the fund financial statements emphasize major individual funds and fund types. Both types of statements categorize activities as either governmental or business-type. Governmental expenditures are classified by function. Each of the state's departments and agencies is included in a functional classification based on its primary mission and objectives.

Government-wide Financial Statements

The government-wide financial statements (Statement of Net Position and Statement of Activities) display information about the state as a whole, except for its fiduciary activities. These statements include separate columns for the governmental and business-type activities of the state and its discretely presented component units. Eliminations have been made in the Statement of Activities so that certain allocated expenses are recorded only once in the function for which the expenses were made. General government expenses that benefit state agencies have not been allocated as indirect expenses to the various functions of the state, but are reported under the general government function.

The focus of the government-wide statements is on financial information of the state as an entity and the change in the overall financial position of the state as a result of the activities of the fiscal year. Government-wide financial statements are presented using the economic resources measurement focus and the accrual basis of accounting. Under the economic resources measurement focus, all economic resources and obligations of the reporting government, both current and long-term, are reported in the government-wide statements. Under the accrual basis of accounting, revenues, expenses, gains, losses, assets, and liabilities resulting from exchange and exchange-like transactions are recognized when the exchange takes place. Amounts paid to acquire capital assets are capitalized as assets in the government-wide financial statements. These amounts are reported as expenditures in the government fund financial statements. Long-term debt is recorded as a liability in the government-wide financial statements, rather than as an other financing source. Amounts paid to reduce long-term indebtedness of the reporting government are reported as a reduction of the related liabilities, rather than as expenditures.

In the government-wide Statement of Net Position, both the governmental and business-type activities are presented on a consolidated basis by column. The statement includes long-term assets and receivables as well as long-term debt and obligations.

The government-wide Statement of Activities reports how much of the cost of each functional category (public safety and corrections, transportation, etc.) is supported by general government revenues (sales taxes, income taxes, etc.). The Statement of Activities reduces gross expenses, including depreciation, by related program revenues, and by operating and capital grants and contributions.

Program revenues must be directly associated with, or derived directly from, the function or a business-type activity. Program revenues include: 1) charges to customers or applicants for goods, services, or privileges provided by a given function, and 2) grants and contributions that are restricted to meeting the operational or capital requirements of a particular function. Operating grants include operating-specific and discretionary (either operating or capital) grants, while the capital grants column reflects capital-specific grants. Program revenues are applied against program expenses in the Statement of Activities to report the net cost of each program.

General revenues normally cover the net costs (program expenses less program revenues) of all activities. Taxes represent the majority of general revenues. Internally dedicated resources are reported as general revenues, rather than program revenues.

Fund Financial Statements

Fund financial statements report on the financial operations and position of governmental, proprietary and fiduciary funds, even though fiduciary funds are excluded from the government-wide financial statements. The emphasis in fund financial statements is on the major funds in the governmental or enterprise categories. All remaining governmental, proprietary, and fiduciary funds are aggregated and reported as nonmajor funds.

Governmental funds, including the general, special, revenue, capital projects, debt service, and permanent funds, are presented on a current financial resource measurement focus and modified accrual basis of accounting in the fund financial statements. This presentation is deemed most appropriate to demonstrate compliance with legal and bond covenant requirements, the source and use of financial resources, and how the state's actual spending conforms to the budget. Because the governmental fund statements are presented using a different measurement focus and basis of accounting than used in the governmental column in the government-wide statements, reconciliations explaining the adjustments required to restate the fund-based financial statements for the government-wide governmental activities column are included.

Proprietary funds, including the enterprise and internal service funds, are presented on the economic resource measurement focus and full accrual basis of accounting in the fund financial statements. This is the same measurement focus and basis of accounting as the government-wide financial statements.

The state's fiduciary funds are presented in the fund financial statements by type (pension trust, investment trust, or agency). These assets are held for the benefit of others and cannot be used for activities or obligations of the government; therefore, the funds are excluded from the government-wide statements. The fund financial statements display information about major funds, individually, and nonmajor funds in the aggregate, for governmental and enterprise funds.

Classification of Funds

The financial position and results of state operations are organized using individual funds. Each fund is a separate accounting entity with a self-balancing set of accounts used to record the financial transactions and balances of that entity. Individual funds have been established as stipulated by legal provisions or by administrative discretion. The state uses fund accounting, which is designed to demonstrate legal compliance and to segregate transactions related to certain government functions or activities.

Governmental Fund Types – These funds account for the acquisition, use, and balances of expendable financial resources and the related current liabilities. Most state operations are accounted for in this fund category. The fund types included in this category are the General Fund plus special revenue, capital project, debt service, and permanent funds.

General Fund, which accounts for all financial resources not accounted for and reported in another fund.

Special revenue funds, which account for revenue sources that are restricted or committed to expenditure for specific purposes other than debt service or capital projects.

Capital project funds, which account for financial resources that are restricted, committed, or assigned to expenditure for capital outlays, including the acquisition or construction of capital facilities and other capital assets. Capital project funds exclude capital-related outflows financed by proprietary funds or for assets that will be held in trust.

Debt Service Fund, which accounts for the accumulation of resources for, and the payment of, most general obligation long-term debt principal and interest.

Permanent Fund, which accounts for resources that are restricted to the extent that only earnings, and not principal, may be used for purposes that support the state's programs.

The state has two major governmental funds. The General Fund is the principal operating fund used to account for most of the general activities of the state. The Federal Fund is the state's only major special revenue fund. It receives and disburses federal government grants, reimbursements, recoveries, and premiums.

Proprietary Fund Types – These funds focus on determining net income, changes in net position, financial position, and cash flows. Generally accepted accounting principles, similar to those used by private sector businesses, are followed in accounting for these funds. The fund types included in this category are the enterprise and internal service funds.

Enterprise funds account for activities that charge a fee to external users for goods or services. Activities of enterprise funds are financed and operated similarly to private business enterprises where the intent of the governing body is to recover costs primarily through user fees.

Internal service funds account for the financing of goods or services provided by one agency to other agencies on a cost reimbursement or other basis. The activities reported as internal service funds include motor pool, central services, employee insurance, technology services, plant management, and risk management.

The state has two major enterprise funds, the State Colleges and Universities Fund and the Unemployment Insurance Fund. The State Colleges and Universities Fund accounts for the activities of the Minnesota State Colleges and Universities (MnSCU) System. MnSCU, the largest higher education system in the state, is a system of public colleges and universities. The Unemployment Insurance Fund receives unemployment taxes collected from employers and pays unemployment benefits to eligible individuals.

Fiduciary Funds Types – These funds account for assets held by the state in a trustee capacity or as an agent for individuals, private organizations, or other governmental units. Pension trust, investment trust, and agency fund types are included in this fund category.

- Pension trust funds report retirement funds administered by independent boards for which the state has a fiduciary role.
- Investment trust funds provide an investment vehicle for entities outside the state, including various public retirement plans.

▪ The Agency Fund accounts for resources held in a custodial capacity for individuals, private organizations, or other governmental units. Some examples include resources held for inmates of correctional facilities or residents of veterans and group homes, sales taxes to be distributed to local governments, and child support collections to be distributed to custodial parents.

Basis of Accounting, Measurement Focus, and Fund Financial Statement Presentation

All governmental funds focus on the flow of current financial resources and use the modified accrual basis of accounting. Within this measurement focus, only current assets and current liabilities are included on the balance sheet. Governmental fund operating statements present increases (revenues and other financing sources) and decreases (expenditures and other financing uses) to fund balances. Under the modified accrual basis of accounting, revenues are recognized in the period in which they become both measurable and available to finance operations of the fiscal year, or to liquidate liabilities existing at fiscal year end. The state considers receivables collected after June 30, but by the close of the books in late August, to be available, and recognizes these receivables as current year revenues in governmental funds. Individual income taxes, property taxes, sales taxes, and federal grants are the major revenue sources susceptible to accrual. Receivables not collected by the close of the books in late August are reported as deferred revenue. In addition, revenues collected in advance, including certain federal grant revenues to which the state does not yet have legal entitlement, are also reported as deferred revenue until the related commitment arises, at which time revenue is recognized. Expenditures and related liabilities are recognized when fund obligations are incurred, except for debt service, compensated absences, capital leases, pension and other postemployment benefits, and claims and judgments, which are recorded when due and expected to be liquidated with available financial resources. The following provides further detail on specific items regarding the modified accrual basis of accounting.

Tax Revenues – Tax revenues, excluding property taxes, are recognized in the period they become both measurable and available to finance expenditures of the current period. Measurable means that taxpayer liability is supported by sufficient documentation and can be reasonably estimated. The state's liability for anticipated refunds of such taxes is estimated and recorded as reductions in revenue in the period when the related tax is recognized.

Property Tax Revenues – Laws of Minnesota Special Session 2001 established a state general tax (property tax) against commercial-industrial and seasonal recreational property. The tax is distributed among counties by applying a uniform rate to the appropriate tax capacities in each county. Levies are determined based on the formula contained in the laws. The state preliminarily certifies the state general levy rate to each county no later than November 1 of each year for taxes payable in the following calendar year. The state certifies the final state general tax levy on January 1 of each year to each county. Property taxes are due to counties in two installments for each year – May 15 and October 15. The counties pay the state general tax to the state on three dates – June 30, December 1, and January 25, for any adjustments or changes. Local units of government, as agents for the state, assess the state general tax. Property tax is recognized, net of uncollectible amounts, in the period for which the taxes are levied and the taxes are available.

Federal Revenues – Federal revenues, earned by incurring allowable obligations, are recognized at the same time the related obligation is recognized, with one exception. Trunk Highway Fund (special revenue fund) expenditures incurred by June 30, but not converted to Federal funding by the close of the federal fiscal year, are not recognized as federal revenues.

Proprietary, pension trust, and investment trust funds are accounted for using the full accrual basis of accounting. Revenues are recognized when earned, and expenses are recognized as incurred. The accrual basis of accounting is also used for contributions, benefits, and refunds paid for defined benefit and defined contribution pension plans. Agency funds use the accrual basis of accounting but do not have a measurement focus because agency funds do not recognize revenues and expenses.

Proprietary funds distinguish operating from nonoperating items. Operating revenues and expenses result from providing services or producing and delivering goods in connection with the proprietary funds principal ongoing operations. Operating expenses for enterprise and internal service funds include the

cost of sales and services, administrative expense, and depreciation of capital assets. All other revenues and expenses are reported as nonoperating items.

Cash Equivalents and Investments

Cash Equivalents – Cash equivalents are short-term, highly liquid investments having original maturities (remaining time to maturity at acquisition) of three months or less. Cash equivalents also include management pools and money market funds that are used essentially as demand deposit accounts.

Investments – Investments are reported at fair value. The basis for determining the fair value of investments that is not based on market quotations includes analysis of future cash flows, audited financial statements, and independent appraisals. Investments in derivatives are generally made to manage the overall risk of the individual manager's portfolio to a level satisfactory to the investment management firm and in accordance with the State Board of Investment. See Note 2 – Cash, Investments, and Derivative Instruments for additional information regarding cash, investments, and derivative instruments.

Inventories

Generally, inventories for governmental funds are recorded as expenditures when purchased and are not a resource available for appropriation. The exception primarily relates to the Trunk Highway Fund (special revenue fund) and inventories are valued using weighted-average cost. Inventories maintained by the various funds are determined by annual and periodic physical counts. Inventories of proprietary funds are valued using the first-in, first-out, average cost, or specific cost methods.

Securities Lending

Securities on loan for cash collateral and the liabilities resulting from the security lending transactions are reported on the Statement of Net Assets or the Balance Sheet, as appropriate, for the particular fund type or level of reporting. Securities lending income and rebate and management fees are reported separately on the Statement of Revenues, Expenditures and Changes in Fund Balances; the Statement of Revenues, Expenses and Changes in Net Position; or the Statement of Changes in Net Position, as appropriate for the particular fund type.

Restricted Net Position

Mandatory asset segregations required by bond covenants and other external restrictions are presented in enterprise funds and discretely presented component units as restricted net position. After liabilities from restricted assets are paid, any remaining restricted assets in the enterprise funds will be used for debt service.

Income Tax Credits

The Minnesota Department of Revenue processes several types of tax credits through the individual income tax system. For financial reporting purposes, income tax credits that are limited by the amount of the individual's tax liability (before considering such credits) are reported as revenue reductions. In contrast, credits for Education, Working Family, and Child and Dependent Care may be received even if they exceed the individual's tax liability. These types of credits are reported as expenditures, rather than revenue reductions, because the income tax system is, essentially, being used as a filing and payment mechanism to make grant payments to individuals.

Grant Expenditures and Liabilities Recognition

Grants are defined as nonexchange transactions because the state gives (or receives) value to another party without receiving (or giving) equal value in return. Grants are normally paid on either a reimbursement basis or an entitlement basis.

Reimbursement type grants may be awarded for specific services provided to eligible recipients, or may be made for eligible types of reimbursements. Grants paid on the reimbursement basis are recognized as expenditures and liabilities in the year in which the grantee incurs the costs of providing specific services to eligible recipients or makes eligible types of expenditures.

Entitlement type grants may be based on services provided by the grantee. The intent of the grant is to help fund such services, but the grant amount is not based on the cost of providing the service(s). Expenditures and the related liabilities for these types of entitlement grants are recognized as the service is provided if the amount owed can be reasonably estimated soon after the end of the state's fiscal year. Other types of entitlement grants are not based on the services provided or action taken by the grantee. Expenditures and the related liabilities for these types of grants are recognized in the fiscal year in which the resources were appropriated.

Compensated Absences

State employees accrue vacation leave, sick leave, and compensatory leave at various rates within limits specified in the collective bargaining agreements. Leave balances are liquidated in cash only upon termination from state employment. The current and noncurrent compensated absences liabilities for governmental funds are reported only in the government-wide Statement of Net Position. All other fund types report the liability for compensated absences as a liability of the specific fund.

Capital Assets

Capital assets, which include land, buildings, equipment, infrastructure, and intangible assets, are reported in the government-wide financial statements and the fund financial statements for proprietary and fiduciary funds. Capital assets are generally defined by the state as assets with an initial, individual cost of more than \$30,000 for equipment, \$300,000 for buildings, and \$30,000 to \$2,000,000 for internally generated computer software, depending on the fund type. Capital assets must also have an estimated useful life of at least three years.

Capital assets are recorded at cost or, for donated assets, at fair value at the date of acquisition. An inventory of land and buildings was completed in 1985. Historical cost records for older capital assets are incomplete or not available; therefore, estimated historical costs have been used in these situations. Permanent School Fund (permanent fund) land is reported at estimated historic cost. The land included in the Permanent School Fund was granted to the state by the federal government in connection with the state being admitted to the United States. Tax forfeited land is not included in land inventory because the state does not take permanent title. When the land is sold, proceeds are distributed to local jurisdictions.

Capital assets are depreciated using the straight-line method generally based on the following useful lives: 20-50 years for buildings, 20-50 years for large improvements, 20-50 years for easements, 8-12 years for internally generated computer software, 3-10 years for small improvements, and 3-12 years for equipment. Transportation infrastructure assets using the modified approach, land, construction and development in progress, permanent easements with indefinite useful lives, and works of art and historical treasures, such as the state capitol, are not depreciated.

GASB Statement No. 34 allows an alternative (modified) approach to the recording of infrastructure assets in which costs to maintain and preserve these assets are expensed in lieu of depreciation. The transportation infrastructure capital assets of pavement and bridges are reported using the modified approach. In electing to use this option for transportation infrastructure, the state uses an asset management system which establishes minimum standards and determines, at least every three years, whether the minimum standards are being met. Disclosures of the minimum standards and the current status of the state's pavement and bridges are included in Required Supplementary Information. See Note 6 – Capital Assets for further information on capital assets.

Current and Noncurrent Assets

At the government-wide level, assets are classified as either current or noncurrent. Governmental activity current assets are those, including cash, various receivables, and short-term investments, considered available for appropriation and expenditure. Current assets in business-type activities are those that are available or can readily be made available to meet the cost of operating or to pay current liabilities. All other assets are considered noncurrent. Assets are classified as current or noncurrent in proprietary funds, but assets are not classified at the fund level for governmental funds.

Noncurrent Liabilities

In the government-wide financial statements, long-term debt and other long-term obligations are reported as liabilities in the applicable governmental activities or business-type activities column. Long-term liabilities are the noncurrent portions of liabilities resulting from debt issuances, compensated absences, closure and postclosure care for landfills, workers' compensation claims, supplementary and second injury benefit claims, pollution remediation obligations, net pension and other postemployment benefit obligations, and arbitrage rebate requirements. In proprietary fund statements, these liabilities are reported as liabilities of each individual fund.

In the fund financial statements, governmental fund types recognize bond premiums and discounts during the current period. The face amount of the debt issued is reported as other financing sources while discounts on debt issuances are reported as other financing uses. Issuance costs, whether or not withheld from the actual debt proceeds received, are reported as debt service expenditures. In the government-wide financial statements, bond premiums and discounts are deferred and amortized over the life of the bonds using the straight-line method.

See Note 12 – Long-Term Liabilities – Primary Government for further information.

Deferred Compensation Plan

The state offers a deferred compensation plan created in accordance with Internal Revenue Service Code, Section 457. The State Deferred Compensation Fund (pension trust fund) represents the value of all assets of the plan. The plan is available to all public employees in the state and is administered by the Minnesota State Retirement System. Under this plan, compensation is deferred for income tax purposes in accordance with Section 457 and is not available to employees until termination, retirement, death, or unforeseeable emergency. In accordance with state statute, effective July 1, 1997, contributions are held for the exclusive benefit of the participants and their beneficiaries. These amounts are held in trust, in custodial accounts, or in qualifying contracts, as required by federal law. The State Board of Investment determines the investment options available to plan participants and oversees the activities of the investment managers. The majority of the assets of the plan are invested in various mutual funds. The state is not liable for any investment losses under the plan.

Net Position/Fund Balances and Fund Balance Classification Policies and Procedures

The difference between fund assets and liabilities is "Net Position" on the government-wide, proprietary, and fiduciary fund statements and "Fund Balances" on governmental fund statements.

Net Investment in Capital Assets consists of capital assets, net of accumulated depreciation and reduced by the outstanding balances of bonds, mortgages, notes, or other debt attributable to the acquisition, construction, or improvement of such assets. Significant unspent related debt proceeds are included in Restricted for Capital Projects.

Restricted Net Position represent the portion of net position that are constrained either externally by parties such as creditors or grantors, or legally through constitution provisions or enabling legislation. Restricted net position is determined at the fund level. For a fund with more than one revenue stream, restricted net position is determined by the materiality of any restricted revenues in the fund. When both restricted and unrestricted net position are available for use, the state policy is to use restricted resources first.

In the fund financial statements, governmental funds report fund balance classifications that comprise a hierarchy based primarily on the extent to which the state is bound to honor constraints on the specific purposes for which amounts in those funds can be spent. Fund balance is reported as restricted when constraints placed on the use of the resources are either externally imposed by creditors, grantors, contributors, or laws or regulations of other governments; or, imposed by law through constitutional provisions or enabling legislation. Amounts that can only be used for specific purposes pursuant to constraints imposed by formal action of the state legislature are reported as committed fund balance. Those committed amounts cannot be used for any other purpose unless the state legislature removes or changes the specified use by taking the same type of action it employed to commit those amounts. Amounts that are constrained by the state's intent to be used for specific purposes, but are neither restricted nor committed, are classified as assigned fund balances. Intent is expressed by state officials to whom the state has delegated the authority to assign amounts to be used for specific purposes. Unassigned fund balance represents fund balance that has not been assigned to other funds and that has not been restricted, committed, or assigned to specific purposes within the General Fund. Nonspendable fund balances include amounts that cannot be spent because they are either not in spendable form or legally or contractually required to be maintained intact.

The state's policy is that unrestricted amounts are spent first when expenditure is incurred for purposes for which both restricted or unrestricted (committed, assigned, or unassigned) amounts are available. Within unrestricted fund balance, the state's policy is that committed amounts are reduced first, followed by assigned amounts, and then unassigned amounts when expenditures are incurred for purposes for which amounts in any of those unrestricted fund balance classifications could be used.

Budgeting and Budgetary Control

The state operates on a two-year (biennial) budget cycle ending on June 30 of odd-numbered years. Appropriations in the biennial budget are usually for a single year; however, where specified, single year appropriations may be carried forward to the following year of the biennium. The governor's budget for the biennium is developed by Minnesota Management and Budget and presented to the legislature for approval. Specific appropriations are required for the majority of the expenditures from the General Fund. The accounts, not requiring specific appropriations, are considered perspective differences in the budgetary basis vs. GAAP reconciliation. Specific appropriations are also required for all special revenue funds except the Federal, Municipal State-Aid Street, County State-Aid Highway, Douglas J. Johnson Economic Protection Trust, Endowment, and Miscellaneous Special Revenue funds, as well as the Tobacco Securitization Authority Fund (blended component unit). Some appropriations are "open appropriations" for entitlement type and some interfund transfer programs. In these cases, the amount that is needed to fulfill the obligation for the fiscal year is made available. There is no limit on the amount that can be expended for the program. Estimates of the amount needed for such programs are included in the budget forecast.

Budgetary control is essentially maintained at the departmental level except for certain programs where control is at the program level. In most departments, upon notifying the governor and legislative leadership, department heads are permitted to revise budgets by transferring amounts between programs within their departments.

Unencumbered appropriation balances generally cancel to the fund at the end of the fiscal year. However, if specifically provided by law, or if statutory authority is invoked by the agency, the unencumbered balance may be carried forward between fiscal years. The accounting system maintains two separate ledgers. One is maintained primarily on a modified cash basis of accounting with certain accrual information and represents the starting point for the financial statements. The second ledger

tracks information on a budgetary basis of accounting, which approximates a cash basis with the exception that, at year-end, encumbered amounts are included as expenditures of the year appropriated for budgetary reporting. The budget ledger controls expenditures by appropriation line item as established in the legally adopted appropriation bills. A separate report showing the detail of legal level of budgetary control and actual expenditures is available from Minnesota Management and Budget.

Newly created Agency

Generally, internal service fund activity has been eliminated from the government-wide statements. Internal service fund activity from external customers is reported under governmental activities in the government-wide statements. Interfund receivables and payables have been eliminated from the government-wide Statement of Net Position, except for residual amounts between governmental and business-type activities. See Note 5 – Interfund Transactions for additional information.

Newly created Agency

During fiscal year 2013, the Department of Commerce received federal funds to establish a Health Insurance Exchange that facilitates the purchase of qualified health plans. Activities of the Department of Commerce are reported under the Agriculture, Environment, and Energy Function. The 2013 Laws of Minnesota created the Minnesota Insurance Marketplace (MNSure), a separate state agency. In fiscal year 2014, activities of MNSure will be accounted for in a separate enterprise fund and reported under the Health and Human Services function.

Special Item

University of Minnesota (discretely-presented component unit) merged the operations of two component units into an existing component unit to create one consolidated entity. The merger is considered an acquisition, and the \$460 million impact is reported as a special item.

Note 2 – Cash, Investments, and Derivative Instruments

Primary Government

Cash and Cash Equivalents

The majority of the primary government's cash is held in the state treasury and commingled in state bank accounts, while the majority of component unit cash is held in separate bank accounts. Cash in individual funds may be invested separately where permitted by statute; however, cash in most funds is invested as part of an investment pool. A fund's investment with the primary government's cash pools is reported as a cash equivalent. Where provided by statute, investment earnings of the primary government's pools are allocated to the individual funds. Earnings for all other participants are credited to the General Fund.

Deposits

Minnesota Statutes, Section 9.031, requires that deposits be secured by depository insurance or a combination of depository insurance and collateral securities held in the state's name by an agent of the state. The statute further requires that the insurance and collateral shall be in an amount sufficient to ensure that the deposits do not exceed 90 percent of the sum of the insured amounts and the fair value of the collateral.

Investments

The State Board of Investment (SBI) manages the majority of the state's investments. All investments undertaken by SBI are governed by the standards codified in Minnesota Statutes, Chapters 11A and 356. Minnesota Statutes, Section 11A.24, broadly restricts investments of the primary government to obligations and stocks of United States and Canadian governments, their agencies and registered corporations, other international securities, short-term obligations of specified high quality, restricted participation as a limited partner in venture capital, real estate, or resource equity investments, and restricted participation in registered mutual funds.

Funds not invested by SBI are primarily Minnesota State Colleges and Universities' funds. Investments for these funds must also conform to the above statutes and may be further restricted by bond indentures.

Generally, when applicable, the statutes limit investments to those rated by a nationally recognized rating agency within the top four quality ratings categories. The statutes further prescribe the maximum percentage of fund assets that may be invested in various asset classes and contain specific restrictions to ensure the quality of the investments.

SBI is authorized to establish, and has established, combined investment funds used by participating public retirement and nonretirement funds. Retirement and nonretirement funds may not be commingled. Each investment fund has its own characteristics, including investment objective and risk characteristics. Within statutory requirements and based on detailed analyses of each fund, SBI has established investment guidelines and benchmarks for all funds under its management. These investment guidelines and benchmarks are tailored to the particular needs of each fund and specify investment objectives, risk tolerance, asset allocation, investment management structure, and specific performance standards.

Investment Derivative Instruments

Minnesota Statutes, Section 11A.24, provides that any agreement for put and call options and futures contracts may only be entered into with a fully offsetting amount of cash or securities. This provision applies to foreign currency forward contracts used to offset the currency risk of a security. All other derivatives are exchange traded. The purpose of the SBI derivative activity is to equitize cash in the portfolio, to adjust the duration of the portfolio, or to offset current futures positions.

The cash inflows, cash outflows, and changes in fair value of investment derivatives are reported as investment income. The June 30, 2013, fair value of investment derivatives is reported as investments.

Synthetic Guaranteed Investment Contract (SGIC): SBI maintains a fully benefit-responsive SGIC for the Supplemental Investment Pool - Fixed Interest Account of the pension trust and investment trust funds portfolio. The investment objective of the Fixed Interest Account is to protect investors in defined contribution and deferred compensation plans from loss of their original investment and to provide a competitive interest rate. On June 30, 2013, the SGIC had a portfolio of well diversified high quality investment grade fixed income securities with a fair value of \$1,271,060,000 that is \$27,937,000 in excess of the value protected by the wrap contract. The Fixed Income Account also includes a liquid investment pool with a fair value of \$303,133,000.

The following table summarizes, by derivative type, the investment derivative activity and June 30 positions for fiscal year 2013:

Primary Government Derivative Activity for the Year Ended June 30, 2013 (In Thousands)			
	Change in Fair Value	Year End Notional Amount	Year End Fair Value
Governmental Activities:			
Fiduciary Activities:			
Futures	\$ 20,862	\$ 130,029	\$ -
Futures Options Bought	\$ 66,172	\$ 323,366	\$ 353
Futures Options Written	(318)	4,470	(1,391)
Fixed Income Options Written	1,556	(8,595)	-
FX Forwards	4,313	372,533	(641)
Warrants/Stock Rights	\$ 71,755	\$ 692,805	\$ (1,272)

Credit Risk: Minnesota is exposed to credit risk through ten counter parties in foreign currency forward (FX Forward) contracts used to offset the currency risk of a security. The state's FX Forward counter parties combined exposes the state to a maximum loss of \$2,955,000 should these counter parties fail to perform. These counter parties have S&P credit ratings of A or better.

Foreign Currency Risk: Currency futures and foreign stock index futures are exposed to foreign currency risk. Their currency risks are included in the investment Foreign Currency Risk Schedule of this note.

Component Unit Derivative Activity: Derivative activity of the state's component units is disclosed in the last section of this note.

Interest Rate Risk – Investments

Interest rate risk is the risk that changes in interest rates of debt investments will adversely affect the fair value of an investment. The state does not have a policy on interest rate risk. The contracts between SBI and investment managers contain the guidelines and limitations regarding interest rate risk. Debt securities are constrained around the quality rating, sector mix, and duration of the Barclays Capital U.S. Aggregate Bond Index. Interest rate risk information is presented using the weighted average maturity method, which expresses investment time horizons, the period when investments become due and payable in years or months, weighted to reflect the dollar size of individual investments within investment type.

Credit Risk of Debt Security Investments

Credit risk is the risk that an issuer or other counterparty to an investment will not fulfill its obligations. Minnesota Statutes limit investments in debt securities to the top four quality ratings categories by a nationally recognized rating agency. The state does not have a credit risk policy that is more stringent than the statutory requirements. The contracts between SBI and investment managers include guidelines or limitations regarding credit risk.

Primary Government Governmental, Proprietary, and Agency Funds Investments and Cash Equivalent Investments As of June 30, 2013 (In Thousands)					
			Fair Value	Weighted Average Maturity (Years)	Lower of S & P or Moody S & P Equivalent Rating
Debt Securities:					
U.S. Treasury			\$ 805,023	1.88	100%
U.S. Agencies			687,768	1.52	100%
Mortgage-backed Securities			174,978	4.05	-
State or Local Government Bonds			148,693	95%	3%
Corporate Bonds			1,791,661	4.36	96%
Yankee Bonds			170,146	2.21	2%
Short Term Notes			4,286,070	0.19	10%
Total Debt Securities			\$ 8,604,339		
Equity Investments:					
Corporate Stock			\$ 973,475		
Other Investments:					
Escheat Property			\$ 13,806		
Money Market Accounts			\$ 10,401		
Total Other Investments			\$ 24,207		
Total Investments			\$ 9,602,021 ⁽¹⁾		

⁽¹⁾Total investments are less than the amount shown on the face of the financial statements as amounts do not include cash on hand.

**Primary Government
Pension Trust and Investment Trust Funds
Investments and Cash Equivalent Investments
As of June 30, 2013
(In Thousands)**

	Weighted Average Maturity (Years)	AA or Better	BBB to A	BB or Lower	Not Rated
Lower of S & P or Moody S & P Equivalent Rating					
Debt Securities:					
U.S. Treasury	\$ 3,011,392	7.99	100%	-	-
U.S. Agencies	735,273	5.16	99%	1%	-
Mortgage-backed Securities	4,197,236	5.00	84%	4%	3%
Yankee Bonds	701,176	6.96	24%	66%	9%
State or Local Government Bonds	157,482	18.80	29%	71%	4%
Corporate Bonds	2,913,768	8.25	7%	78%	13%
Foreign Country Bonds	33,635	6.05	31%	33%	2%
Asset-backed Securities	43,828	2.82	44%	14%	36%
Short Term Notes	3,239,110	0.23	8%	-	3.4%
FX Forwards	(641)	-	-	-	92%
Total Debt Securities	<u>\$ 15,422,259</u>	<u>N/A</u>	<u>-</u>	<u>-</u>	<u>100%</u>
Other Investments:					
Guaranteed Investment Account					
Synthetic Guaranteed Investment Synthetic Guaranteed Investment	\$ 1,243,123				
Short Term Investments Pool	303,133				
Total Guaranteed Investment Account	<u>\$ 1,546,256</u>				
Futures Options	(1,038)				
Mutual Funds	5,107,030				
Total Other Investments	<u>\$ 6,652,248</u>				
Equity Investments:					
Corporate Stock	\$ 31,365,710				
Alternative Equities	7,346,775				
Stock Rights/Warrants	407				
Total Equity Investments	<u>\$ 38,712,892</u>				
Total Investments	<u>\$ 60,787,399</u>				

⁽¹⁾ Total investments do not include \$192,180 of cash that is included in the cash and cash equivalent investments line on the pension and investment trust funds statements.

Concentration of Credit Risk – Investments

Concentration of credit risk is the risk of loss attributed to the magnitude of a government's investment in a single issuer. The state does not have a formal policy regarding concentration of credit risk for rated corporate debt securities that are among the top four quality categories. For other types of investments, Minnesota Statutes, Section 11A.24, established the following parameters:

Unrated Corporate Obligations

- Aggregate value may not exceed five percent of the market or book value, whichever is less, of the fund being invested.
- SBI's participation is limited to 50 percent of a single offering.
- SBI's participation is limited to 25 percent of the issuer's unrated obligations.
- Corporate Stock
- Aggregate value of corporate stock may not exceed 85 percent of the market or book value, whichever is less, of a fund.
- Generally, investment in corporate stock may not exceed five percent of the total outstanding shares of any one corporation.

The state did not have concentration of credit risk over five percent as of June 30, 2013.

Foreign Currency Risk – Investments

Foreign currency risk is the risk that changes in currency exchange rates will adversely affect the fair value of an investment or a deposit. SBI has established guidelines to be used by investment managers for international investing. Under these guidelines, countries are categorized based on a country's legal structures and standings regarding worker and human rights issues. Managers may invest in countries with legal structures that generally respect the rights of workers and human rights without additional notification of SBI. Investment managers who wish to invest in other countries must either notify SBI in writing or appear before SBI, depending on the country involved. Managers with authority to invest in foreign securities are given authority to hedge foreign currency through forward contracts to avoid currency losses.

The primary government, excluding pension trust and investment trust funds, had no exposure to foreign currency risk as of June 30, 2013.

Equity Investments:	
Corporate Stock	\$ 31,365,710
Alternative Equities	7,346,775
Stock Rights/Warrants	407
Total Equity Investments	<u>\$ 38,712,892</u>
Total Investments	<u>\$ 60,787,399</u>

Pursuant to the Securities Lending Authorization Agreement, State Street had an obligation to indemnify the state in the event of default by a borrower. No borrower failed to return loaned securities or pay distributions thereon during the fiscal year that resulted in a declaration or notice of default.

During the fiscal year, the state and the borrowers maintained the right to terminate securities lending transactions upon notice. The cash collateral received on each loan, together with the cash collateral of other qualified tax-exempt plan lenders, was invested in a collective investment pool. As of June 30, 2013, such investment had an average duration of 13.73 days and an average weighted maturity of 32.84 days for USD collateral.

Because the loans were terminable at will, their duration did not generally match the duration of the investments made with cash collateral. On June 30, 2013, the state had no credit risk exposure to borrowers because the amounts the state owed the borrowers exceeded the amounts the borrowers owed the state.

The fair value of collateral held and the fair value of securities on loan for the state as of June 30, 2013, were \$9,139,033,000 and \$8,757,232,000, respectively. Some component units that are allocated a portion of the collateral have a December 31 year end.

Component Units

Currency	Cash	Debt	Equity
Australian Dollar	\$ 4,802	\$ -	\$ 384,237
Brazilian Real	203	-	101,828
Canadian Dollar	5,316	12,373	501,877
Danish Krone	79	-	81,304
Euro Currency	18,957	30,036	1,612,349
Hong Kong Dollar	3,706	-	478,550
Indian Rupee	279	-	149,268
Indonesian Rupiah	120	-	55,722
Japanese Yen	16,073	-	1,301,228
New Taiwan Dollar	157	-	96,589
Norwegian Krone	201	-	55,132
Pound Sterling	10,390	19,713	1,246,794
Singapore Dollar	1,412	-	86,407
South African Rand	131	-	57,410
South Korean Won	237	-	208,836
Swedish Krone	1,711	-	160,758
Swiss Franc	205	-	504,083
Other	854	-	361,692
Total	\$ 64,833	\$ 62,122	\$ 7,444,064

Custodial Risk – Investments

Custodial risk for investments is the risk that, in the event of a failure of the counterparty, the state will not be able to recover the value of the investment or collateral securities that are in the possession of an outside party. Investments are held in the state's name and collateral for repurchase agreements is held in the state's name by third party agents. The primary government does not have a formal policy for custodial credit risk.

Securities Lending

Minnesota Statutes do not prohibit the state from participating in securities lending transactions. The state has, by a Securities Lending Authorization Agreement, authorized State Street Bank and Trust Company (State Street) to act as agent in lending state securities to approved borrowers. State Street, as agent, enters into Securities Loan Agreements with borrowers.

During the fiscal year, State Street lent, on behalf of the state, certain securities held by State Street as custodian and received cash or other collateral including securities issued or guaranteed by the United States government. State Street does not have the ability to pledge or sell collateral securities absent a borrower default. Borrowers were required to deliver collateral for each loan in amounts equal to at least 100 percent of the fair value of the loaned securities.

As of June 30, 2013, HFA had eight and six interest rate swap agreements with counterparties the Bank of New York Mellon and Royal Bank of Canada for total notional amounts of \$1,185,015,000 and \$57,800,000 having fair values of (\$11,143,000) and (\$16,286,000), respectively. For these counterparties, respectively, the increase in fair values for fiscal year ended June 30, 2013, were \$6,703,000 and \$5,503,000.

The fair value of the swap represents HFA's potential exposure to credit risk. The counterparties, the Bank of New York Mellon and Royal Bank of Canada, have been rated by Moody's as 'Aa1', and 'Aa3', respectively, and by Standard & Poor's as 'AA-' and 'AA-' respectively.

All swaps are pay-fixed/receive variable with initial notional amounts that matched the original principal amounts and have terms which reduce the notional amounts to approximately follow the anticipated reductions in outstanding principal. HFA has also purchased the right, generally based upon a 300 percent PSA prepayment rate (the standard prepayment model of the Security Industries and Financial Market Association) on the underlying mortgage loans, to further reduce the notional balances of the swaps as necessary to match outstanding principal amounts of the associated bonds. HFA also has the right to terminate outstanding swaps in whole or in part at any time if it is not in default. The swap contracts may also be terminated by the counterparties but are generally limited to HFA payment default or other HFA defaults that remain uncured for 30 days.

The variable rate HFA pays on its bonds resets weekly, but the variable rate received on its swaps is based upon a specified percentage of the one month taxable LIBOR rate or the SIMFA index rate. This exposes HFA to basis risk (the risk that the rates do not equal), and this risk will vary over time due to inter-market conditions.

HFA assumes the risk that changes in the tax code may vary from the historical long-term relationship between taxable and tax-exempt short-term interest rates for economic reasons.

Metropolitan Council

As of December 31, 2012, Metropolitan Council (MC), had \$263,852,000 in cash and cash equivalents and \$802,946,000 in investments. Of this amount, \$796,227,000 was subject to rating. Using the Moody's Investors Services rating scale, \$662,443,000 of these investments were rated 'Aaa' while \$133,804,000 were not rated. U.S. Treasury, State and Local Government Securities (SLGS) of \$273,036,000 and net outstanding checks of \$2,465,000 comprise the remaining cash and investment amount.

MC has investment policies to address its various types of investment risks. Several MC investment holdings are subject to custodial credit risk. Of the \$98,829,000 U.S. agency investments, MC has a custodial credit risk exposure of \$2,007,000 because the related securities are held by a custodial agent in the broker's name.

MC has adopted a simulation model of reporting investment sensitivity to fluctuation in interest rates. Assumptions are made of interest rate changes of 50, 100, 150, and 200 basis points with interest rate changes occurring on December 31, 2012. The investment portfolio has an average yield of 1.32 percent, modified duration of 4.2 years, effective duration of 2.5 years, and convexity of -0.79.

The following table presents the estimated fair value of MC investments subject to interest rate risk using the simulation model.

Major Component Unit Metropolitan Council Fair Value of Investments As of December 31, 2012 (In Thousands)	Estimated Fair Value	
	Fair Value of Portfolio Before Basis Point Increase	Fair Value of Portfolio After Basis Point Increase of:
50 Points	\$ 1,073,464	\$ 1,063,332
100 Points	\$ 1,063,332	\$ 1,054,549
150 Points	\$ 1,054,549	
200 Points	\$ 1,044,555	

MC has used commodity futures as an energy forward pricing mechanism (EFPN), permitted by Minnesota Statutes, Section 473.1293. Statutorily, MC may not hedge more than 100% of the projected consumption of any of its commodities and only up to 23 months into the future. Since 2004, MC has hedged most of its annual diesel fuel consumption but discontinued its fuel hedging for one fund and natural gas hedging for all funds in 2012. The hedging transactions are separate from fuel purchase transactions. For 2012, MC performed a statistical analysis and determined that the liquidated hedges were essentially effective.

As of December 31, 2012, MC had 273 New York Mercantile Exchange (NYMEX) heating oil futures contracts (11.5 million gallons) acquired from August 26, 2011, through December 11, 2012, to terminate on dates from January 31, 2013, through November 28, 2014. As of December 31, 2012, the heating oil futures contracts had a fair value of \$34,230,000.

MC is using NYMEX heating oil futures to hedge diesel fuel consumption. MC will be exposed to basis risk if the prices significantly deviate from each other. Historically, there has been a strong correlation between the two products.

University of Minnesota

As of June 30, 2013, University of Minnesota (U of M) including its discretely presented component units, had \$354,493,000 of cash and cash equivalents and \$4,138,461,000 of investments. U of M's discretely presented component units do not classify investments according to risk because these entities prepare their financial statements under standards set by the Financial Accounting Standards Board. Excluding discretely presented component units, U of M reported cash and cash equivalents of \$281,011,000 and investments of \$1,978,690,000.

Beginning December 31, 2010, and ending December 31, 2012, all non-interest bearing accounts were fully insured, regardless of balance, at qualified FDIC-insured institutions. As of June 30, 2013, U of M's bank balance of \$203,130,000 was uninsured and uncollateralized.

U of M maintains centralized management for substantially all of its cash and investments. The Board of Regents establishes U of M's investment policies and objectives. U of M uses internal investment pools designed to meet respective investment objectives within established risk parameters for each pool.

U of M has established policies to address the various types of investment risks. U of M uses Standard & Poors' ratings and duration as a measure of a debt investment's exposure to fair value changes arising from changing interest rates. As of June 30, 2013, \$1,283,980,000 of investment in securities was subject to quality rating and interest rate risk. This amount was rated as follows:

- \$1,024,315,000 was rated AA or better
- \$259,665,000 was not rated

The securities subject to interest rate risk were comprised of the following:

- \$725,299,000 in government agencies with weighted average maturities of 3.1 to 3.5 years
- \$93,636,000 in mortgage-backed securities with a weighted average maturity of 20.6 years
- \$205,380,000 in cash and cash equivalents with a weighted average maturity of 0.0 years
- \$224,655,000 in mutual funds with a weighted average maturity of 5.7 years

As of June 30, 2013, U of M had \$167,250,000 of equity investments subject to foreign currency risk. The two largest components of this amount are \$53,281,000 in Euro Currency and \$32,336,000 in British Pound Sterling.

As of June 30, 2013, the U of M has one pay-fixed, receive-variable swap that is considered ineffective. At June 30, 2013, the total fair value was (\$11,899,000), with changes in fair value reported as investment income.

U of M is exposed to interest rate risk, termination risk (upon default of the other party), and basis risk.

Nonmajor Component Units

Nonmajor Component Units
Cash, Cash Equivalents, and Investments
As of December 31, 2012, or June 30, 2013, as applicable
(In Thousands)

Component Unit	Cash and Cash Equivalents	Investments
Agricultural and Economic Development Board	\$ 3,313	18,838
National Sports Center Foundation	1,015	-
Office of Higher Education	369,602	-
Public Facilities Authority	446,343	39,284
Rural Finance Authority	19,490	-
Workers' Compensation Assigned Risk Plan	9,769	269,371
Minnesota Sports Facilities Authority	2,974	8,701
Total	\$ 852,506	\$ 336,194

Note 3 – Disaggregation of Receivables

Primary Government Components of Net Receivables Government-wide As of June 30, 2013 (In Thousands)			
Government Activities			
	General Fund ⁽²⁾	Federal Fund	Total
Taxes:			
Corporate and Individual	\$ 937,559	\$ -	\$ 937,559
Sales and Use	403,972	-	403,972
Property	425,191	-	425,191
Health Care Provider	299,123	-	299,123
Motor Vehicle/Fuel	-	-	0
Child Support	61,990	63,130	125,124
Workers' Compensation	-	-	0
Other	568,295	209,383	881,066
Net Receivables	\$ 2,696,110	\$ 272,513	\$ 3,368,747
Business-type Activities			
	State Colleges and Universities	Unemployment Insurance	Nonmajor Enterprise Funds
Insurance Premiums	\$ -	\$ 501,839	\$ -
Tuition and Fees	57,657	-	-
Other	-	-	-
Net Receivables	\$ 57,657	\$ 501,839	\$ 31,228
Total Government-wide Net Receivables			\$ 590,724
			\$ 3,959,471

⁽¹⁾Includes \$4,394 Internal Service Funds.

⁽²⁾Includes \$1,614 interfund Receivables from Fiduciary Funds reclassified to Accounts Receivable on the Government-wide Statement of Net Position.

Accounts receivable are reported net of allowances for uncollectible amounts. Significant uncollectible amounts are:

- Corporate and Individual Taxes \$178,599,000
- Sales and Use Taxes \$55,297,000
- Child Support \$271,083,000

Receivable balances not expected to be collected within one year are:

- Corporate and Individual Taxes \$128,882,000
- Sales and Use Taxes \$61,818,000
- Child Support \$121,301,000
- Health Care Provider \$134,224,000
- Other Receivables \$83,158,000

Note 4 – Loans and Notes Receivable

Primary Government Loans and Notes Receivable, Net of Allowance As of June 30, 2013 (In Thousands)			
	General Fund	Federal Fund	Nonmajor Special Revenue Funds
			Capital Projects Funds
Student Loan Program	\$ 35,594	\$ 1,936	\$ 43,107
Economic Development	45,111	-	-
School Districts	-	-	-
Agricultural, Environmental and Energy Resources	-	-	65,178
Transportation	-	-	16,359
Other	4,187	-	131
Total	\$ 84,892	\$ 1,936	\$ 127,355
			\$ 131
			\$ 32,193

Component Units Loans and Notes Receivable As of December 31, 2012, or June 30, 2013, as applicable (In Thousands)			
Housing Finance Authority	\$ 1,638,515		
Metropolitan Council	49,377		
University of Minnesota	73,381		
Agricultural and Economic Development Board	1,048		
Office of Higher Education	659,968		
Public Facilities Authority	1,785,526		
Rural Finance Authority	51,924		
Total	\$ 4,259,739		

Note 5 – Interfund Transactions

Primary Government

During normal operations, the state processes routine transactions between funds, including loans, expenditures, and transfers of resources for administrative and program services, debt service, and compliance with legal mandates.

In the fund financial statements, these transactions are generally recorded as transfers in/out and interfund receivables/payables. Transfers generally represent legally authorized transfers between funds authorized to receive revenue and funds authorized to make expenditures, and do not represent reimbursement of expenditures.

Primary Government Interfund Receivables and Payables As of June 30, 2013 (In Thousands)

Due to the General Fund From:	
Federal Fund	\$ 457
Nonmajor Governmental Funds	28,337
Nonmajor Enterprise Funds	13,674
Fiduciary Funds	1,614
<u>Total Due to General Fund From Other Funds</u>	<u>\$ 115,550</u>
Due to the Federal Fund From:	
Nonmajor Governmental Funds	6,122
State Colleges and Universities Fund	5,300
Unemployment Insurance Fund	888
<u>Total Due to Federal Fund From Other Funds</u>	<u>\$ 12,310</u>
Due to the State Colleges and Universities Fund From:	
General Fund	\$ 186
Nonmajor Governmental Funds	2,073
Unemployment Insurance Fund	2,259
<u>Total Due to State Colleges and Universities Fund From Other Funds</u>	<u>\$ 30,199</u>
Due to the Nonmajor Enterprise Funds From:	
General Fund	\$ 1
Nonmajor Enterprise Funds	6,395
<u>Total Due to Nonmajor Enterprise Funds From Other Funds</u>	<u>\$ 6,396</u>
Due to Fiduciary Funds From:	
General Fund	\$ 53,882
Fiduciary Funds	18,751
<u>Total Due to Fiduciary Funds From Other Funds</u>	<u>\$ 203,978</u>
Due to the Nonmajor Governmental Funds From:	
General Fund	\$ 131,345
Unemployment Insurance Fund	131,345
<u>Total Due to Nonmajor Governmental Funds From Other Funds</u>	<u>\$ 262,689</u>

Primary Government Interfund Transfers Year Ended June 30, 2013 (In Thousands)

Transfers to the General Fund From:	
Federal Fund	\$ 36,289
Nonmajor Governmental Funds	411,991
Nonmajor Enterprise Funds	110,520
Internal Service Funds	26,304
<u>Total Transfers to General Fund From Other Funds</u>	<u>\$ 585,104</u>
Transfers to the Federal Fund From:	
General Fund	\$ 4
Unemployment Insurance Fund	123
Nonmajor Governmental Funds	1,817
<u>Total Transfers to Federal Fund From Other Funds</u>	<u>\$ 1,944</u>
Transfers and Capital Contributions to the State Colleges and Universities Fund From:	
General Fund	\$ 553,246
Nonmajor Governmental Funds – Capital Contributions	88,497
<u>Total Transfers and Capital Contributions to State Colleges and Universities Fund From Other Funds</u>	<u>\$ 641,743</u>
Transfers to Fiduciary Funds From:	
General Fund	\$ 43,684
Fiduciary Funds	21,170
<u>Total Transfers to Fiduciary Funds From Other Funds</u>	<u>\$ 64,854</u>
Transfers to the Nonmajor Governmental Funds From:	
General Fund	\$ 397,309
Nonmajor Governmental Funds	47
Unemployment Insurance Fund	23,700
Nonmajor Enterprise Funds	33,078
Internal Service Funds	26,383
<u>Total Transfers to Nonmajor Governmental Funds From Other Funds</u>	<u>\$ 786,821</u>
Transfers and Capital Contributions to the Nonmajor Enterprise Funds From:	
General Fund	\$ 5,147
Nonmajor Governmental Funds	3,200
<u>Total Transfers and Capital Contributions to Nonmajor Enterprise Funds From Other Funds</u>	<u>\$ 8,347</u>
Transfers and Capital Contributions to Internal Service Funds From:	
General Fund	\$ 1,678
<u>Total Transfers and Capital Contributions to Internal Service Funds From Other Funds</u>	<u>\$ 1,678</u>

Component Units

Primary Government and Component Units		
Receivables and Payables		
As of June 30, 2013		
	Due From	Due To
	Primary	Primary
Government	Government	Government
Component Units:		
Major Component Units:		
Metropolitan Council	\$ 65,405	\$ -
University of Minnesota	4,568	26,670
Total Major Component Units	\$ 69,973	\$ 26,670
Nonmajor Component Units	\$ 15,180	\$ 80,867
Total Component Units	\$ 85,153	\$ 107,537
	Due From	Due To
	Component	Component
	Units	Units
Primary Government		
Major Governmental Funds:		
General Fund	\$ 2,385	\$ 2,047
Federal Fund	-	1,787
Total Major Governmental Funds	\$ 2,385	\$ 3,834
Nonmajor Governmental Funds	\$ 88,664	\$ 4,064
Nonmajor Enterprise Funds	-	17
Total Primary Government	\$ 91,049	\$ 7,915 ⁽¹⁾

⁽¹⁾ Due to component units on the Government-wide Statement of Net Position totals \$23,095 and includes \$15,180 of loans payable to the Public Facilities Authority (component unit) that are not fund level liabilities.

The Due To Primary Government balance exceeds the Due From Component Units balance by \$16,488,000 because Metropolitan Council, Workers' Compensation Assigned Risk Plan, and National Sports Center Foundation use a different fiscal year end than the primary government. The \$77,238,000 difference between the Due From Primary Government balance and the Due To Component Units balance is also due to these different fiscal year ends as well as the \$15,180,000 loans payable disclosed above.

Note 6 – Capital Assets

Primary Government		
Capital Asset Activity		
Government-wide Governmental Activities		
Year Ended June 30, 2013		
	Beginning	Additions
Governmental Activities		
Capital Assets not Depreciated:		
Land	\$ 2,114,604	\$ (12,612)
Buildings, Structures, Improvements	30,768	8,102
Construction in Progress	265,193	113,500
Development in Progress	29,947	41,349
Infrastructure ⁽¹⁾	8,184,515	(2,150)
Easements	328,125	(32,470)
Art and Historical Treasures	324,203	18,068
Total Capital Assets not Depreciated	\$ 3,731	\$ (7,538)
Capital Assets Depreciated:		
Buildings, Structures, Improvements	\$ 2,551,589	\$ (44,574)
Infrastructure	167,869	(3,875)
Internally Generated Computer	67,010	(1,751)
Easements	4,990	121
Equipment, Furniture, Fixtures	619,178	\$ 65,127
Total Capital Assets Depreciated	\$ 3,409,736	\$ (93,293)
Accumulated Depreciation for:		
Buildings, Structures, Improvements ⁽¹⁾	\$ (980,231)	\$ (65,748)
Infrastructure	(50,528)	(3,504)
Easements	(663)	(117)
Internally Generated Computer	(5,630)	(11,635)
Equipment, Furniture, Fixtures	(40,7,630)	(44,7,630)
Total Accumulated Depreciation	\$ (1,454,682)	\$ (417,518)
Total Capital Assets Depreciated, Net	\$ 1,395,054	\$ 62,862
Governmental Act. Capital Assets, Net	\$ 12,908,015	\$ (30,431)

⁽¹⁾ Prior year amount has been restated for the prior period adjustment. Prior Period Adjustment Governmental Activities: During fiscal year 2013, nondepreciable infrastructure increased by \$86,908,000 resulting in a prior period adjustment. This increase was attributable to the capitalization of bridge and pavement costs that were previously expensed as system preservation at the Minnesota Department of Transportation. Additionally during fiscal year 2013, building accumulated depreciation decreased by \$29,923,000 resulting in a prior period adjustment. This decrease was attributable to a change in the method of depreciation to align internal rate development with depreciation in the accounting system at the Minnesota Department of Transportation. These changes have been reflected as an adjustment to the beginning balances.

Capital outlay expenditures in the governmental funds totaled \$646,086,000 for fiscal year 2013. Donations of general capital assets received during fiscal year 2013 were valued at \$18,246,000. Transfers of \$119,545,000 were primarily from construction in progress for completed projects. Additions in internal service funds were \$22,095,000.

General capital assets purchased with resources provided by outstanding capital lease agreements in governmental activities as of June 30, 2013, consisted of equipment with a cost of \$3,706,000 and buildings with a cost of \$180,050,000.

Primary Government Capital Asset Activity Year Ended June 30, 2013 (In Thousands)					
	Beginning	Additions	Deductions	Ending	
Business-type Activities					
Capital Assets not Depreciated:					
Land	\$ 88,420	\$ 1,312	\$ (114)	\$ 89,618	
Construction in Progress	\$ 192,153	\$ 184,375	\$ (195,413)	\$ 181,115	
Total Capital Assets not Depreciated	\$ 280,573	\$ 185,687	\$ (195,527)	\$ 270,732	
Capital Assets Depreciated:					
Buildings, Structures, Improvements ⁽¹⁾	\$ 2,845,802	\$ 204,807	\$ (6,226)	\$ 3,044,383	
Library Collections	46,124	5,935	(7,021)	45,038	
Internally Generated Computer	15,685	1,233	(2,109)	14,819	
Equipment, Furniture, Fixtures	333,557	25,995	(11,306)	348,246	
Total Capital Assets Depreciated	\$ 3,241,178	\$ 237,970	\$ (26,662)	\$ 3,452,486	
Accumulated Depreciation for:					
Buildings, Structures, Improvements	\$ (1,250,527)	\$ (87,736)	\$ 5,093	\$ (1,334,170)	
Library Collections	(27,206)	(6,435)	7,021	(26,620)	
Internally Generated Computer	(8,128)	(2,332)	2,109	(8,351)	
Equipment, Furniture, Fixtures	(220,325)	(23,245)	(11,560)	(232,510)	
Total Accumulated Depreciation	\$ (1,506,686)	\$ (120,748)	\$ 25,783	\$ (1,601,651)	
Total Capital Assets Depreciated, Net	\$ 1,734,492	\$ 117,222	\$ (879)	\$ 1,850,835	
Business-type Act. Capital Assets, Net	\$ 2,015,065	\$ 302,908	\$ (196,406)	\$ 2,421,568	
Fiduciary Funds					
Capital Assets not Depreciated:					
Land	\$ 429	\$ -	\$ -	\$ 429	
Total Capital Assets not Depreciated	\$ 429	\$ -	\$ -	\$ 429	
Capital Assets Depreciated:					
Buildings	\$ 29,764	\$ 650	\$ (649)	\$ 29,765	
Equipment, Furniture, Fixtures	9,721	5,459	(1,371)	13,809	
Total Capital Assets Depreciated	\$ 39,485	\$ 6,109	\$ (2,020)	\$ 43,574	
Accumulated Depreciation for:					
Buildings	\$ (8,200)	\$ (764)	\$ -	\$ (8,964)	
Equipment, Furniture, Fixtures ⁽²⁾	(4,244)	(615)	\$ 1,160	(3,639)	
Total Accumulated Depreciation	\$ (12,444)	\$ (1,379)	\$ 1,160	\$ (12,663)	
Total Capital Assets Depreciated, Net	\$ 27,041	\$ 4,730	\$ (860)	\$ 30,911	
Fiduciary Funds, Capital Assets, Net	\$ 27,470	\$ 4,730	\$ (860)	\$ 31,340	

⁽¹⁾ Prior year amount has been restated for the prior period adjustment.

⁽²⁾ Additions include \$51 in accumulated depreciation on a transfer.

Prior Period Adjustment Business-type Activities: During fiscal year 2013, Buildings, Structures, Improvements increased by \$10,541,000 resulting in a prior period adjustment. This increase was attributable to the capitalization of miscellaneous towers related to the 911 Services Fund (Enterprise Fund) by the Minnesota Department of Transportation. These changes have been reflected as an adjustment to the beginning balances.

Primary Government Depreciation Expense Government-wide Year Ended June 30, 2013 (In Thousands)					
Governmental Activities:					
Agricultural, Environmental & Energy Resources					
Economic and Workforce Development					\$ 1,427
General Education					\$ 5,526
General Government					20,088
Health and Human Services					21,460
Public Safety and Corrections					25,757
Transportation					30,656
Total Governmental Activities					\$ 10,087
Business-type Activities:					\$ 125,759
State Colleges and Universities					\$ 107,890
Lottery					836
Other					\$ 11,971
Total Business-type Activities					\$ 120,687

Primary Government Significant Project Authorizations and Commitments As of June 30, 2013 (In Thousands)					
Authorization					
				\$ 191,633	\$ 751,613
Less: Expended through June 30, 2013				(74,615)	(418,530)
Less: Unexpended Commitment				\$ (66,405)	\$ (92,879)
Remaining Available Authorization				\$ 50,613	\$ 240,204

Land in the Permanent School Fund was donated by the federal government and valued at the estimated fair value at the time of donation. Total acres on June 30, 2013, were 2,520,986.

Component Units

Note 7 – Disaggregation of Payables

Component Units						
As of December 31, 2012, or June 30, 2013, as applicable						
Capital Assets (in Thousands)						
	Housing Finance Agency	Metropolitan Council	University of Minnesota	Major Component Units	Nonmajor Component Units	Totals
Land and Improvements	\$ –	\$ 221,705	\$ 91,090	\$ 9,952	\$ 322,747	
Construction in Progress	–	821,928	278,103	–	1,100,031	
Museums and Collections	–	–	54,695	–	54,695	
Permanent Easement	–	–	2	–	2	
Buildings and Improvements	–	3,222,297	3,505,467	122,346	6,850,110	
Equipment	2,431	1,025,590	885,837	15,046	1,928,904	
Capitalized Software	7,358	–	117,935	–	125,293	
Other Intangible Assets	–	–	5,052	–	5,052	
Infrastructure	–	–	461,525	–	461,525	
Total	\$ 9,789	\$ 5,291,320	\$ 5,399,706	\$ 147,344	\$ 10,848,359	
Less: Accumulated Depreciation	\$ 6,659	\$ 1,692,012	\$ 2,522,792	\$ 123,661	\$ 4,345,324	
Net Total	\$ 2,930	\$ 3,599,308	\$ 2,876,914 ⁽¹⁾	\$ 23,682	\$ 6,503,035	

⁽¹⁾ In addition to this amount, the component units of the University of Minnesota had combined capital assets with a net value of \$71,000 as of June 30, 2013.

Primary Government Components of Accounts Payable Government-wide As of June 30, 2013 (In Thousands)						
Governmental Activities						
	General Fund ⁽²⁾	Federal Fund	Nonmajor Governmental Funds ⁽¹⁾	Total		
School Aid Programs	\$ 1,122,695	\$ 168,692	\$ 2,794	\$ 1,294,181		
Tax Refunds	588,618	–	–	588,618		
Medical Care Programs	787,879	971,475	62,927	1,822,281		
Grants	195,460	217,077	189,569	602,106		
Salaries and Benefits	53,658	9,984	31,518	95,160		
Vendors/Service Providers	188,764	57,794	277,878	524,436		
Net Payables	\$ 2,937,074	\$ 1,425,022	\$ 564,686	\$ 4,926,782		
Business-type Activities						
	State Colleges and Universities	Unemployment Insurance	Nonmajor Enterprise Funds	Total		
Salaries and Benefits	\$ 109,089	\$ –	\$ 697	\$ 109,786		
Vendors/Service Providers	67,321	25,546	40,325	133,92		
Net Payables	\$ 176,410	\$ 25,546	\$ 41,022	\$ 242,978		
Total Government-wide Net Payables				\$ 5,169,760		

⁽¹⁾ Includes \$53,007 Internal Service Funds.

⁽²⁾ Includes \$1 Interfund Payable to Fiduciary Funds reclassified to Accounts Payable on the Government-wide Statement of Net Position.

Note 8 – Pension and Investment Trust Funds

The state performs a fiduciary role for several pension trust funds. For some of these funds, the state contributes as an employer, and performs only a fiduciary role for other funds. These trust funds are categorized as either defined benefit or defined contribution (pension trust funds) or investment trust funds.

Three plan administrators, who prepare and publish their own stand-alone comprehensive annual financial reports, including financial statements and required supplementary information, and Minnesota State Colleges and Universities (MnSCU), which publishes a stand-alone pension statement, provide the pension fund information. Each plan administrator accounts for one or more pension plans. Copies of these reports may be obtained directly from the organizations listed below.

Plan Administrator	Plans Covered
Minnesota State Retirement System (MSRS)	State Employees Retirement Fund Correctional Employees Retirement Fund Elective State Officers Fund Judicial Retirement Fund Legislative Retirement Fund State Patrol Retirement Fund Hennepin County Supplemental Retirement Fund Postretirement Health Care Benefits Fund Unclassified Employees Retirement Fund State Deferred Compensation Fund
Public Employees Retirement Association (PERA)	Public Employees Retirement Fund Minneapolis Employees Retirement Fund Police and Fire Fund Public Employees Correctional Fund Volunteer Firefighter Retirement Fund Defined Contribution Fund
Teachers Retirement Association (TRA)	Teachers Retirement Fund State Colleges and Universities Retirement Fund
Minnesota State Colleges and Universities	

See Note 1 – Summary of Significant Accounting and Reporting Policies for addressees of MSRS, PERA and TRA. The address for MnSCU is included in the “Defined Contribution Funds” section of this note.

Basis of Accounting and Valuation of Investments

The four plan administrators prepare financial statements using the accrual basis of accounting. Employee and employer contributions are recognized in the period in which they are earned and become due. Expenses are recognized when the liability is incurred. Benefits and refunds are recognized when due and payable in accordance with the statutory terms of each plan.

Investments are reported at fair value, except as described below. Short-term investments are reported at cost, which approximates fair value. Securities traded on a national or international exchange are valued at the last reported sales price. Investments that do not have an established market are reported at estimated fair value.

The individual pension trust funds participate in internal investment pools sponsored by the state and administered by the Minnesota State Board of Investment (SBI). The pools function much like mutual funds with the various pension trust funds purchasing “units” in the pool rather than individual securities. At year-end, some security purchases and sale transactions entered into by SBI were not settled, resulting in securities trades receivables and payables. These unsettled securities trades are an essential element in determining the fair value of each pension trust fund's pooled investment balance; therefore, the trades are reported in the Combining Statement of Net Position of pension trust funds as net amounts and allocated to the individual pension trust funds. As of June 30, 2013, this presentation resulted in a negative asset within the total investment pool participation.

Defined Benefit Pension Funds

Plan Descriptions and Contribution Information

▪ Multiple-employer, cost-sharing plans:

The State Employees Retirement Fund (SERF) covers most state employees. University of Minnesota non-faculty employees, and selected metropolitan agency employees. Twenty-seven employers participate in this plan. The annuity formula is the greater of a step rate with a flat rate reduction for each month of early retirement, or a level rate (the higher step rate) with an actuarial reduction for early retirement. The applicable rates if the employee was first hired before July 1, 1989, are 1.2 percent for the first 10 years of allowable service and .7 percent of a member's average salary for each subsequent year. The applicable rate if the employee is first hired after June 30, 1989, is 1.7 percent of average salary for each year of allowable service. Average salary is defined as the average of the five highest paid consecutive years of service. Annual benefits increase by 2.0 percent or 2.5 percent if the plan's accrued liability funding ratio is at least 90 percent determined on a market value of assets basis. The state, as an employer for some participants, is liable for a portion of any unfunded accrued liability of this fund.

The Public Employees Retirement Fund (PERF) covers employees of various governmental units and subdivisions, including counties, cities, school districts, and related organizations. Approximately 2,000 employers participate in this plan. There are two types of members: ‘basic’ for members not covered by the Social Security Act (closed to new members since 1968) and ‘coordinated’ for members who are covered by the act. The annuity formula for each type of member is the greater of a step rate with a flat reduction for each month of early retirement, or a level rate (the higher step rate) with an actuarially based reduction for early retirement. The applicable rates for each year of allowable service based on average salary for basic members are 2.2 and 2.7 percent, and for coordinated members, 1.2 and 1.7 percent. Annual benefits increase by 1.0 percent or 2.5 percent if the plan is funded at least 90 percent of full funding. The state is not an employer of the participants in the plan, but performs in a fiduciary capacity.

The Minneapolis Employees Retirement Fund (MERF) participating employers primarily include the City of Minneapolis, Minneapolis Special School District No. 1, and Minneapolis-St. Paul Metropolitan Airports Commission. MERF was closed to new members as of July 1, 1978. The Actuarial Accrued Liability is 69 percent funded according to the latest actuarial evaluation. The annuity formula for participants is 2.0 percent for each of the first 10 years of service and 2.5 percent each year thereafter of average salary. Annual benefits increase by 1.0 percent or 2.5 percent if the plan is funded at least 90 percent of full funding. The state is funding a portion of the unfunded actuarial liability, which is set in the state's biennial budget. The state is not liable for any additional portion of the unfunded liability without legislative action. The state is not an employer of participants in the plan, but performs in a fiduciary capacity.

The Police and Fire Fund (P&FF) covers persons employed as police officers and firefighters by local governmental units and subdivisions. Approximately 500 employers participate in this plan. The annual formula for each member is 3.0 percent of average salary for each year of service in that plan. Annual benefits increase by 1.0 percent, then by the CPI up to 1.5 percent until the fund is 90 percent of full funding, then by the CPI up to 2.5 percent. Prior to 1981, these employees were not covered by a local relief association. The fund covers all those hired since 1980. The state is not an employer of participants in the plan, but performs in a fiduciary capacity.

The Public Employees Correctional Fund (PECF) covers employees in county correctional facilities who have direct contact with inmates. Eighty county employers participate in this plan. The annual formula for each member is 1.9 percent of average salary for each year of service in that plan. Annual benefits increase by at least 1.0 percent or 2.5 percent if the plan is funded at least 90 percent of full funding. The state is not an employer of participants in the plan, but performs in a fiduciary capacity.

The Teachers Retirement Fund (TRF) covers teachers and other related professionals employed by school districts or by the state. Approximately 590 employers participate in this plan. Basic membership includes participants who are not covered by the Social Security Act, while coordinated membership includes participants who are covered by the Act. The annuity formula for the coordinated members is the greater of a step rate with a flat reduction for each month of early retirement, or a level rate (the higher step rate) with an actuarially based reduction for basic retirement. The applicable rates for each year of allowable service based on average salary for basic members are 2.5 percent, and for coordinated members, 1.2 and 1.7 percent for service rendered before July 1, 2006, and 1.9 percent for service rendered on or after July 1, 2006. Annual post-retirement benefit increases occur annually on January 1. The increases are 2.0 percent or 2.5 percent if the plan is funded at least 90 percent of full funding. The state, as an employer for some participants, is liable for a portion of any unfunded accrued liability of this fund.

■ **Multiple employer, agent plan**

The Volunteer Firefighter Retirement Fund (VFRF) was established on January 1, 2010, as a lump-sum defined benefit plan largely funded by fire state aid. Members do not contribute to the plan. Employer contributions are determined annually. There are 63 employers participating in this plan. If fire state aid plus investment income are not expected to cover the normal cost of benefits during the next calendar year, an employer contribution is calculated and payable by the end of the next calendar year. Benefits are determined by employee years of service multiplied by a benefit level chosen by the entity sponsoring the fire department from 20 possible levels ranging from \$500 to \$7,500 per year of service. Plan provisions include a pro-rated vesting schedule that increases from 5 years at 40 percent through 20 years at 100 percent. The plan is established and administered in accordance with Minnesota Statutes, Chapter 353G. The state is not an employer of participants in the plan, but performs in a fiduciary capacity.

■ **Single-employer (state of Minnesota) plans:**

The Correctional Employees Retirement Fund (CERF) covers state employees who have direct contact with inmates at Minnesota correctional facilities generally 75 percent of the time or higher. The annuity is 2.4 percent of average salary for each year of service and 2.2 percent for hires after June 30, 2010. Annual benefits increase by 2.0 percent or 2.5 percent if the plan's accrued liability funding ratio is at least 90 percent determined on a market value of assets basis. Effective July 1, 2013, this fund merged with the Legislators Retirement Fund for administrative cost saving purposes. Benefit provisions for both retirement funds remain unaffected by the merger.

The Judicial Retirement Fund (JRF) covers judges of the Supreme Court, Court of Appeals, and district courts. The annuity is 2.7 percent of average salary for each year of service prior to June 30, 1980, and 3.2 percent for each year thereafter up to 76.8 percent. Annual benefits increase by 2.0 percent or 2.5 percent if the plan's accrued liability funding ratio is at least 90 percent determined on a market value of assets basis. During the 2013 legislative session, several financial solvency measures for this fund were enacted on July 1, 2013, including a tiered contribution and benefit structure, and a reduction of the annual post-retirement increase to 1.75 percent until the funding ratio is 70 percent determined on a market value of asset basis.

The Legislative Retirement Fund (LRF) covers certain members of the state's House of Representatives and Senate. Legislators newly elected since July 1, 1997, are covered by the Unclassified Employee Retirement Fund (defined contribution fund). The annuity benefit formula ranges from 2.5 percent to 5.0 percent of average salary for each year of service depending on a member's length of service. Annual benefits increase by 2.0 percent or 2.5 percent if SERF's accrued liability funding ratio is at least 90 percent determined on a market value of assets basis.

The State Patrol Retirement Fund (SPRF) covers state troopers, conservation officers, and certain crime bureau and gambling enforcement agents. The annuity is 3.0 percent of average salary for each year of allowable service. Annual benefits increase by 1.5 percent or 2.5 percent if the plan's accrued liability funding ratio is at least 90 percent determined on a market value of assets basis. Also, during the 2013 legislative session, several financial solvency measures for this fund were enacted; most become effective on July 1, 2013, including increasing the employee and employer contribution rates, reducing the annual benefit increase to 1.0 percent until the funding ratio is 85 percent determined on a market value of assets basis, increasing the vesting period to 10 years for employees first hired on or after July 1, 2013, increasing early retirement reduction factor from 1.2 percent to 4 percent per year, and implementing an allowable service cap of 33 years for calculating retirement benefits (with exception for individuals with 28 years of service before July 1, 2013).

Statutory Contribution Rates Year Ended June 30, 2013					
Statutory Authority, Minnesota Chapter	Required Contribution Rate	Multiple Employee			
		CERF	ESOF	JRF	LRF
Statutory Authority, Minnesota Chapter	352.90	352C	490	3A	352B
Employer(s)	12.10%	N/A	20.50%	N/A	18.60%
				352.04	354

Multiple Employer Plan Required Contributions (In Thousands)		Single Employer Plan Disclosures (In Thousands)	
Required Contributions ⁽¹⁾	SERF	TRF	CERF
Employee			
2013	\$ 124,150	\$ 265,809	2013 \$ 51,418
2012	\$ 118,358	\$ 239,834	2012 \$ 53,851
2011	\$ 122,029	\$ 218,024	2011 \$ 50,077
Employers⁽²⁾			2013 82% \$ 11,467
2013	\$ 121,673	\$ 270,708	2012 77% \$ 7,496
2012	\$ 115,159	\$ 244,935	2011 82% \$ 9,996
2011	\$ 118,563	\$ 222,723	2013 82% \$ 15,157
Primary Government⁽³⁾			2012 77% \$ 12,038
2013	\$ 89,077	\$ 27,959	2011 82% \$ 6,750
2012	\$ 86,273	\$ 27,994	2013 \$ 10,786
2011	\$ 86,698	\$ 28,287	2012 \$ 17,043

⁽¹⁾ Contribution rates are statutorily determined.

⁽²⁾ Contributions were at least 100 percent of required contributions.

⁽³⁾ Primary Government's portion of Employer Contributions.

Single Employer Plan Disclosures As of June 30, 2013 (In Thousands)		Single Employer Plan Disclosures As of June 30, 2013 (In Thousands)	
CERF	JRF	LRF	SPRF
Annual Required Contributions (ARC) ⁽¹⁾	\$ 49,822	\$ 15,262	\$ 25,557
Interest on Net Pension Obligation (NPO) ⁽¹⁾	6,828	(553)	(892)
Amortization Adjustment to ARC ⁽¹⁾	(5,232)	448	848
Annual Pension Cost (APC) Contributions	\$ 51,418	\$ 15,157	\$ 25,513
	(42,193)	(11,214)	(3,510)
	\$ 9,225	\$ 3,943	\$ (19,185)
Increase (Decrease) in NPO			
NPO, Beginning Balance	\$ 80,332	\$ (6,512)	\$ (10,494)
NPO, Ending (Asset)	\$ 89,557	\$ (2,569)	\$ (4,166)

⁽¹⁾ Components of annual pension cost.

Multiple Employer Plan Required Contributions (In Thousands)		Single Employer Plan Disclosures (In Thousands)	
Required Contributions ⁽¹⁾	SERF	TRF	CERF
Annual Pension Cost (APC)			2013 \$ 51,418
			2012 \$ 53,851
Percentage of APC Contributed			2013 82% \$ 11,467
			2012 77% \$ 7,496
			2011 82% \$ 9,996
Net Pension Obligation (NPO) (End of Year)			2013 \$ 89,557
			2012 \$ 80,332
			2011 \$ 67,872

Schedule of Funding Status (In Thousands)			
CERF	JRF	LRF	SPRF
Actual Valuation Date	7/1/2012	7/1/2012	7/1/2012
Actuarial Value of Plan Assets	\$ 663,713	\$ 144,898	\$ 15,523
Actuarial Accrued Liability	\$ 968,166	\$ 281,576	\$ 247,657
Total Unfunded Actuarial Liability	\$ 304,453	\$ 136,678	\$ 232,134
Funded Ratio	69%	51%	6%
Annual Covered Payroll	\$ 200,035	\$ 38,644	\$ 1,378
Ratio of Unfunded Actuarial Liability to Annual Covered Payroll			
Required Supplementary Information - Schedule of Funding Progress immediately following the notes presents multi-year trend information.			

Actuarial Assumptions for MSRS Defined Benefit Retirement Plans

- The actuarial cost method used by all plans is the Individual Entry Age Normal Cost Method. The date of actuarial valuation is July 1, 2012.
- The calculation of the actuarial valuation of assets is the sum of the market asset value at July 1, 2012, plus the scheduled recognition of investment gains or losses during the current and the preceding four fiscal years.
- Expected net investment returns for pre-retirement and post-retirement are 8 percent and 6 percent, respectively, except for the SPRF whose post-retirement return is 6.5 percent and LRF whose pre-retirement and post-retirement are 0.0 percent through June 30, 2017. Beginning July 1, 2017, the net investment returns for pre-retirement and post-retirement will be 8.5 percent and 6.5 percent except SPRF whose post-retirement return is 7.0 percent and LRF whose pre-retirement and post-retirement continues to be 0.0 percent.
- Minnesota statutory valuation standards do not require an inflation rate assumption to cost the plans. Benefit increases after retirement are accounted for by the 6.5 percent post-retirement investment return assumption that is 2.0 percent less than the pre-retirement investment return assumption, except for LRF whose benefit increases after retirement are 2.0 percent.
- The amortization method uses level percentage of projected payroll growth, except for the Legislative and ESCF Retirement plans, which use the level dollar amortization method.
- Projected payroll growth is a level 3.75 percent except for JRF, which is a level 3.0 percent.
- The statutory amortization periods for SERF, CERF, ESRF, JRF, LRF, and SPRF are through June 30, of 2040, 2038, 2021, 2039, 2026, and 2037, respectively.
- The amortization period is closed.
- Additional actuarial assumptions are detailed in the July 1, 2012, actuarial valuation reports for the MSRS defined benefit retirement funds. These reports are located online at http://www.mnrs.state.mn.us/info/finc1.htm#_.

Defined Contribution Funds

The defined contribution funds presented in the financial statements include various statewide public employee retirement funds. The benefits received are limited to an annuity, which can be purchased with the combined contributions of both the employee and employer or solely with employee contributions, depending on the fund. Accordingly, there is no unfunded liability for these funds; therefore, there is no actuarial accrued benefit liability or actuarially required contribution.

Plan Descriptions and Contribution Information

The Hennepin County Supplemental Retirement Fund (HCSR), authorized by Minnesota Statutes, Sections 383B.46-52, covers employees of Hennepin County who began employment prior to April 14, 1982. The employee and employer contribution rate is 1.0 percent of the employee's salary.

Postretirement Health Care Benefits Fund (PHCBF), authorized by Minnesota Statutes, Section 352.98, creates a post-retirement health care savings plan by which public employers and employees may save to cover post-retirement health care costs. Contributions to the plan are defined in a personnel policy or in a collective bargaining agreement. Contributions to the plan by or on behalf of an employee are held in trust for reimbursement of employee and dependent health-related expenses following termination of public service. The current plan is based on state employee contributions without any matching provision by the state. A plan participant may request reimbursement until funds accumulated in the participant's account are exhausted.

The Unclassified Employees Retirement Fund (UERF), authorized by Minnesota Statutes, Chapter 352D, covers only those state employees who are included either by statute or policy in the "unclassified service" of the state, specified employees of various statutorily designated entities, or judges who exceed the maximum benefit cap under the Judicial Retirement Fund. Statutory contribution rates are 5.0 percent for employee and 6.0 percent for employer. However, contribution rates for participating judges is 8.0 percent with no employer contribution. Benefits are either participant's account balance withdrawals or an annuity based on age, value of the participant's account, and a 6.0 percent post-retirement interest assumption.

The Minnesota Deferred Compensation Plan (State Deferred Compensation Fund) is a voluntary retirement savings plan authorized under section 457(b) of the Internal Revenue Code and Minnesota Statutes, Section 352.965. The plan is primarily composed of employee pre-tax contributions and accumulated investment gains or losses. Participants may withdraw funds upon termination of public service or in the event of an unforeseeable emergency. Employees and elected officials of the state and its political subdivisions are eligible to participate in the plan.

The Defined Contribution Fund (DCF) is authorized by Minnesota Statutes, Chapter 353D. The plan covers local units of government of which current or former elected officials elect to participate (with the exception of elected county sheriffs), emergency medical service personnel employed by or providing service to any of the participating ambulance services, and physicians employed at public facilities. The statutory contribution rate is 5.0 percent. Plan benefits depend solely on amounts contributed to the plan, plus investment earnings, less administrative expenses.

The State Colleges and Universities Retirement Fund (CURF), authorized by Minnesota Statutes, Chapter 354B and Chapter 354C, covers unclassified teachers, librarians, administrators, and certain other staff members who have been employed full-time by Minnesota State Colleges and Universities for a minimum of two academic years. Participation is mandatory for qualified employees. This fund consists of an Individual Retirement Account Plan (IRAP) and a Supplemental Retirement Plan (SRP). Two member groups, faculty and managerial employees, participate in the IRAP. The employer and employee statutory contribution rates are 6.0 and 4.5 percent, respectively. For the SRP, the statutorily required contribution rate is 5.0 percent of salary between \$6,000 and \$15,000. Statutes allow additional employer and employee contributions under specific circumstances.

Teachers Insurance and Annuity Association College Retirement Equities Fund (TIAA-CREF) is the administrative agent for the State Colleges and Universities Retirement Fund. Separately issued financial statements can be obtained from TIAA-CREF, Normandale Lake Office Park, 8000 Norman Center Drive, Suite 1100, Bloomington, MN 55437.

Note 9 – Termination and Postemployment Benefits

Primary Government – Termination Benefits

Early termination benefits are defined as benefits received for discontinuing services earlier than planned. A liability and expense for voluntary termination benefits are recognized when the offer is accepted and the amount can be estimated. A liability and expense for involuntary termination benefits are recognized when a plan of termination has been approved, the plan has been communicated to the employees, and the amount can be estimated.

Only three state bargaining agreements provide for this benefit. These agreements, affecting only Minnesota State Colleges and Universities (MnSCU) employees, are the Minnesota State College Faculty, Inter Faculty Organization, and Minnesota State University Association of Administrative Service Faculty contracts. Faculty members who meet a combination of age and years of service plus certain eligibility requirements are eligible to receive an early retirement incentive cash payment based on base salary plus health insurance paid for one year after separation. In addition, Minnesota Statutes, Section 136F.481, authorized MnSCU to implement an early separation incentive program in fiscal year 2010. Approximately 130 former faculty members and staff currently receive this benefit. The cost of the benefits was \$1,727,000 during fiscal year ended June 30, 2013, with a remaining liability as of June 30, 2013, of \$3,550,000.

Primary Government – Postemployment Benefits Other Than Pensions

Plan Description

Other postemployment benefits (OPEB) are available to state employees and their dependents through a single-employer defined benefit health care plan, as allowed by Minnesota Statutes, Section 43A.27, Subdivision 3, and Minnesota Statutes, Section 471.61, Subdivision 2a, and required under the terms of selected employment contracts. All pre-age-65 state retirees with at least 5 years of allowable pension service who are entitled at the time of retirement to receive an annuity under the state retirement program are eligible to participate in the state's health and dental insurance plan until age 65. Retirees not eligible for an employer subsidy must pay 100 percent of the premiums to continue receiving coverage. These employees are allowed to stay in the active employee risk pool with the same premium rate and are, therefore, subsidized by the insurance premiums rates for active state employees, resulting in an implicit rate subsidy. As of July 1, 2012, there were approximately 2,600 retirees participating in the state's insurance plan under this provision.

The state also subsidizes the health care and dental premium rates for certain employees, primarily conservation officers, correctional officers at state correctional facilities, and state troopers through an explicit rate subsidy under terms of selected employment contracts. If the retiree terminates employment prior to age 55, the employer's premium contribution rate is frozen at the date of the employee's retirement and is payable by the state until the retiree is age 65. The retiree is responsible for any other portion of the premiums. If the retiree terminates employment at age 55 or later, the employer contributes the active employee's premium rate each year until the retiree is age 65. Coverage ends at the retiree's attainment of age 65. As of July 1, 2012, there were approximately 1,120 correctional and law enforcement retirees receiving an explicit rate subsidy.

The state does not issue a separate financial report for its OPEB as the state does not fund an OPEB plan and operates on a pay-as-you-go basis.

Defined Contribution Plans						
Contributions Year Ended June 30, 2013 (In Thousands)						
	HCSR	PHCBF	UERF	DCF	CLRF	
Employee Contributions	\$ 227	\$ 112,359	\$ 5,096	\$ 1,612	\$ 35,289	
Employer Contributions	\$ 228	N/A	\$ 5,867	\$ 1,734	\$ 41,965	

Investment Trust Funds

The Supplemental Retirement and the Investment Trust funds (investment trust funds) are administered by the State Board of Investment, which issues a separate report (see Note 1 – Summary of Significant Accounting and Reporting Policies for the address). These funds are investment pools for external participants.

Component Units

The following component units are participants in the State Employees Retirement Fund (SERF), Police and Fire Fund (P&FF), and the Unclassified Employees Retirement Funds (UERF); Police

- Housing Finance Agency
- Metropolitan Council
- University of Minnesota
- Agricultural and Economic Development Board
- Office of Higher Education
- Public Facilities Authority
- Rural Finance Authority
- Minnesota Sports Facilities Authority

Funding Policy

The contribution requirement of plan members and the state are established and may be amended by the state legislature or through selected employment contracts, which are negotiated every other year. The required contribution is based on a projected pay-as-you-go basis. For fiscal year ended June 30, 2013, the state contributed \$38,348,000 to the plan. Plan members, retirees receiving benefits through the implicit rate subsidy contributed \$24,453,000 through their average required contribution of \$475 per month for retiree-only coverage and \$1,397 for retiree-family coverage.

Annual OPEB Cost and Net OPEB Obligation

The state's annual other postemployment benefit (OPEB) cost (expense) is calculated based on the annual required contribution (ARC) of the employer, an amount actuarially determined in accordance with the parameters of GASB Statement 45, *Accounting and Financial Reporting by Employers for Postemployment Benefits Other Than Pensions*. The ARC represents a level of funding that, if paid on an ongoing basis, is projected to cover normal costs each year and amortize any unfunded actuarial liabilities over a thirty year amortization period using a 4.75 percent discount rate. For year ending June 30, 2013, the state's ARC is \$65,854,000.

The following table shows the components of the state's annual OPEB cost, the amount contributed to the plan, and the changes to the state's net OPEB obligation:

OPEB Disclosures As of June 30, 2013 (In Thousands)	
Annual Required Contributions (ARC) ⁽¹⁾	\$ 65,854
Interest on Net OPEB Obligation (NOO) ⁽¹⁾	9,149
Amortization Adjustment to ARC ⁽¹⁾	(7,703)
Annual OPEB Cost (Expense)	\$ 67,300
Contributions	(38,348)
Increase in NOO	\$ 28,952
NOO, Beginning Balance	\$ 192,622
NOO, Ending ⁽²⁾	\$ 221,574

⁽¹⁾Components of annual OPEB cost.
⁽²⁾Governmental Activities, Business-type Activities, and Fiduciary Funds include \$192,601; \$28,913; and \$60, respectively.

The state's annual OPEB cost, the percentage of annual OPEB cost contributed to the plan, and the net OPEB obligation for fiscal years 2013, 2012, and 2011 are as follows:

OPEB Disclosures (In Thousands)		Annual OPEB Cost	Percentage of Annual OPEB Cost Contributed	Net OPEB Obligation
Fiscal Year Ended				
June 30, 2013	\$ 67,300		57%	\$ 221,574
June 30, 2012	\$ 81,528		65%	\$ 192,622
June 30, 2011	\$ 77,250		51%	\$ 164,311

Funded Status and Funding Progress

As of July 1, 2012, the most recent actuarial valuation date, the actuarial accrued liability (AAL) for benefits and the unfunded actuarial accrued liability (UAAL) was \$651,880,000. The actuarial value of assets is zero as no assets have been deposited into an irrevocable OPEB trust for future benefits. The covered payroll (annual payroll of active employees covered by the plan) was \$2,819,463,000 and the ratio of the UAAL to the covered payroll was 23.1 percent.

Actuarial valuations of an ongoing plan involve estimates of the value of reported amounts and assumptions about the probability of occurrence of events far into the future. Examples include assumptions about future employment, mortality, and the health care cost trend. Amounts determined regarding the funded status of the plan and the annual required contributions of the employer are subject to continual revision as actual results are compared with past expectations and new estimates are made about the future. The schedule of funding progress, presented as required supplementary information following the notes to the financial statements, is designed to present multiyear trend information about whether the actuarial value of plan assets is increasing or decreasing over time relative to the actuarial accrued liabilities for benefits. However, as the state operates on a pay-as-you-go basis, the actuarial value of plan assets is zero.

Actuarial Methods and Assumptions

The projection of benefits for financial reporting purposes is based on the substantive plan (the plan as understood by the employer and the plan members) and includes the types of benefits provided at the time of each valuation and the historical pattern of sharing of benefit costs between the employer and plan members to that point. The projection of benefits for financial reporting purposes does not explicitly incorporate the potential effects of legal or contractual funding limitations on the pattern of cost sharing between the employer and plan members in the future. The actuarial methods and assumptions used include techniques that are designed to reduce the effects of short-term volatility in actuarial accrued liabilities, consistent with the long-term perspective of the calculations.

Actuarial Assumptions for OPEB

- The actuarial cost method used is the Entry Age Normal Cost method. The date of actuarial valuation is July 1, 2012.
- Expected investment return is 4.75 percent based on the estimated long-term investment yield on the general assets of the state.
- Inflation rate is 3.0 percent.
- Projected salary increases are a level 3.75 percent.

- The annual health care cost trend rate is 6.80 percent initially, reduced by increments to an ultimate rate of 5.0 percent after approximately 20 years. The annual dental cost trend rate is 5.0 percent.
- The amortization period for the unfunded actuarial accrued liability is 30 year level percent of pay.
- The amortization period is open.

See Note 12 – Long-Term Liabilities – Primary Government for the related liability amount accrued at the government-wide level.

Component Units – Postemployment Benefits Other Than Pensions

Metropolitan Council (MC) administers another postemployment benefit (OPEB) plan, a single-employer defined benefit health care and life insurance plan to eligible retirees, their spouses, and dependents. MC does not fund its OPEB benefits in an irrevocable trust. However, it has separately invested \$130,808,000 as of December 31, 2012, for this purpose. The annual required contribution for 2012 was \$22,341,000 or 8.5 percent of annual covered payroll. As of December 31, 2012, 2011, and 2010, the net OPEB obligation was \$74,516,000, \$70,628,000, and \$57,948,000 respectively. The actuarial accrued liability (AAAL) for benefits was \$261,699,000 as of December 31, 2012, all of which was unfunded. The covered payroll was \$263,063,000, and the ratio of the unfunded actuarial accrued liability (UAAL) to the covered payroll was 99.48 percent.

University of Minnesota (U of M) administers another postemployment benefit (OPEB) plan, a single-employer defined benefit health care plan to eligible employees, retirees, their spouses, and dependents and an academic disability plan for faculty and academic professional and administrative employees. U of M does not fund its OPEB benefits in an irrevocable trust. The annual required contribution for the year ended June 30, 2013, was \$28,128,000 or 2.3 percent of annual covered payroll. As of June 30, 2013, 2012, and 2011, the net OPEB obligation was \$82,433,000, \$62,987,000 and \$44,131,000. The actuarial accrued liability (AAAL) for benefits was \$94,555,000 as of June 30, 2013, all of which was unfunded. The covered payroll was \$1,203,994,000, and the ratio of the unfunded actuarial accrued liability (UAAL) to the covered payroll was 7.9 percent.

Note 10 – Long-Term Commitments

Long-term commitments consist of grant agreements, construction projects, and other contracts. A portion of these commitments will be funded by current reserves, and these amounts are included on the face of the financial statements in the restricted, committed, and assigned fund balance amounts. Resources provided by future bond proceeds, gas taxes, motor vehicle registration revenues, and federal grants will fund the remaining commitments. Governmental funds' encumbrances, both current and long-term, as of June 30, 2013, were as follows:

Primary Government Encumbrances As of June 30, 2013 (In Thousands)	
Major Fund: General Fund	\$ 218,163
Non-Major Governmental Funds	1,794,088
Total Encumbrances	\$ 2,012,251

Petroleum Tank Environmental Cleanup

The Petroleum Tank Release Cleanup Act, Minnesota Statutes, Chapter 115C, requires the state to reimburse eligible applicants for a significant portion of their costs to investigate and clean up contamination from leaking petroleum storage tanks. Reimbursements are made from the Petroleum Tank Cleanup Fund (Petrolfund) (special revenue fund). As of November 2013, the Petrolfund has reimbursed eligible applicants approximately \$427,000,000 since program inception in 1987. Future expenditures from the Petrolfund will be necessary as existing cleanup projects are completed and new cleanup projects are begun at currently undiscovered leak sites. The estimated total payments from the program, which is scheduled to sunset on June 30, 2017, are between \$435,000,000 and \$465,000,000 for investigative and cleanup costs.

Environmental and Remediation Fund

The Remediation Account was established in the state treasury as part of the Environmental and Remediation Fund (special revenue fund) to provide a reliable source of public money for response and corrective actions to address releases of hazardous substances, pollutants, contaminants, agricultural chemicals, and petroleum, and for environmental response actions at qualified closed landfills for which the state has assumed responsibility. Money in the general portion of the fund may be spent for remediation actions related to releases of hazardous substances, pollutants, or contaminants and to provide technical and other assistance. Additionally, funds may be spent for corrective actions to address incidents involving agricultural chemicals, including related administrative costs, enforcement and cost recovery actions.

In addition to the general portion of the fund, two dedicated accounts are held within the fund. Money in the dry cleaner environmental response and reimbursement account may be used for environmental response actions at dry cleaning facilities and sites as well as related administrative costs. The metropolitan landfill contingency action trust account receives twenty-five percent of the metropolitan solid waste landfill fee. Money in this dedicated account is appropriated for closure and post-closure care of mixed municipal solid waste disposal facilities in the metropolitan area for a 30-year period after closure if determined that the operator/owner cannot take the necessary actions as directed by the commissioner of the Minnesota Pollution Control Agency.

The Closed Landfill Investment Account consists of money credited to the fund plus interest and other earnings. Money in the fund may be spent only after fiscal year 2020 as determined by the commissioner of the Minnesota Pollution Control Agency on environmental response actions at qualified closed mixed municipal solid waste disposal facilities.

Minnesota State Colleges and Universities

The Minnesota State Colleges and Universities had commitments of \$122,606,000 for construction and renovation of college and university facilities as of June 30, 2013.

Component Units

As of June 30, 2013, the Housing Finance Agency (HFA) had committed approximately \$308,179,000 for the purchase or origination of future loans or other housing assistance.

Metropolitan Council entered into contracts for various purposes such as transit services and construction projects. As of December 31, 2012, unpaid commitments for Metro Transit Bus services were approximately \$63,211,000. Future commitments for Metro Transit Light Rail were approximately \$290,875,000, while future commitments for Metro Transit Commuter Rail were approximately \$4,577,000. Finally, future commitments for Regional Transit and Environmental Services were approximately \$246,966,000 and \$74,876,000, respectively.

University of Minnesota (U of M) had construction projects in progress with an estimated completion cost of \$251,810,000 as of June 30, 2013. These costs will be funded from plant fund assets and state appropriations.

As of June 30, 2013, Public Facilities Authority (PFA) had committed approximately \$99,000,000 for the origination or disbursement of future loans under the Clean Water, Drinking Water, and Transportation Revolving Loan programs. PFA also committed \$16,000,000 for grants.

As of December 31, 2012, Minnesota Sports Facilities Authority had committed approximately \$40,434,000 for stadium and stadium infrastructure construction projects.

Note 11 – Operating Lease Agreements

Operating Leases

The state and its component units are committed under various leases primarily for building and office space. For accounting purposes, these leases are considered to be operating leases.

Lease expenditures for the fiscal year ended June 30, 2013, totaled approximately \$84,939,000 and \$19,850,000 for the primary government and component units, respectively. Lease expenditures for the year ended December 31, 2012, totaled approximately \$1,387,000 for component units.

Primary Government and Component Units		Future Minimum Lease Payments	
		Component Units	Year Ended December 31
	Year Ended June 30	Amount	Amount
2014	\$ 77,954	2014	\$ 12,171
2015	66,072	2015	7,342
2016	55,753	2016	5,073
2017	48,198	2017	4,928
2018	38,488	2018	3,837
2019-2023	88,445	2019-2023	12,916
2024-2028	5,880	2024-2028	9,935
2029-2033	2,755	2029-2033	10,171
2034-2038	-	2034-2038	2,603
Total	<u>\$ 383,525</u>	Total	<u>\$ 68,976</u>
			<u>86</u>
			<u>\$ 4,718</u>

Note 12 – Long-Term Liabilities – Primary Government

Primary Government Long-Term Liabilities Year Ended June 30, 2013 (In Thousands)						
Governmental Activities	Beginning Balances	Increases	Decreases	Ending Balances	Amounts Due Within One Year	
Liabilities For:						
General Obligation Bonds	\$ 5,772,034	\$ 718,656	\$ 333,154	\$ 6,157,536	\$ 330,482	
Revenue Bonds	794,574	-	784,314	10,260	955	
State General Fund Appropriation Bonds	-	778,363	3,593	774,770	33,930	
Loans	28,612	18,817	11,447	35,982	17,692	
Due to Component Unit	16,684	1,597	3,101	15,180	2,389	
Capital Leases	144,319	-	29,019	115,300	8,479	
Certificates of Participation	70,742	-	21,302	49,440	6,855	
Claims	789,203	38,010	118,509	708,704	108,759	
Compensated Absences	279,444	247,370	243,244	283,570	36,288	
Net Other Postemployment Obligation	166,156	59,018	32,573	192,601	-	
Net Pension Obligation	97,743	62,204	45,703	114,244	-	
Total	\$ 8,159,511	\$ 1,924,036	\$ 1,625,959	\$ 8,457,587	\$ 545,529	
Business-type Activities						
Liabilities For:						
General Obligation Bonds	\$ 249,636	\$ 21,347	\$ 20,662	\$ 250,321	\$ 19,328	
Revenue Bonds	431,962	89,955	51,409	470,498	24,375	
Loans	5,015	92	693	4,414	779	
Capital Leases	40,137	-	4,856	35,281	4,761	
Claims	6,937	2,443	4,402	4,978	2,389	
Compensated Absences	139,225	29,853	24,806	144,272	17,065	
Net Other Postemployment Obligation	26,303	8,213	5,603	28,913	-	
Total	\$ 899,205	\$ 151,903	\$ 112,431	\$ 938,677	\$ 68,697	

**Primary Government
Resources for Repayment of Long-Term Liabilities
(In Thousands)**

Governmental Activities	Governmental Activities		Internal Service Funds	Business-type Activities	Total
	General Fund	Special Revenue Funds			
Liabilities For:					
General Obligation Bonds	\$ 4,879,081	\$ 1,278,455	\$ -	\$ 250,321	\$ 6,407,857
Revenue Bonds	5,131	5,129	-	470,498	480,758
State General Fund Appropriation Bonds	774,770	-	-	-	774,770
Loans	-	-	7,300	28,682	4,414
Due to Component Unit	-	15,180	-	-	15,180
Capital Leases	114,469	831	-	35,281	150,581
Certificates of Participation	49,440	-	-	-	49,440
Claims	90,037	608,998	9,669	9,669	713,682
Compensated Absences	146,280	131,167	6,123	6,123	144,272
Net Other Postemployment Benefit Obligation	192,075	-	526	526	221,514
Net Pension Obligation	114,244	-	-	-	114,244
Total	\$ 6,365,527	\$ 2,047,060	\$ 45,000	\$ 938,677	\$ 9,396,264

The following tables show principal and interest payment schedules for general obligation bonds, revenue bonds, state General Fund appropriation bonds, loans, due to component unit, capital leases, and certificates of participation. There are no payment schedules for claims, compensated absences, net other postemployment benefit obligation, and net pension obligation.

Primary Government General Obligation Bonds Principal and Interest Payments (In Thousands)						
Year Ended June 30	Governmental Activities			Business-type Activities		
	Principal	Interest	Principal	Interest	Principal	Interest
2014	\$ 330,482	\$ 251,288	\$ 19,328	\$ 11,164	\$ 349,810	\$ 262,452
2015	496,280	233,069	18,925	9,849	515,205	242,918
2016	467,470	210,040	18,470	8,927	485,940	218,967
2017	448,444	188,014	17,636	8,019	466,080	196,033
2018	428,819	166,957	17,511	7,156	446,330	174,113
2019-2023	1,714,517	564,493	77,118	23,768	1,791,635	588,261
2024-2028	1,168,248	215,319	50,157	7,986	1,218,405	223,285
2029-2033	456,270	31,837	13,500	888	469,770	32,705
Total	\$ 5,510,530	\$ 1,861,017	\$ 232,645	\$ 77,717	\$ 5,743,175	\$ 1,938,734
Bond Premium	\$ 647,006	\$ -	\$ 17,676	\$ -	\$ 664,682	\$ -
Total	<u>\$ 6,157,536</u>	<u>\$ 1,861,017</u>	<u>\$ 250,321</u>	<u>\$ 77,717</u>	<u>\$ 6,407,857</u>	<u>\$ 1,938,734</u>

Primary Government State General Fund Appropriation Bonds Principal and Interest Payments (In Thousands)						
Year Ended June 30	Governmental Activities			Business-type Activities		
	Principal	Interest	Principal	Interest	Principal	Interest
2014	\$ 20,081	\$ 925	\$ 779	\$ 180	\$ 20,860	\$ 1,105
2015	11,182	400	429	157	11,611	557
2016	9,102	310	410	139	9,512	449
2017	5,285	218	366	123	5,651	341
2018	648	133	390	106	1,038	239
2019-2023	2,928	467	1,330	307	4,258	774
2024-2028	1,603	188	628	51	2,231	239
2029-2033	333	9	82	-	415	9
Total	<u>\$ 51,162</u>	<u>\$ 2,650</u>	<u>\$ 4,414</u>	<u>\$ 1,063</u>	<u>\$ 55,576</u>	<u>\$ 3,713</u>

Primary Government Revenue Bonds Principal and Interest Payments (In Thousands)						
Year Ended June 30	Governmental Activities			Business-type Activities		
	Principal	Interest	Principal	Interest	Principal	Interest
2014	\$ 955	\$ 437	\$ 24,375	\$ 18,931	\$ 25,330	\$ 19,398
2015	995	396	28,490	17,819	27,485	18,215
2016	1,040	351	27,375	16,819	28,415	17,170
2017	1,085	303	29,006	15,721	30,090	16,024
2018	1,130	253	30,000	14,561	31,130	14,814
2019-2023	5,055	468	139,975	54,472	145,030	54,940
2024-2028	-	-	107,885	25,304	107,885	25,304
2029-2033	-	-	58,960	6,273	58,960	6,273
2034-2038	-	-	3,885	58	3,885	58
Total	\$ 10,260	\$ 2,208	\$ 447,950	\$ 169,958	\$ 458,210	\$ 172,166
Bond Premium	-	-	22,548	-	22,548	-
Total	<u>\$ 10,260</u>	<u>\$ 2,208</u>	<u>\$ 470,498</u>	<u>\$ 169,958</u>	<u>\$ 480,758</u>	<u>\$ 172,166</u>

Debt Service Fund

Minnesota Statutes, Section 16A.641, provides for an annual appropriation for transfer to the Debt Service Fund. The amount of the appropriation is to be such that, when combined with the balance on hand in the Debt Service Fund on December 1 of each year for state bonds, it will be sufficient to pay all general obligation bond principal and interest due and to become due through July 1 in the second ensuing year. If the amount appropriated is insufficient when combined with the balance on hand in the Debt Service Fund, the state constitution requires the state auditor to levy a statewide property tax to cover the deficiency. No such property tax has been levied since 1969 when the law requiring the appropriation was enacted.

During fiscal year 2013, Minnesota Management and Budget made the necessary transfers to the Debt Service Fund as follows:

		Primary Government Capital Leases Principal and Interest Payments (In Thousands)		Business-type Activities		Total
Year Ended June 30	Principal	Interest	Principal	Interest	Principal	Interest
2014	\$ 8,479	\$ 5,285	\$ 4,761	\$ 1,025	\$ 13,240	\$ 6,320
2015	8,309	5,139	4,533	1,112	12,842	6,251
2016	8,658	4,764	4,353	1,205	13,011	5,969
2017	8,973	4,374	4,275	1,295	13,248	5,669
2018	9,305	3,968	4,264	1,252	13,569	5,220
2019-2023	53,417	12,705	11,297	4,797	64,714	17,502
2024-2028	18,159	1,176	971	353	19,130	1,529
2029-2033	-	-	827	9,182	827	9,182
Total	<u>\$ 115,300</u>	<u>\$ 37,421</u>	<u>\$ 35,281</u>	<u>\$ 20,221</u>	<u>\$ 150,581</u>	<u>\$ 57,642</u>

Primary Government Certificates of Participation Principal and Interest Payments (In Thousands)		Business-type Activities		Total
Year Ended June 30	Principal	Interest	Principal	Interest
2014	\$ 6,855	\$ 2,114	-	-
2015	7,130	1,840	-	-
2016	7,410	1,554	-	-
2017	7,745	1,222	-	-
2018	8,135	834	-	-
2019 - 2023	8,540	426	-	-
Total	\$ 45,815	\$ 7,990	-	-
Premium on Certificates of Participation	<u>\$ 3,625</u>	<u>-</u>	<u>\$ 49,440</u>	<u>\$ 7,990</u>
Total	<u>\$ 49,440</u>	<u>\$ 7,990</u>	-	-

General Obligation Bond Issues

In August 2012, the state issued \$658,500,000 general obligation bonds, Series 2012A through Series 2012C.

- Series 2012A for \$422,000,000 in state various purpose bonds were issued at a true interest rate of 2.05 percent.
- Series 2012B for \$234,000,000 in state trunk highway bonds were issued at a true interest rate of 2.38 percent.
- Series 2012C for \$2,500,000 in state taxable bonds were issued at a true interest rate of 1.03 percent.

The state remains contingently liable to pay its advance refunded general obligation, revenue, and certificate of participation bonds as shown in the following table.

Primary Government Outstanding Defeased Debt (In Thousands)					
General Obligation Bonds					
Refunding Date	Refunding Amount	Refunded Amount	June 30, 2013 Outstanding Amount	Refunded Bond Call/Maturity Date	
November 29, 2011	\$ 76,804	\$ 74,345	\$ 74,545	August 1, 2013	
November 29, 2011	14,574	14,145	14,145	October 1, 2013	
November 29, 2011	53,705	52,125	52,125	November 1, 2013	
November 29, 2011	21,868	21,225	21,225	December 1, 2013	
November 29, 2011	28,586	27,745	27,745	June 1, 2014	
	\$ 195,537	\$ 189,785	\$ 189,785		
Revenue Bonds (Refunded by State General Fund Appropriation Bonds)					
Refunding Date	Refunding Amount	Refunded Amount	June 30, 2013 Outstanding Amount	Refunded Bond Call/Maturity Date	
November 21, 2011	\$ 33,930	\$ 36,900	\$ 36,900	March 1, 2014	
November 21, 2011	20,735	37,785	37,785	March 1, 2015	
	\$ 54,665	\$ 74,685	\$ 74,685		
Certificate of Participation					
Refunding Date	Refunding Amount	Refunded Amount	June 30, 2013 Outstanding Amount	Refunded Bond Call/Maturity Date	
December 18, 2012	NA	\$ 1,720	\$ 1,720	June 1, 2014	
December 18, 2012	NA	1,790	1,790	June 1, 2015	
December 18, 2012	NA	7,985	7,985	June 1, 2016	
	NA	\$ 11,495	\$ 11,495		

The following table is a schedule of general obligation bonds authorized, but unissued, and bonds outstanding as of June 30, 2013. This schedule includes all general obligation bonds that were sold, including bonds sold for the State Operated Community Services and State Colleges and Universities funds (enterprise funds).

Primary Government Bonds Authorized, but Unissued, and Bonds Outstanding (In Thousands)					
General Obligation Bonds Authorized, but Unissued, and Bonds Outstanding As of June 30, 2013					
Purpose		Authorized But Unissued	Amount Outstanding	Interest Rates	Range - %
State Building	\$	698	\$ 1,080	5.00	
State Operated Community Services	-			1,446	5.00
State Transportation	60			229,390	4.00 - 5.00
Maximum Effort School Loan	-			20,480	5.00
Rural Finance Authority	36,000			47,000	1.35 - 5.50
Refunding Bonds	-			1,257,445	1.75 - 5.00
Trunk Highway	1,337,498			1,278,455	2.00 - 5.00
Various Purpose	1,133,357			2,907,879	2.25 - 5.00
Total	\$ 2,507,613			\$ 5,743,175	

State General Fund Appropriation Bonds

On October 31, 2012, the Minnesota Supreme Court concluded that the Appropriation Refunding Bonds do not constitute public debt for which the state has pledged its full faith, credit and taxing powers. The Minnesota Supreme Court held that, accordingly, the bonds are not subject to the Minnesota Constitution's Article XI, Section 5, restrictions on the use of the proceeds of "public debt." Resulting from the decision of this court case, on November 21, 2012, the state sold state General Fund appropriation refunding bonds. The bonds were issued for the purpose of refunding tobacco settlement revenue bonds Series 2011A and Series 2011B of the Tobacco Securitization Authority. These appropriation bonds are payable only from amounts appropriated by the legislature of the state.

Minnesota Statutes, Section 16A.965, authorizes the state to issue up to \$600 million of state General Fund appropriation bonds for the purpose of financing up to \$498 million for the state and City of Minneapolis' share of the costs of a professional football stadium project of the Minnesota Sports Facilities Authority (component unit) that was created for that purpose by Minnesota Statutes, Chapter 473.1. The state has commenced the financing process. In addition, the Minnesota Pay-for-Performance Act of 2011 authorized issuance of up to \$10 million bond proceeds as incentive payments to service providers for certain financial outcomes that will result in decreased costs or increased revenues to the state.

State General Fund Appropriation Bond Issues

In November 2012, the state issued \$656,220,000 state General Fund appropriation refunding bonds, Series 2012A and Series 2012B:

- Series 2012A for \$54,665,000 in state taxable bonds were issued at a true interest rate of .61 percent.

- Series 2012B for \$601,555,000 in state tax-exempt bonds were issued at a true interest rate of 2.46 percent.

The following table is a schedule of state General Fund appropriation bonds authorized, but uninsured as of June 30, 2013.

Primary Government State General Fund Appropriation Bonds Authorized, but Unissued, and Bonds Outstanding As of June 30, 2013 (In Thousands)				
Purpose	Authorized But Unissued	Amount Outstanding	Interest Rates Range - %	
Professional Football Stadium	\$ 600,000	\$ -	NA	
Pay-for-Performance	10,000	-	NA	
Refund Tobacco Securitization Authority	<u>\$ 610,000</u>	<u>\$ 656,220</u>	0.43 - 5.00	
Total				

Loans Payable and Due to Component Unit

Governmental activities loans are loans relating to the Trunk Highway Fund (special revenue fund). Loans outstanding of \$7,300,000 were from local government entities to finance certain trunk highway projects. In addition, \$15,180,000 in loans from the Public Facilities Authority (component unit – Due to Component Unit) were outstanding for transportation projects. Other governmental activities loans are internal service fund loans for equipment purchases.

Business-type activities loans are loans to purchase equipment and loans from energy companies to improve energy efficiencies in the colleges and universities.

Capital Leases

In 2006, the state entered into capital lease agreements with St. Paul Port Authority (SPPA) - not part of the state's reporting entity to purchase two newly constructed buildings on state-owned land for \$180,005,000. Lease payments are scheduled over 20 years and approximate the debt service payments of SPPA. The leases meet the criteria of a capital lease as defined by Financial Accounting Standards Board Statement of Financial Accounting Standards No. 13, "Accounting for Leases," which defines a lease generally as one that transfers benefits and risk of ownership to the lessee. The terms of each agreement provide options to purchase the buildings under a bargain purchase option. In May 2013, the SPPA issued refunding bonds of \$115,760,000. The proceeds of the bonds will be applied to refund SPPA's outstanding revenue bonds. The lease agreement was amended to approximate the debt service payments of SPPA refunding bonds. The state has other capital lease agreements to purchase equipment that meets the above criteria.

Certificates of Participation

In August 2009, the state issued \$74,980,000 of certificates of participation (COPs) at a true interest rate of 2.88 percent to finance the acquisition of computer software development intangible assets. The proceeds are funding two projects for developing a) the state's statewide financial and procurement system and b) the state's integrated tax accounting system. The COPs were issued under a trust agreement with U.S. Bank, NA, trustee, who will collect rental payments according to the principal and interest schedule pursuant to the Technology Systems Lease Purchase Agreement for remittance to the investors. The COPs are not general or moral obligations of the state and no revenues are pledged to

- Series 2012B for \$601,555,000 in state tax-exempt bonds were issued at a true interest rate of either or both projects and take whatever action at law which may appear necessary to collect rental payment(s). In December 2012, due to the completion of the integrated tax accounting system project, there was a partial defeasance of COPs of \$11,495,000.

Revenue Bonds Payable

In July 2006, \$15,145,000 of revenue bonds were issued to provide grants to school districts located in the state's taconite assistance area (as defined in statute) and for bond administrative costs. Minnesota Laws of 2005, Chapter 152, Article 1, Section 39 as amended; Minnesota Statutes, Section 298.2211; and an order of the Commissioner of Iron Range Resources and Rehabilitation authorized the issuance of the bonds. To repay the bonds, the Iron Range Resources and Rehabilitation Board has pledged future appropriations of the annual distribution of taconite production tax revenues to the Iron Range Resources and Rehabilitation Trust Fund (special revenue fund). These tax distributions, totaling \$1,412,000 for fiscal year 2013, have averaged approximately less than five percent of the state's total annual taconite production tax revenues over the last five years. The debt service on the bonds is payable solely from these taconite production tax distributions. The interest rates on the bonds are 4.00 percent (7 years) and 4.50 percent (thereafter) over the 15 year term of the bonds. Bonds maturing on and after October 1, 2014, are subject to optional redemption. For fiscal year 2013, principal and interest paid by the Iron Range Resources and Rehabilitation Board on the bonds was \$1,390,000. The total principal and interest remaining to be paid as of June 30, 2013, is \$12,468,000 payable through November 2022.

The state is authorized by Minnesota Statutes, Section 403.275, and by Minnesota Statewide Radio Board resolution to issue revenue bonds for the current development phase of a public safety radio communications system. On November 1, 2006, \$35,000,000 in revenue bonds were issued at a true interest rate of 3.76 percent. On November 13, 2008, \$42,205,000 in revenue bonds were issued at a true interest rate of 4.60 percent. On October 22, 2009, \$60,510,000 in revenue bonds were issued at a true interest rate of 3.17 percent. On August 16, 2011, \$60,380,000 in revenue bonds were issued at a true interest rate of 2.96 percent. The state has pledged future 911 fee revenues to repay the debt. The debt service on these bonds is payable solely from the revenues derived from the 911 fee assessed on wireless and wire-line telephone service. Annual principal and interest payments on the bonds are expected to require less than 30 percent of the total 911 fee revenues. The total principal and interest remaining to be paid on the bonds as of June 30, 2013, is \$79,247,000, payable through June 2026. Principal and interest paid during fiscal year 2013 and total 911 fee revenues were \$18,289,000 and \$63,222,000, respectively. The bonds are accounted for in the 911 Services Fund (enterprise fund) and are insured by a financial guaranty insurance policy issued by MBIA Insurance Corporation.

Minnesota State Colleges and Universities (MSCU) (enterprise fund) is authorized by Minnesota Statutes, Section 136F.98, to issue revenue bonds whose aggregate principal shall not exceed \$40,000,000 at any time. The proceeds of these bonds are used to finance the acquisition, construction, and remodeling of buildings for dormitory, residence hall, parking ramps, student union, and food service purposes at state universities. Revenue bonds currently outstanding have interest rates of 0.45 percent to 5.75 percent. The revenue bonds are payable solely from, and collateralized by, an irrevocable pledge of revenues to be derived from the operation of the financed buildings and from student fees. These revenue bonds are payable through 2034. Annual principal and interest payments on the bonds are expected to require less than 24 percent of net revenues. The total principal and interest remaining to be paid on the bonds is \$436,243,000. Principal and interest paid for the current year and total customer net revenues were \$22,704,000 and \$10,368,000, respectively.

Itasca Community College issued revenue bonds through the Itasca County Housing Redevelopment Authority that are payable through 2025. These bonds are payable solely from, and collateralized by, an irrevocable pledge of revenues to be derived from the operation of the financed buildings. Annual principal and interest payments on the bonds are expected to require less than 40 percent of net revenues. The total principal and interest remaining to be paid on the bonds is \$2,418,000. Principal and interest paid and total customer net revenues during fiscal year 2013 were \$166,000 and \$450,000, respectively. These revenue bonds have a variable interest rate of .75 percent to 3.65 percent.

Claims

Municipal solid waste landfill liabilities of \$142,032,000 for closure and postclosure care claims are payable from the Environmental and Remediation Fund (special revenue fund) and the General Fund. The state has assumed responsibility for the long-term care of certain closed municipal solid waste facilities. Minnesota Statutes, Section 115B.39, established the landfill cleanup program to provide environmental response to qualified, state-permitted, closed landfills. The state is responsible, in perpetuity, for performing cleanup and final closure work, as well as all postclosure maintenance and monitoring, at qualifying sites. There are currently 109 landfills in the program. Funding for the state's ongoing claims at these landfills comes from the Environmental and Remediation Fund (special revenue fund). The Environmental and Remediation Fund includes revenues from insurance recovery proceeds and financial assurance from previous owners and operators. Proceeds from the sale of state general obligation bonds, accounted for in the Building Fund (capital projects fund) and repaid by the General Fund, have been used for design and construction work at the publicly-owned landfills in the program. Estimated landfill closure and postclosure liabilities include planned response actions, future unknown additional remedies which have some probability of occurring, future replacement of some remedial systems, and administrative costs. Since costs are estimated at current value, actual costs could be different because of inflation, changes in technology, inclusion of additional qualifying sites or changes in regulations, and future unanticipated response actions.

The state of Minnesota is financially responsible to remediate certain known pollution present on either state-owned or non-state-owned land. In most cases, the state voluntarily assumes responsibility for site assessment and clean-up activities when the responsible party cannot be found or is financially unable to perform the remediation. Pollution remediation obligations as of June 30, 2013, were \$48,065,000. Of this total, \$31,979,000 was the liability for remediation on sites designated pursuant to state or federal superfund laws. The pollution remediation amounts are estimated through an analysis of existing polluted sites. The liabilities are based on the weighted average of the pollution remediation outlays expected to be incurred to settle those liabilities. Because the liabilities are measured at their current value, they are subject to change due to inflation, technology improvements, or changes to applicable laws and regulations. Funding for the state's pollution remediation primarily comes from the Environmental and Remediation Fund (special revenue fund), which was established under Minnesota Statutes, Section 116.155, and the Petroleum Tank Cleanup Fund (special revenue fund), which was established under Minnesota Statutes, Section 115C.08.

The governmental activities and business-type activities liability for workers' compensation of \$102,380,000 and \$4,978,000, respectively, are based on claims filed for injuries to state employees occurring prior to June 30, 2013, and is an undiscounted estimate of future payments. The liability will be liquidated using future resources at unspecified times.

Claims of \$32,700,000 are for workers' compensation claims of employees of uninsured and bankrupt Compensation Fund (special revenue fund).

Claims of \$373,500,000 are for reimbursements of supplementary and second injury benefits for old workers' compensation injuries. Legislative action ended both the supplementary and second injury programs. The claim amount represents the estimated discounted (5.00 percent) cost of supplementary benefits for injuries prior to October 1, 1995, and second injury program benefits for injuries prior to July 1, 1992. Without alteration by settlements, the liability is expected to extend to approximately the year 2052 for supplemental benefits and 2042 for second injuries.

The remaining \$9,669,000 is for claims in the Risk Management Fund (internal service fund).

Compensated Absences

The compensated absences liability for governmental activities and business-type activities of \$283,570,000 and \$144,272,000 respectively, are primarily for vacation leave and vested sick leave, which are payable as severance pay under specific conditions. Both amounts are paid in cash only when an employee terminates state employment. This obligation will be liquidated using future resources at unspecified times.

Arbitrage Liabilities

An arbitrage rebate payable to the federal government is required by the Tax Reform Act of 1986 and U.S. Treasury regulations and penalties if there are excess earnings on tax-exempt bond proceeds and debt service reserves. For fiscal year 2013, the state did not have excess earnings on tax-exempt bond proceeds and debt service.

Revenue Bonds Payable – Fiduciary Funds

On June 1, 2000, the state of Minnesota issued revenue bonds totaling \$29,000,000 on behalf of the state's three retirement systems. Minnesota Statutes, Section 356.89, authorized the issuance of the revenue bonds for the construction of an administrative office building. On August 9, 2012, the state of Minnesota issued revenue refunding bonds totaling \$21,880,000 on behalf of the state's three retirement systems at a true rate of 1.63%. Minnesota Statutes, Section 356B.10, authorized the issuance of the revenue bonds for a current refunding of the \$29,000,000 Retirement System Building Revenue Bonds, Series 2000, which were issued for the construction of an administrative office building. The revenue refunding bonds have an interest rate of 1.63 percent and are not general obligations of the state. The bonds are backed by the assets of the three retirement systems, excluding assets segregated for retired employees and assets of the systems' defined contribution funds.

The debt service payments are allocated to each system based on the percentage interest each has in the facility. For fiscal year 2013, principal and interest paid by the State Employees Retirement Fund (SERF), Teachers Retirement Fund (TRF), and Public Employees Retirement Fund (PERF) was \$2,087,000. The total principal and interest remaining to be paid as of June 30, 2013, is \$ 23,875,000, payable through 2025.

**Long-Term Debt Repayment Schedule
Fiduciary Funds
Revenue Bonds – SERF, TRF, and PERF
(In Thousands)**

	Year Ended June 30	Principal	Interest
2014	\$ 1,570	\$ 500	
2015	1,610	468	
2016	1,645	436	
2017	1,675	403	
2018	1,710	370	
2019 - 2023	9,170	1,319	
2024 - 2028	2,845	154	
Total	\$ 20,225	\$ 3,650	
Bond Premium	<u>1,489</u>	<u>–</u>	
Total	<u>\$ 21,714</u>	<u>\$ 3,650</u>	

Note 13 – Long-Term Liabilities – Component Units

Revenue and General Obligation Bonds

Housing Finance Agency (HFA) is authorized by Minnesota Statutes, Section 462A.06, to issue bonds and notes to provide funds for rehabilitation, construction, and mortgage loans, or to refund bonds to sponsors of residential housing for families of low and moderate income. The amount outstanding on these bonds at any time shall not exceed \$5,000,000,000, according to Minnesota Statutes, Section 462A.22. The principal amount of revenue bonds outstanding on June 30, 2013, net of unamortized discounts/premiums, was \$2,136,183,000.

Metropolitan Council (MC) issues general obligation bonds for parks, solid waste disposal systems, sewers, and transportation projects, backed by the full faith and credit and taxing powers of MC. MC had \$1,795,309,000 in general obligation bonds and general anticipation grant anticipation notes and \$1,388,000 of revenue bonds outstanding on December 31, 2012, both net of unamortized discounts/premiums.

University of Minnesota (U of M) issues general obligation bonds and revenue bonds for capital projects. On June 30, 2013, the principal amount of general obligation bonds and revenue bonds outstanding, net of unamortized discounts/premiums, was \$699,634,000 and \$298,951,000, respectively.

Agricultural and Economic Development Board (AEDB) issues revenue bonds to provide loans for agricultural and economic projects. On June 30, 2013, the principal amount of revenue bonds outstanding was \$1,460,000.

Office of Higher Education (OHE) is authorized by Minnesota Statutes, Sections 136A.171-175, to issue revenue bonds and notes to finance guaranteed loans for students attending eligible post-secondary educational institutions. The amount outstanding on these bonds at any one time, not including refunded bonds or otherwise defased or discharged bonds, shall not exceed \$350,000,000, according to Minnesota Statutes, Section 136A.171. On June 30, 2013, the outstanding principal of revenue bonds was \$59,321,000, net of unamortized discounts/premiums.

Public Facilities Authority (PFA) is authorized by Minnesota Statutes, Section 446A.04, to issue revenue bonds to make loans to municipalities for wastewater treatment facilities. The amount outstanding on these bonds at any time shall not exceed \$1,500,000,000, according to Minnesota Statutes, Section 446A.12. The principal amount of bonds outstanding on June 30, 2013, net of unamortized discounts/premiums, was \$1,088,588,000.

Loans and Notes Payable

Metropolitan Council received loans from the Minnesota Housing Finance Authority in 2002 and 2004 for \$400,000, and \$730,000, respectively. In 2004, MC received a \$275,000 loan from Hennepin County Housing and Redevelopment Authority for a total of \$1,405,000 of loans outstanding on December 31, 2012. The terms of the loan agreements are 30 years, although they may be extended indefinitely if all the terms of the loan agreement are met.

University of Minnesota issued tax-exempt commercial paper notes which are backed by U of M's self-liquidity and supported by a line of credit with a major commercial bank. On June 30, 2013, the outstanding commercial paper notes was \$230,050,000. U of M intends to hold the commercial paper notes as a long-term financing vehicle.

National Sports Center Foundation refinanced a majority of its existing debt with a new bank in 2012. On December 31, 2012, the total outstanding loans and notes payable was \$5,974,000.

Capital Leases

On December 1, 2004, Metropolitan Council entered into an annual appropriation lease purchase agreement for land and facilities. The lease is subject to non-appropriation by MC in which event the lease is terminated and there is no obligation of MC for future lease payments. MC intends to continue the lease through its entire term.

University of Minnesota has seven distinct capital leases. Three of the seven are financed through third-party financing for the purchase of fleet vehicles and other equipment. The remaining four capital leases have payments being paid directly to the lessor and represent leases for buildings and equipment.

	Component Units			U of M			
	General Obligation Bonds		(In Thousands)	Year Ended		Principal	Interest
	Major Component Units	MC ⁽¹⁾		December 31	June 30		
2013	\$ 137,750	\$ 49,963	2014	\$ 35,583	\$ 30,658		
2014	181,119	46,301	2015	31,767	29,342		
2015	281,394	40,048	2016	36,290	27,764		
2016	207,326	30,630	2017	37,680	26,122		
2017	93,087	26,401	2018	39,495	24,341		
2018-2022	456,824	93,750	2019-2023	157,470	96,843		
2023-2027	278,194	34,544	2024-2028	135,230	62,308		
2028-2032	91,556	5,815	2029-2033	118,585	26,919		
2033-2037	-	-	2034-2038	57,870	6,025		
Total	\$ 1,727,250	\$ 327,452	Total	\$ 649,970	\$ 350,322		
	Unamortized Discounts/ Premiums and Issuance Costs	58,059		49,684	-		
Total	\$ 1,785,309	\$ 327,452	Total	\$ 699,634	\$ 350,322		

⁽¹⁾ MC general obligation bonds include general obligation grant anticipation notes of \$100 million issued in calendar year 2012.

⁽²⁾ MC interest is net of Build America Bonds federal subsidy.

Component Units		Revenue Bonds		Major Component Units (In Thousands)		U of M		U of M	
Year Ended June 30	HFA ⁽¹⁾	Principal	Interest	Principal	Interest	Year Ended December 31	Principal	Interest	
2014	\$ 42,040	\$ 69,134	\$ 10,358	\$ 13,246	2013	\$ 1,365	\$ 27		
2015	50,700	63,960	7,712	12,816	2014	-	-		
2016	46,785	67,587	9,350	12,985	2015	-	-		
2017	49,625	66,200	9,830	11,911	2016	-	-		
2018	50,150	64,715	10,330	11,407	2017	-	-		
2019-2023	260,810	297,584	60,025	48,669	2018-2022	-	-		
2024-2028	336,575	245,643	76,800	31,893	2023-2027	-	-		
2029-2033	417,900	177,962	55,350	14,781	2028-2032	-	-		
2034-2038	445,390	104,389	35,135	3,050	2033-2037	-	-		
2039-2043	400,062	37,292	-	-	2038-2042	-	-		
2044-2048	17,670	1,331	-	-	2043-2047	-	-		
2049-2053	3,519	121	-	-	2048-2052	-	-		
Total	\$2,121,126	\$1,200,918	\$ 274,890	\$ 160,158	Total	\$ 1,365	\$ 27		
Unamortized Discounts/ Premiums and Issuance Costs	5,057	-	24,061	-		3	-		
Total	\$2,126,183	\$1,200,918	\$ 298,951	\$ 160,158	Total	\$ 1,368	\$ 27		

⁽¹⁾HFA bonds and notes payable include a \$10 million revolving line of credit liability, which is not included in this schedule.

Component Units		Capital Leases		Major Component Units (In Thousands)		U of M	
Year Ended December 31	MC	MC	MC	MC	MC	Year Ended June 30	Principal
2013	\$ 1,030	2014	\$ 1,030	2015	2016	\$ 5,119	\$ 5,119
2014	-	2015	1,031	2016	2017	5,196	5,196
2015	-	2016	1,026	2017	2018	5,211	5,211
2016	-	2017	1,029	2018	2019-2023	4,875	4,875
2017	-	2018	1,026	2019-2023	5,123	4,763	4,763
2018-2022	-	2019-2023	-	2024-2028	3,063	18,196	18,196
2023-2027	-	2024-2028	-	Total	\$ 13,328	Total Principal	\$ 46,278
Total	\$ 10,225	Total Principal and Interest	\$ 10,225	Interest	(3,103)	Total Principal and Interest	\$ 14,988
							\$ 61,236

Office of Higher Education

Component Units						
Revenue Bonds						
Nonmajor Component Units (In Thousands)						
	AEDB	OH&E		PFA		
Year Ended	Principal	Interest	Principal	Interest	Principal	Interest
June 30	\$ 1,460	\$ 34	\$ 360	\$ 2,874	\$ 73,825	\$ 50,939
2014	-	-	1,135	2,867	77,620	47,293
2015	-	-	1,090	2,833	83,835	43,426
2016	-	-	3,045	2,800	78,475	39,282
2017	-	-	4,255	2,676	83,735	35,390
2018	-	-	68,760	10,363	395,985	113,217
2019-2023	-	-	13,765	5,120	199,160	39,362
2024-2028	-	-	6,995	2,765	52,240	4,269
2029-2033	-	-	37,400	2,063	-	-
2034-2038	-	-	124,000	1,825	-	-
2039-2043	-	-	333,489	983	-	-
2044-2048	-	-				
	\$ 1,460	\$ 34	\$ 594,294	\$ 37,169	\$ 1,044,885	\$ 373,178
Unamortized Discounts/Premiums and Issuance Costs						
Total	\$ 1,460	\$ 34	\$ 595,321	\$ 37,169	\$ 1,058,588	\$ 373,178

Variable Rate Debt

University of Minnesota

To protect against future interest rate fluctuations on U of M's general obligation bonds and for budgeting purposes, U of M entered into an interest rate swap. This was a freestanding pay-fixed, receive-variable interest rate swap which changed the variable interest rate bonds to synthetic fixed-rate bonds. At June 30, 2013, this swap was considered an ineffective hedge, where the change in fair value was included in investment income reported in the Statements of Activities. See Note 2 – Cash, Investments, and Derivative Instruments for more information.

The rates on the taxable Series 2008A bonds and tax-exempt Series 2008B bonds are determined by a remarketing agent. The rates on Series 2008A bonds and Series 2008B bonds cannot exceed 15.0 percent and 12.0 percent, respectively. The interest on the Series 2008A and Series 2008B bonds is payable monthly and semi-annually, respectively. No principal payments are required until final maturity.

The rates on the tax-exempt Series 2011A and 2011B bonds are determined by a remarketing agent. The rates on the Series 2011A and 2011B bonds cannot exceed 12.0 percent. The interest on the Series 2011A and 2011B bonds is payable monthly and no principal payments are required until final maturity. The annual effective interest rate was 4.62 percent for the year ended June 30, 2013.

The rates on the taxable Series 2012A bonds and tax-exempt Series 2012B bonds are determined by a remarketing agent. The rates on Series 2012A bonds and Series 2012B bonds cannot exceed 15.0 percent and 12.0 percent, respectively. The interest on the Series 2012A and Series 2012B bonds is payable monthly and semi-annually, respectively. No principal payments are required until final maturity throughout the life of the bonds with a mandatory redemption date at various years. All bond series are secured by the revenues derived by the Agency from student loans financed by the proceeds of the bonds.

Housing Finance Agency

As of June 30, 2013, all of the HFA interest rate swap agreements have been determined to be effective hedges, as defined by GASB 53. The fair value is displayed in the deferred inflows of resources as an interest rate swap agreement, whereas the inception-to-date change in fair value as of June 30, 2013, is included in the deferred outflows of resources as deferred loss on interest rate swap agreements on the Statement of Net Position. See Note 2 – Cash, Investment, and Derivative Instruments for more information.

Bond Defeasances

In prior years, U of M defeased various bonds by placing the proceeds from new bond issuances into an irrevocable trust to provide for all future debt-service payments on the old bonds. The amount defeased for general obligation bonds 1982 and 1996 Series A was \$271,635,000 with \$44,375,000 outstanding as of June 30, 2013. Neither the outstanding indebtedness nor the related trust account assets for these bonds are included in the U of M's financial statements as of June 30, 2013.

Note 14 – Segment Information

The types of goods or services provided by each segment are as follows:

- MnSCU Revenue Fund constructs, maintains, and operates college buildings for residence hall, student union, parking and wellness purposes.
- MnSCU Itasca Residence Hall accounts for the construction of student housing at Itasca Community College.
- 911 Services Fund accounts for activities related to the enhancement of the state's 911 emergency response system.

Each segment has a revenue stream pledged to secure revenue bonds and provisions in the bond documents which require the separate reporting of each segment's financial operations and position.

Primary Government Segment Information Financial Data Year Ended June 30, 2013 (In Thousands)		Minnesota State Colleges and Universities	
		Itasca	911 Services
	Revenue Fund	Residence Halls	
Condensed Statement of Net Position			
Assets:			
Current Assets	\$ 81,700	\$ 89	\$ 69,970
Restricted Assets	139,858	293	-
Capital Assets	334,980	3,190	124,780
Total Assets	\$ 556,538	3,572	\$ 194,750
Liabilities:			
Current Liabilities	\$ 25,886	\$ 146	\$ 19,121
Noncurrent Liabilities	313,069	1,840	139,163
Total Liabilities	\$ 338,955	\$ 1,986	\$ 158,294
Net Position:			
Net Investment in Capital Assets	\$ 121,093	\$ 1,220	\$ -
Restricted	96,490	293	36,466
Unrestricted	-	73	-
Total Net Position	\$ 217,583	\$ 1,586	\$ 36,466
Condensed Statement of Revenues, Expenses and Changes in Fund Net Position			
Operating Revenues - Customer Charges	\$ 109,368	\$ 450	\$ 63,222
Depreciation Expense	(16,196)	(119)	(9,749)
Other Operating Expenses	(78,410)	(205)	(26,019)
Operating Income (Loss)	\$ 14,762	\$ 126	\$ 27,484
Nonoperating Revenues (Expenses):			
Interest Income	\$ 674	\$ 29	\$ 2
Capital Contributions	3,331	-	-
Interest Expense	(12,522)	(224)	(5,951)
Other	(312)	-	(24,368)
Transfers-in/Out	-	-	(685)
Change in Net Position	\$ 5,933	\$ (69)	\$ (3,548)
Beginning Net Position	211,650	1,655	29,473
Prior Period Adjustment	-	-	10,541
Erding Net Position	\$ 217,583	\$ 1,586	\$ 36,466
Condensed Statement of Cash Flows			
Net Cash Provided (Used) By:			
Operating Activities	\$ 35,211	\$ 243	\$ 37,240
Noncapital Financing Activities	-	150	(43,333)
Capital and Related Financing Activities	(3,641)	(333)	(25,041)
Investing Activities	213	21	2
Net Increase (Decrease)	\$ 31,783	\$ 81	\$ (31,132)
Beginning Cash and Cash Equivalents	\$ 160,064	\$ (2)	\$ 95,093
Erding Cash and Cash Equivalents	\$ 191,847	\$ 79	\$ 63,961

Note 15 – Contingent Liabilities

Public Employee Pension Funds

In addition to the pension trust funds included in the reporting entity (see Note 8 – Pension and Investment Trust Funds), the state is funding a portion of the unfunded liability for other public employee pension funds. Funding formulas contained in state statutes define the state's contributions to these local funds. Funding is provided in the state's biennial budget. The state is not liable for any additional portion of the unfunded liability without legislative action. The pension trust funds involved, the year-end for which the most current data is available, and the unfunded liabilities are described below:

Primary Government Contingent Liabilities (In Thousands)		
Fund	Liability as of	Unfunded Liability
St. Paul Teachers Retirement Fund	July 01, 2012	\$ 559,286
Duluth Teachers Retirement Fund	June 30, 2012	\$ 119,410
Local Police & Fire Associations	January 01, 2013	\$ 1,665

University of Minnesota

The University of Minnesota (U of M) issued state-secured revenue bonds to finance a football stadium on campus. In 2006, the Minnesota Legislature appropriated from the General Fund \$10.25 million per year not to exceed 25 years starting in 2008. Grants from the General Fund are conditioned upon satisfaction of certain requirements by the U of M. As of October 2013, there are \$109,300,000 of these U of M bonds outstanding.

U of M issued state-secured revenue bonds to finance Biomedical Science Research facilities. In 2008, the Minnesota Legislature appropriated from the General Fund amounts ranging from \$350,000 to \$15.55 million per year not to exceed 25 years starting in 2010. Grants from the General Fund are conditioned upon satisfaction of certain requirements by the U of M. As of October 2013, \$156,440,000 of these bonds are still outstanding. The U of M issued additional bonds of \$35,395,000 in October 2013 to fund the remaining portion of the project.

Housing Finance Agency

The Housing Finance Agency (HFA) issued state-secured appropriation bonds to provide funds for rehabilitation, construction and mortgage loans, or to refund bonds to sponsors of residential housing for families of low and moderate income. In 2008, the Minnesota Legislature appropriated from the General Fund up to \$2.4 million per year for 22 years starting in 2010. As of October 2013, there are \$29,680,000 of the HFA nonprofit housing bonds outstanding.

HFA issued state-secured appropriation bonds to finance housing infrastructure. In 2012, the Minnesota Legislature appropriated from the General Fund up to \$2.2 million per year starting in 2014 through 2036. HFA has issued \$15,460,000 of bonds as authorized in legislation.

School District Credit Enhancement Program

Minnesota Statutes established a school district credit enhancement program. If a school district is unable to pay its debt service due on school district and intermediate school district certificates of indebtedness, capital notes, certificate of participation, and general obligation bonds enrolled in the program, the legislature appropriates annually from the General Fund the amounts necessary to make the debt service payments. This amount is repaid to the General Fund through a reduction in state aid to the school district or intermediate school district, or the levy of an ad valorem tax which may be made with the approval of the Commissioner of Education. The total amount of debt rolled in the program at June 30, 2013, is \$15.1 billion. The state has not had to make any debt service payments on behalf of school districts or intermediate school districts under this program.

City and County Credit Enhancement Program

Minnesota Statutes established city and county credit enhancement program. If a city or county is unable to pay its debt service due on general obligation bonds enrolled in the program issued for the construction, improvement, or rehabilitation of certain projects or certain redevelopment, contaminated site cleanup, the legislature appropriates annually from the General Fund the amounts necessary to make the debt service payments. This amount is repaid to the General Fund through a reduction in state aid payable to the city or county, or the levy of an ad valorem tax which may be made with the approval of Public Facility Authority. The total general obligation bonds enrolled into the program on June 30, 2013, is \$632 million. In August 2013, the state made a \$603,000 debt service payment under the program on behalf of the City of Williams. The state does not expect to make any other debt service payments on behalf of cities or counties under the program in the future.

Note 16 – Equity

Restricted Net Position – Government-wide Statement of Net Position

The following table identifies the primary government's restricted net position in greater detail than is presented on the face of the financial statements:

Primary Government Restricted Net Position Balances As of June 30, 2013 (In Thousands)					
Restricted For:	Restricted by Constitution	Restricted by Enabling Legislation	Restricted by Other	Total	
Agricultural, Environmental and Energy Resources	\$ 318,856	\$ 882,898	\$ 14,986	\$ 1,216,740	
Arts and Cultural Heritage	24,010	-	-	24,010	
Capital Projects	-	-	4,536	4,536	
Debt Service	256,890	-	119,012	375,902	
Economic and Workforce Development	-	124,376	730	125,106	
General Education	-	43,139	2,840	45,979	
General Government	-	6,737	876	7,613	
Health and Human Services	-	1,762	6,037	7,799	
Higher Education	-	-	530,341	530,341	
Public Safety and Corrections	-	22,456	63,791	86,247	
School Aid - Expendable	5,947	-	-	5,947	
School Aid - Nonexpendable	965,954	-	-	965,954	
Transportation	1,354,976	22,115	-	1,377,091	
Unemployment Benefits	-	-	1,143,319	1,143,319	
Other Purposes	-	-	33,155	33,155	
Total Restricted Net Position	\$ 2,926,633	\$ 1,103,483	\$ 1,919,823	\$ 5,949,739	

Fund Balances – Primary Government

The following table identifies governmental fund balances of the primary government in greater detail than is presented on the face of the financial statements:

Governmental Funds Fund Balances As of June 30, 2013 (In Thousands)					
Fund Balances:	General Fund	Major Revenue Fund Federal Fund	Other Funds	Total	
Nonspendable:					
Inventory	\$ 750,071	-	-	\$ 26,784	\$ 26,784
Trust or Permanent Fund Principal	-	-	-	965,954	1,716,025
Restricted for:					
Agricultural, Environmental and Energy Resources	1,112	123	505,776	507,011	
Arts and Cultural Heritage	-	-	24,010	24,010	
Capital Projects	-	-	100,907	100,907	
Debt Service	-	-	591,683	591,683	
Economic and Workforce Development	65,976	-	89,260	155,236	
General Education	38,493	-	-	13,426	51,919
General Government	-	-	-	7,597	7,597
Health and Human Services	-	-	-	2,896	2,896
Public Safety	-	-	-	13,191	13,191
Transportation	-	-	-	1,405,343	1,405,343
Committed to:					
Agricultural, Environmental and Energy Resources	-	-	-	-	
Economic and Workforce Development	-	-	-	56,306	56,306
General Education	-	-	-	212,501	212,501
General Government	-	-	-	8,510	8,510
Health and Human Services	-	-	-	11,682	11,682
Public Safety	-	-	-	372,140	372,140
Transportation	-	-	-	34,172	34,172
Assigned to:					
Agricultural, Environmental and Energy Resources	41,785	-	-	-	
Capital Projects	-	-	-	1,152	1,152
Economic and Workforce Development	57,609	-	-	57,609	
General Education	9,421	-	-	9,421	
General Government	29,797	-	-	29,797	
Health and Human Services	41,455	-	-	41,455	
Higher Education	3,610	-	-	3,610	
Public Safety	32,287	-	-	32,287	
Transportation	3,598	-	-	3,598	
Unassigned:					
Total Fund Balances	\$ 1,234,765	\$ 123	\$ 4,461,118	\$ 5,746,006	

Deficit Equity Balances

A \$5,501,000 deficit total net asset balance was reported in the Behavioral Services Fund (enterprise fund) as of June 30, 2013. This fund's operations are being evaluated and a plan will be established to address this deficit.

Note 17 – Risk Management

Primary Government

The state is exposed to various risks of loss related to torts, to theft of, damage to, or destruction of assets; to errors and omissions; and to employer obligations. The state manages these risks through the Risk Management Fund (internal service fund), a self-insurance fund, and other insurance and self-funding mechanisms. All health plans are self-insured.

Risk Management Fund

State agencies may elect to participate in the Risk Management Fund (internal service fund), which offers auto, liability, property, and related coverage. The agencies pay a premium to participate in this coverage. All agencies that own state vehicles are required to purchase automobile liability coverage from the fund.

The property coverage offers an agency a range of deductibles from \$1,000 through \$250,000 per loss. The fund covers the balance of the claim up to \$1,000,000. Once annual aggregate losses paid by the Risk Management Fund reach \$2,500,000 in any one fiscal year, the reinsurer will provide coverage in excess of a \$25,000 maintenance deductible for each claim. Agencies electing not to participate in the Risk Management Fund, and not able to cover the losses from their operating budget, must seek other reimbursements or additional appropriations from the legislature.

The liability coverage is up to the statutory limit (tort claims cap) of \$500,000 bodily injury and property damage per person, and \$1,500,000 bodily injury and property damage per occurrence. The casualty reinsurance program provides \$10,000,000 excess of a \$1,000,000 retention to protect the state from auto and general liability claims that are extra-territorial, as well as for suits brought in federal court which would be outside the state's jurisdiction.

The Risk Management Fund purchases insurance policies for state agencies seeking insurance for specialized insurance needs for which the state does not self-insure. These coverages include aviation, medical malpractice, and foster care liability. The premiums for these policies are billed back to the agencies at cost.

Minnesota Statutes, Section 15.38, Subdivision 8, permits the purchase of insurance on state-owned buildings and contents.

All losses of state property are covered by programs of the Risk Management Fund, by insurance policies purchased in the commercial market, or are uninsured and become the liability of the state.

Tort Claims

State agencies may elect to participate in the Risk Management Fund and obtain coverage for selected exposures, subject to the tort claims limits. Agencies not electing to participate in the Risk Management Fund are responsible for paying the cost of claims from their operating budget. The legislature also makes an annual Tort Claim Appropriation to cover claims that would unduly impair agency operations. Agencies not able to cover claims through these two avenues must seek additional appropriations from the legislature. Tort claims brought outside Minnesota state jurisdiction and in federal court have unlimited liability exposure.

Workers' Compensation

The state, as a self-insured employer, assumes all risks for workers' compensation-related claims and provides workers' compensation insurance coverage for state employees. The program provides a full-service workers' compensation insurance program, including workplace safety and loss control, rehabilitative and return to work services, claim services, and legal services.

The program is required by state law to be a member of the Workers' Compensation Reinsurance Association (WCRA). WCRA reimburses the state for catastrophic workers' compensation claims that exceed the current retention amount of \$1,880,000.

The recovery of claim costs that are less than the WCRA retention amount is the responsibility of each state agency. State agencies may participate in either a 'pay-as-you-go' revolving fund or a premium pool cost allocation fund. These costs are paid from each agency's operating budget.

The state estimates the liability for reported claims that have not yet been settled. These costs include anticipated indemnity and medical benefits related to the reported claim.

State Employee Group Insurance Program

The Minnesota State Legislature created the Employee Insurance Fund (internal service fund), administered by the State Employee Group Insurance Program (SEGIP), to provide eligible employees and other eligible persons with life insurance and hospital, medical and dental benefits coverage through provider organizations. The Employee Insurance Fund is not associated with any other public risk pools. The fund type used to account for SEGIP fiscal activities is an internal service fund dedicated solely for the purpose of this program. A contingency reserve is maintained to increase the controls over medical plan provisions and other insurance costs for the purpose of moderating premium and claim fluctuations, and to assume all inherent risk associated with the self-funded insurance programs, which would also include losses to the fund.

SEGIP provides benefits coverage to employees by contracting with carriers through a network of providers throughout the state. SEGIP had settlements of \$2,973,157 greater than coverage during the fiscal year ended June 30, 2013.

In January 2000, the fund became fully self-insured for medical coverage and assumed all liability for medical claims. The self-funded programs within the fund establish claim liabilities based on estimates of the ultimate cost of claims (including future claim adjustment expenses) that have been reported but not paid, and of claims that have been incurred, but not reported. These estimates are agreed to by the insurance carriers and the state and are reviewed and are reviewed for accuracy and reasonableness. The estimates are based on claim experience and claim lag timetables provided by the carriers and do not include additional estimates for subrogation, salvage, or unallocated claim adjustments.

Public Employees Insurance Program

The Public Employees Insurance Program (PEIP) is a public entity risk pool currently operating as an insurance program. The risk pool was created by the Minnesota State Legislature to provide public employees and other eligible persons with life, insurance and hospital, medical and dental benefit coverage to result in a greater utilization of government resources and advance the health and welfare of the citizens of the state. The enabling legislation for PEIP is Laws of Minnesota, 1987, codified as Minnesota Statutes, Section 43A.336. Beginning in fiscal year 1998, medical benefits provided through PEIP became a self-insured program.

PEIP's membership as of June 30, 2013, was 4,887 members and their dependents. The members of the pool include 49 school districts, 5 counties, and 9 other public employers. PEIP provides medical benefits coverage to public employees through a self-insured statewide program administered through several private-sector claims administrators/managed care organizations, as well as fully insured life and dental coverage. The pool will be self-sustaining through member premiums and will reimburse for claims through its administrators/managed care organizations for stop-loss coverage for claims in excess of \$100,000.

The pool establishes claims liabilities based on estimates of the ultimate costs of claims (including future claim adjustment expenses) that have been reported, but not settled, and of claims that have been incurred, but not reported. The estimated amounts of reinsurance recoverable on unpaid claims are deducted from the liability for unpaid claims. The pool uses reinsurance agreements to reduce its exposure to large losses on all types of insured events. Reinsurance permits the recovery of a portion of losses from reinsurers, although it does not discharge the primary liability of the pool as direct insurer of the risks reinsured.

		Primary Government Self-Insured Claim Liabilities (In Thousands)		
		Beginning Claims Liability	Net Additions and Changes in Claims	Payment of Claims
Risk Management Fund				
Fiscal Year Ended 6/30/12	\$ 9,209	\$ 2,448	\$ 2,598	\$ 9,059
Fiscal Year Ended 6/30/13	\$ 9,059	\$ 2,841	\$ 2,231	\$ 9,669
Tort Claims				
Fiscal Year Ended 6/30/12	\$ -	\$ 1,381	\$ 1,381	\$ -
Fiscal Year Ended 6/30/13	\$ -	\$ 1,188	\$ 1,188	\$ -
Workers' Compensation				
Fiscal Year Ended 6/30/12	\$ 129,378	\$ 15,030	\$ 22,596	\$ 121,812
Fiscal Year Ended 6/30/13	\$ 121,812	\$ 6,780	\$ 20,956	\$ 107,633
State Employee Insurance Plans				
Fiscal Year Ended 6/30/12	\$ 47,624	\$ 645,863	\$ 636,351	\$ 57,136
Fiscal Year Ended 6/30/13	\$ 57,136	\$ 666,061	\$ 661,388	\$ 61,809

MC has self-administered workers' compensation claims for all divisions. Liabilities are reported when information is available that suggests there has been an occurrence with probable loss incurred. Liabilities include an amount for claims that have been incurred but not reported. Claims liabilities are re-evaluated periodically to consider recently settled claims, the frequency of claims, and other economic and social factors. Liabilities for incurred losses to be settled by fixed or reasonably determinable payments over a long period of time are reported at their present value using a discount rate of 2.89 percent. The self-insurance retention limit for workers' compensation is \$1,640,000 per single loss. For claims above the retention limit, the Workers' Compensation Reinsurance Association reimburses MC.

Primary Government Public Employee Insurance Program Medical Claims (In Thousands)		Year Ended June 30	
		2013	2012
Unpaid Claims and Claim Adjustment Expenses, Beginning		\$ 3,338	\$ 1,943
Incurred Claims and Claim Adjustment Expenses:			
Provision for Insured Events of Current Year	\$ 37,050	\$ 36,024	
Increases (Decreases) in Provision for Insured Events of Prior Years	37	585	
Total Incurred Claims and Claim Adjustment Expenses	<u>\$ 37,087</u>	<u>\$ 36,509</u>	
Payments:			
Claims and Claims Adjustment Expenses Attributable to Insured Events of Current Year	\$ 33,836	\$ 32,716	
Claims and Claims Adjustment Expenses Attributable to Insured Events of Prior Years	2,983	2,498	
Total Payments	<u>\$ 36,819</u>	<u>\$ 35,214</u>	
Total Unpaid Claims and Claim Adjustment Expenses, Ending	<u><u>\$ 3,606</u></u>	<u><u>\$ 3,338</u></u>	

Component Units

Housing Finance Agency

Housing Finance Agency (HFA) is exposed to various insurable risks of loss related to tort, theft of, damage to, or destruction of assets, errors or omissions, and employer obligations. HFA manages these risks through the primary government's insurance plans including the primary government's Risk Management Fund and through purchased insurance coverage. HFA retains the risk of loss, although there have been no settlements or actual losses in excess of coverage in the last three years. HFA participates in the State Employee Group Insurance Plan (SEGIP), which provides life insurance and hospital, medical, and dental benefits coverage through provider organizations. HFA also participates in the primary government's Workers' Compensation Program. Annual premiums are assessed by the program based on average costs and claims.

Metropolitan Council

Metropolitan Council (MC) is exposed to various risks of loss related to torts, theft of, damage to, and destruction of assets, errors and omissions, and to employer obligations. MC both purchases commercial insurance and self-insures for these risks of loss as discussed above. MC has not experienced significant reduction in insurance coverage from the prior year. MC has not had any settlements in excess of commercial coverage for the past three years.

MC purchases general liability insurance to protect all divisions of MC and recognizes a current liability for incurred, reported claims, and a long-term liability for claims incurred but not reported. Claims liabilities are calculated considering recent claim settlement trends including frequency and amount of payouts. Minnesota Statutes, Section 466.04, generally limits the MC's tort exposure to \$500,000 per claim and \$1,500,000 per occurrence for a claim arising on or after July 1, 2009. For claims arising earlier, the limits are \$400,000 per claim and \$1,200,000 per occurrence. In addition, an amount equal to twice these limits applies if the claim arises out of the release or threatened release of a hazardous substance.

University of Minnesota

University of Minnesota (U of M) is self-insured for medical malpractice, general liability, directors' and officers' liability, and automobile liability through RUMINCO, Ltd., a wholly-owned single parent captive insurance company. Claims are reported to a third-party administrator, which pays expenses and estimates claim liabilities. The total expense of a claim is estimated and booked as a liability when it is probable that a loss has occurred and the amount of the loss can be reasonably estimated in the year in which it is reported. In addition, an actuarial liability is established for incurred but not reported claims using a discount rate of 0.45 percent.

U of M is also self-insured for workers' compensation through an internally maintained fund. The internal fund for workers' compensation is maintained only to fund current year expected payouts. Excess insurance is maintained through the Workers' Compensation Reinsurance Association. Each year, an actuarial estimate of the U of M's liability for workers' compensation is compiled and recorded, but the liability is not funded in a separate reserve.

Component Units		Claims Liabilities (In Thousands)				
		Beginning Claims Liability	Net Additions in Claims	Payment of Claims	Ending Claims Liability	
Metropolitan Council - Workers' Compensation		\$ 18,746	\$ 5,572	\$ 6,470	\$ 17,848	
Fiscal Year Ended 12/31/11		\$ 17,848	\$ 4,612	\$ 6,008	\$ 16,452	
Fiscal Year Ended 12/31/12						
University of Minnesota - RUMINCO, Ltd.		\$ 7,863	\$ 2,110	\$ 1,831	\$ 8,142	
Fiscal Year Ended 6/30/12		\$ 8,142	\$ 801	\$ 1,762	\$ 7,181	
Fiscal Year Ended 6/30/13						
University of Minnesota - Workers' Compensation		\$ 11,965	\$ 2,969	\$ 3,360	\$ 11,574	
Fiscal Year Ended 6/30/12		\$ 11,574	\$ 2,999	\$ 2,813	\$ 11,760	
Fiscal Year Ended 6/30/13						
University of Minnesota - Medical/Dental		\$ 24,161	\$ 246,924	\$ 242,692	\$ 28,393	
Fiscal Year Ended 6/30/12		\$ 28,393	\$ 252,482	\$ 256,838	\$ 24,037	
Fiscal Year Ended 6/30/13						

Note 18 – Budgetary Basis vs. GAAP

Actual revenues, transfers-in, expenditures, encumbrances, and transfers-out on the budgetary basis do not equal those on the GAAP basis in the General Fund. This inequality results primarily from the differences in the recognition of accruals, reimbursements, deferred revenue, infrafund, and loan transactions, and from the budgetary basis of accounting for encumbrances. On the budgetary basis, encumbrances are recognized as expenditures in the year encumbered. The modified accrual basis of accounting recognizes expenditures when the goods or services are received, regardless of the year funds are encumbered. In addition, the GAAP General Fund includes several funds that are not included in the budgetary General Fund. A reconciliation of the fund balances under the two basis of accounting for the General Fund is provided in the following table.

General Fund Reconciliation of GAAP Basis Fund Balance to Budgetary Fund Balance As of June 30, 2013 (In Thousands)	
GAAP Basis Fund Balance:	\$ 1,284,765
Less: Encumbrances	\$ 127,443
Unassigned Fund Balance	\$ 1,157,322
 Basis of Accounting Differences:	
Revenue Accruals/Adjustments:	
Taxes Receivable	\$ (608,203)
Tax Refunds Payable	\$ 488,786
Human Services Receivable	\$ (125,447)
Escheat Asset	\$ (8,418)
Other Receivables	\$ (28,511)
Permanent School Fund Reimbursement	\$ (2,793)
Investments at Market	\$ 8,720
Expenditure Accruals/Adjustments:	
Medical Care Programs	\$ 787,879
Human Services Grants Payable	\$ 53,157
Education Aids	\$ 1,007,780
Police and Fire Aid	\$ 85,871
 Perspective Differences:	
Account with no Legally Adopted Budget	\$ (1,044,650)
Long-Term Receivables	\$ (8,588)
Appropriation Carryover	\$ (105,248)
Budgetary Reserve	\$ (1,006,571)
 Budgetary Basis:	
Unassigned Fund Balance	\$ 661,086

Note 19 – Litigation

- 1) Payment of tort claims against the state is made from funds appropriated by the Minnesota Legislature to agencies for their general operations to the extent such funds are available without unduly hindering the operation of the agency, from appropriations of dedicated receipts if practicable, or from funds appropriated for the payment of tort claims. The Tort Claims appropriations for each of the fiscal years ending June 30, 2012, and June 30, 2013, are \$761,000. The maximum limit of liability for tort claims arising out of a single occurrence in Minnesota on or before January 1, 2000, and before January 1, 2008, is \$1,000,000. The maximum limited liability for any one claim is \$300,000 for claims arising before August 1, 2007, and \$400,000 for claims arising on or after August 1, 2007, and before July 1, 2009, for any one claim and the maximum limit of liability for tort claims arising in Minnesota on or after January 1, 2008, and prior to July 1, 2009, is \$1,200,000 for any number of claims arising out of a single occurrence. For tort claims arising in Minnesota on or after July 1, 2009, the maximum limits are \$500,000 for any one claim and \$1,500,000 for any number of claims arising out of a single occurrence.
- 2) Lawsuits based on non-tort theories furnish another basis for potential liability. The following cases, or categories of cases, in which the state, its officers or employees, are defendants have been noted because an adverse decision in each case or category of case could result in an expenditure of state moneys of over \$15 million in excess of current levels.

- a. At any one time, there are hundreds of Minnesota Department of Transportation (MnDOT) eminent domain actions being litigated in district courts throughout the state. There is a continuous flow of such cases, with the actual number depending on many factors such as the number of parcels of land that can be acquired by direct purchase, the construction needs of the department, and revenues available for highway projects. In the aggregate, the potential cost to the state for property which has been, or will be, acquired exceeds \$15 million. Liability arising out of decisions unfavorable to the state may impact the state's Trunk Highway Fund (special revenue fund). MnDOT has agreed to acquire properties for Metropolitan Council's (component unit) Central Corridor light rail transit project. This project is likely to involve eminent domain actions. In the aggregate, the potential cost to the state for property which has been, or will be, acquired exceeds \$15 million. Liability arising out of decisions unfavorable to the state may impact funding to be provided to MnDOT by Metropolitan Council.
- b. *Alliance Pipeline, L.P. v. Commissioner of Revenue, et. al. (Minnesota Tax Court)*. Alliance operates a natural gas pipeline company and owns and operates property throughout 13 Minnesota counties. In October 2009, Alliance filed an appeal in Minnesota Tax Court challenging the Commissioner's 2009 assessment of Alliance's natural gas pipeline property in Minnesota. Subsequently, Alliance appealed the Commissioner's assessment for tax years 2010 and 2011. The legal issues in this appeal are very similar to the legal challenges raised in the *Minnesota Energy Resources Corp. v. Commissioner* appeals listed below. Alliance argues: (1) that the Commissioner has failed to correctly determine the market value of the property as defined by Minnesota Statutes, Section 272.03, Subdivision 8; (2) that Minnesota Rule 81.00 exceeds the Commissioner's statutory authority to the extent it creates a valuation process which does not value utility property at its fair market value; and (3) that the assessment is unconstitutional in violation of the Equal Protection Clause, the Uniformity Clause and the Due Process Clause of the Minnesota Constitution and the Equal Protection and Due Process and Commerce Clauses of the U.S. Constitution.
- c. *Electric Cooperative Assessment Cases* (Minnesota Tax Court). Electric cooperatives filed a series of 16 separate appeals in Tax Court of the Commissioner of Revenue's assessment of sales tax for varying periods generally ranging from 2003 through 2006. Each electric cooperative estimates costs for its members as it bills those members throughout the year and collects sales tax based on those estimates. At year's end, if the cooperative has changed members in excess of the actual costs, it issues patronage adjustments in the form of "capital credits" to the members for the difference in cost. After doing so, the appellants filed for a refund in the sales tax paid on the difference between the actual and estimated costs. The Department initially paid the refunds

to each appellant, but later issued assessments for the amounts that had been refunded. Citing Minnesota Rule 8.130.1100, Subpart 5 (stating that when part of contribution is credited back to member's capital account after sale, credited amount is included in taxable sales price), the Department denied each appellant's administrative appeal. There are an estimated 44 electric cooperatives in the state that are similarly situated. The Department estimates total financial potential impact to the state of the Commissioner using the legal issue in these cases is approximately \$20.9 million in one-time refunds with an on-going annual impact of \$4.2 million. The electric cooperatives filed a motion for partial summary claiming some of the assignment periods at issue are time barred.

d. Kiminski v. Hunt et al (formerly Beach/less v. Hunt et al.) and similar matters: In January of 2013, the Department of Natural Resources notified approximately 5,000 residents that their drivers' license data may have been improperly viewed by former DNR employee John Hunt. Since the notification, five putative class actions have been filed in federal court against the DNR, the Department of Public Safety, and various state employees in their individual and official capacities alleging violations of federal and state law resulting from Hunt's conduct. The suits have all been consolidated and a consolidated amended complaint has been filed. The suits include claims for relief under the federal Drivers Privacy Protection Act and 42 U.S.C. § 1983. The plaintiffs seek statutory damages, actual damages, punitive damages, injunctive relief, and attorneys' fees. On September 20, 2013, the court dismissed all claims against state employees other than former DNR employee Hunt. The decision may be appealed. Other similar cases have been filed against other state employees in their individual and official capacities alleging plaintiffs' drivers' license data may have been improperly viewed by state employees. Motions to dismiss have been or will be filed in each case, one of which was granted on October 8, 2013, and another was granted on November 1, 2013.

e. Minnesota Energy Resources Corp. v. Commissioner of Revenue (Minnesota Tax Court). The plaintiff, a natural gas pipeline corporation, appeals the market valuations made of the pipeline corporation's real, personal and operating property subject to assessment in 53 counties in Minnesota. The separate appeals for tax years 2008, 2009, 2010, and 2011 are consolidated. The pipeline corporation argues: (1) that the Commissioner has failed to correctly determine the market value as defined in Minnesota Statutes, Section 272.03, Subdivision 8) of the pipeline's property in Minnesota and in its determination has employed methods which overstate the market value and arrived at a value in excess of market value; and (2) that the pipeline's property in Minnesota was unfairly and unequally assessed compared to property in the same class and the property of similarly situated taxpayers in violation of Minnesota Statutes, Section 273.11, the Equal Protection Clause; the Uniformity of Taxation Clause (Art. X, Sec. 1) and the Due Process Clause of the Minnesota Constitution and the Equal Protection and Due Process Clause of U.S. Constitution. The apportionable 2008 market value for this property is \$126 million under the Minnesota rule in effect for 2008. A new Minnesota rule governs calculation for the 2009-2011 tax years. Minnesota Energy Resources Corp. objects to both the old and new rules. Specifically, Minnesota Energy Resources Corp. disagrees with how the capitalization rate is calculated, the fact that external obsolescence is not included in depreciation, the weighting of cost factors and claim that the property tax assessments are not applied evenly throughout Minnesota.

f. SAP Retail, Inc. vs. Commissioner of Revenue (Minnesota Tax Court). The taxpayer filed an appeal in Minnesota Tax Court challenging the Commissioner's assessment of about \$550,000 in sales and use tax on the taxpayer's sale of software and various components of software implementation. After a trial, the Court dismissed the Commissioner's assessment finding that the sale of this software and software implementation was not taxable and the time for the Commissioner to appeal has passed. This decision may impact about \$17 million of the Commissioner's sales and use tax assessments against other similarly situated software companies.

g. Skaja v. Minnesota Department of Health, Bearder, et al. v. Minnesota, et al. and Anderson v. State of Minnesota. (Hennepin County District Court). On November 16, 2011, the Minnesota Supreme Court issued an opinion in the Bearder case, holding that blood specimens collected under the newborn screening program are "genetic information" and that the statutes governing the newborn screening program provide a limited exception to the requirements of the Genetic Privacy Act. The Bearder case was remanded to the district court for further proceedings. Twelve families subsequently served the Skaja complaint and seek class action status, declaratory relief, injunctive relief, and damages for alleged violation of the Genetic Privacy Act. The purported class includes all parents and children whose blood specimens were stored or used after newborn screening testing was complete. The Anderson plaintiffs (additional parents of minor children) commenced their action on January 13, 2012, alleging that the Department's collection, storage and use of blood samples pursuant to the Screening Program violated Minnesota Statutes, Section 13.386, the genetic privacy law. The complaint is styled as a class action. Plaintiffs seek damages, injunctive relief and an award of attorney's fees and costs. On April 16, 2012, the district court consolidated the three cases for all purposes. On February 7, 2013, the district court denied the motions for class certification. Plaintiff's petition for discretionary review of that order denying class certification was denied by the court of appeals on March 26, 2013. On June 12, 2013, the district court granted the Anderson plaintiffs' motion to dismiss their complaint without prejudice. Cross motions for summary judgment were denied with respect to plaintiffs' claims for injunctive relief. The court granted state defendants' motion for summary judgment on all plaintiffs' damages claims with the exception of the parent plaintiffs' as to claims for emotional distress. A jury trial is scheduled for January 2014.

h. Steele County v. MnDOT; Waseca County v. MnDOT. (Steele County District Court; OAH; Court of Appeals). MnDOT completed construction of a new alignment for Trunk Highway 14 ("TH 14") in Steele and Waseca Counties and was unable to reach an agreement with the counties regarding highway turnback funding pursuant to Minnesota Statutes, Section 161.081-.082. Both counties challenged MnDOT's release of the road at the Office of Administrative Hearings ("OAH"), alleging that the MnDOT deadline date for releasing old TH 14 constituted an unadopted rule. Concurrent with the OAH filing, the counties also filed Petitions for Writs of Certiorari at the Court of Appeals, which the Court dismissed for lack of certiorari jurisdiction. The OAH proceeding was decided in MnDOT's favor with the administrative law judge ("ALJ") dismissing the counties' claims. The counties appealed the ALJ's decision to the Court of Appeals, and briefing in that case was complete on September 23, 2013. In addition to those proceedings, both counties have filed declaratory judgment actions in district court seeking to have the court declare that MnDOT lacks authority to release a road without a turnback agreement in place. Proceedings in that case are stayed pending a decision by the Court of Appeals in the OAH appeal. The district court has allowed discovery to proceed despite the stay.

Note 20 – Prior Period Adjustment, Change in Accounting Principle, Change in Reporting Entity and Change in Fund Structure

Discretely Presented Component Units (Metropolitan Council and Minnesota Sports Facilities Authority)	
Primary Government	Change in Fund Structure
Prior Period Adjustments	The Minnesota Legislature established the Minnesota Sports Facilities Authority (Authority) to provide for the construction, financing and long term use of a new stadium and related stadium infrastructure for professional football and a broad range of other civic, community, athletic, educational, cultural and commercial activities. During fiscal year 2013, the operations from the Metropolitan Sports Facilities Commission, a component unit of Metropolitan Council (discretely presented component unit), were transferred to the Authority. This is reported as a change in fund structure of \$41.1 million.

During fiscal year 2013, the Minnesota Department of Transportation changed the method of depreciation on buildings to align with internal rate development. This change resulted in a reduction of accumulated depreciation on buildings. A prior period adjustment of \$29.9 million is reflected in the government-wide financial statements. See Note 6 – Capital Assets for additional information.

During fiscal year 2013, the Minnesota Department of Transportation capitalized nondepreciable infrastructure in governmental activities and miscellaneous towers in the 911 Services Fund (enterprise fund) that were previously expensed. These changes resulted in a prior period adjustment of \$86.9 million and \$10.5 million in Governmental Activities and Business-type Activities, respectively, reflected in the government-wide financial statements as well as the Enterprise Funds in the fund level statements. See Note 6 – Capital Assets for additional information.

During fiscal year 2013, Minnesota Management and Budget (MMB) identified an error in reversing journal entries from prior years that resulted in a \$46.1 million understatement of cash and fund balance. MMB recognized a prior period adjustment to increase cash and fund balance in the General Fund and the Governmental Activities in the government-wide financial statements by that amount.

Change in Reporting Entity

Minnesota Statutes allow volunteer firefighters to be covered by the Volunteer Firefighter Retirement Fund (pension trust fund). During fiscal year 2013, eight firefighter groups moved from the volunteer fire accounts, part of the Supplemental Retirement Fund (investment trust fund), into the Volunteer Firefighter Retirement Fund managed by the Public Employees Retirement Association board of directors. The transfer was reported as a change in fund structure of \$2.2 million in the Supplemental Retirement Fund and the Volunteer Firefighter Retirement Fund.

Change in Fund Structure

Minnesota Statutes allow volunteer firefighters to be covered by the Volunteer Firefighter Retirement Fund (pension trust fund). During fiscal year 2013, eight firefighter groups moved from the volunteer fire accounts, part of the Supplemental Retirement Fund (investment trust fund), into the Volunteer Firefighter Retirement Fund managed by the Public Employees Retirement Association board of directors. The transfer was reported as a change in fund structure of \$2.2 million in the Supplemental Retirement Fund and the Volunteer Firefighter Retirement Fund.

Discretely Presented Component Unit (University of Minnesota)

Change in Accounting Principle

During fiscal year 2013, the University of Minnesota implemented GASB Statement No. 61, "The Financial Reporting Entity: Omnibus" which resulted in component units of the U of M no longer required to be discretely reported. This change resulted in a change in accounting principle of \$503.9 million.

Note 21 – Subsequent Events

Primary Government



On August 15, 2013, the state sold \$273.4 million of general obligation state various purpose bonds Series 2013A at a true interest rate of 3.35 percent, \$200 million of general obligation state trunk highway bonds Series 2013B at a true interest rate of 3.34 percent, and \$5.0 million general obligation state taxable state bonds Series 2013C at a true interest rate of 1.91 percent. These bonds are backed by the full faith and credit and taxing power of the state.

On November 6, 2013, the state sold \$283.8 million of general obligation state various purpose bonds Series 2013D at a true interest rate of 3.10 percent, \$112.0 million of general obligation state trunk highway bonds Series 2013E at a true interest rate of 3.12 percent, and \$373.9 million general obligation state various purpose refunding bonds Series 2013F at a true interest rate of 2.25 percent. The refunding bonds are issued for the purpose of refunding \$394.0 million in principal of outstanding general obligation various purpose bonds of the state. These bonds are backed by the full faith and credit and taxing power of the state.

On October 16, 2013, the Iron Range Resources and Rehabilitation Board issued \$37.9 million of education facilities revenue bonds at a true interest rate of 3.76 percent. The bonds will be used to make grants to certain school districts located in the taconite relief area, as defined in Minnesota Statutes, Section 273.134. As stated in Minnesota Statutes, Section 298.28, the bonds will be paid from taconite production tax revenues in the Iron Range Resources and Rehabilitation account within the General Fund and the Douglas J. Johnson Economic Protection Trust Fund (special revenue fund).

2013 Comprehensive Annual Financial Report Required Supplementary Information

Modified Approach for Infrastructure

The state uses the modified approach for reporting selected infrastructure assets. Under this approach, the state expenses certain maintenance and preservation costs and does not report depreciation expense. Assets accounted for under the modified approach include approximately 29,000 lane miles of pavement and approximately 3,000 bridges and tunnels maintained by the state.

To utilize the modified approach, the state is required to:

- Maintain an asset management system that includes an up-to-date inventory of eligible infrastructure assets.
- Perform condition assessments of eligible assets and summarize the results using a measurement scale.
- Estimate each year the annual amount to maintain and preserve the assets at the condition level established and disclosed by the state.
- Document that the assets are being preserved approximately at, or above, the established condition level.

Lane Miles of Pavement

Measurement Scale

The Minnesota Department of Transportation (MnDOT) uses three pavement condition indices to determine the condition of the trunk highway system: Present Serviceability Rating (PSR), Surface Rating (SR), and Pavement Quality Index (PQI). The PSR is a measure of pavement smoothness, the SR measures pavement distress (cracking) and the PQI is a composite index equal to the square root of the PSR multiplied by the SR.

The five qualitative categories used to describe pavement condition are shown in the table below.

Description	PQI Range	PSR Range	SR Range
Very Good	3.7 - 4.5	4.1 - 5.0	3.3 - 4.0
Good	2.8 - 3.6	3.1 - 4.0	2.5 - 3.2
Fair	1.9 - 2.7	2.1 - 3.0	1.7 - 2.4
Poor	1.0 - 1.8	1.1 - 2.0	0.9 - 1.6
Very Poor	0.0 - 0.9	0.0 - 1.0	0.0 - 0.8

The PQI will be used as the index for determining whether the pavement infrastructure is being maintained in a serviceable level. The PQI is an overall index, combining both pavement smoothness (PSR) and cracking (SR).

Established Condition Level
 Principal arterial pavements will be maintained at 3.0 PQI (good) or higher and all other pavements will be maintained at 2.8 PQI (good) or higher.

Assessed Conditions

The state assesses condition on 100 percent of the pavement surfaces at least once every two years.

Principal Arterial Average PQI	Non-Principal Arterial Average PQI
2012 3.36	3.24
2011 3.32	3.18
2010 3.33	3.17

Bridges and Tunnels

Measurement Scale

MnDOT utilizes three performance measures to maintain and improve the bridge system: Structural Condition Rating, Geometric Rating, and Posted Bridge and Bridge Load Carrying Capacity. The Structural Condition Rating will be used to determine if the bridge system is being maintained at a serviceable level for the condition of the bridges under MnDOT's jurisdiction.

The Structural Condition Rating is a broad measure of the structural condition of a bridge. Each bridge is rated as Good, Fair, or Poor by using three National Bridge Inventory (NBI) condition codes and two NBI appraisal ratings to place each bridge in a category.

The three NBI condition codes are Deck Condition, Superstructure Condition, and Substructure Condition. The two NBI appraisal ratings are Structural Evaluation and Waterway Adequacy. Both the condition codes and the appraisal ratings use a scale of 0 (failed) through 9 (excellent).

Rating	Description
9	Excellent.
8	Very good.
7	Good. Some minor problems.
6	Satisfactory. Structural elements show some minor deterioration.
5	Fair. All primary structural elements are sound, but may have some minor section loss, cracking, spalling, or scour.
4	Poor. Advanced section loss, deterioration, spalling, or scour.
3	Serious. Loss of section, deterioration, spalling, or scour have seriously affected primary structural components. Local failures are possible. Fatigue cracks in steel or shear cracks in concrete may be present.
2	Critical. Advanced deterioration of primary structural elements. Fatigue cracks in steel or shear cracks in concrete may be present or scour may have removed substructure support. Unless closely monitored, it may be necessary to close the bridge until corrective action is taken.
1	Imminent failure. Major deterioration or section loss present in critical structural components or obvious vertical or horizontal movement affecting structure stability. Bridge is closed to traffic, but corrective action may put it back in light service.
0	Failure. Out of service, beyond corrective action.

The criteria for placing a bridge in each of the three categories are as follows:

Rating	Description
Good	If all of the condition codes are 7 or greater, and if both of the appraisal ratings are 6 or greater.
Fair	If any of the condition codes are 5 or 6, or if either of the appraisal ratings are 3, 4, or 5.
Poor	If any of the condition codes are 4 or less, or if either of the appraisal ratings are 2 or less. This is also defined as structurally deficient.

Established Condition Level	Ninety-two percent of principal arterial system bridges will be maintained at fair to good, while 80 percent of all other system bridges will be maintained at fair to good.
Assessed Conditions	

Assessed Conditions	Principal Arterial	2012	2011	2010
	Fair to Good	94.5%	94.5%	94.4%
All Other Systems	2012	2011	2010	
Fair to Good	93.0%	91.4%	91.3%	

Budgeted and Estimated Costs to Maintain

The following table presents the state's estimate of spending necessary to preserve and maintain the roads and bridges at, or above, the Established Condition Levels cited above, and the actual amount spent (in thousands):

	Costs to be Capitalized				Maintenance of System	Total Construction Program
	Bridges	Pavement	Total Costs	Bridges		
Budget	\$ 179,581	\$ 289,898	\$ 469,479	\$ 36,480	\$ 691,872	\$ 728,352
2013	\$ 179,581	\$ 289,898	\$ 469,479	\$ 23,111	\$ 504,801	\$ 1,197,831
2012	257,442	288,138	545,580	23,111	527,712	1,073,292
2011	241,801	270,378	512,179	25,390	356,957	894,526
2010	128,668	391,274	519,942	14,172	328,573	862,687
2009	153,692	357,479	511,171	12,312	250,416	762,727
Actual	\$ 137,387	\$ 190,739	\$ 328,126	\$ 56,127	\$ 615,638	\$ 673,765
2013	\$ 105,736	\$ 264,174	\$ 370,310	\$ 571,693	\$ 636,503	\$ 900,677
2012	153,245	156,672	309,917	566,898	606,820	627,718
2011	142,295	188,096	330,391	71,361	531,980	937,635
2010	175,274	257,489	432,763	37,994	408,090	933,732
2009						446,084

Actuarial Measures of Pension Funding Progress

The state of Minnesota is the employer for five defined benefit single employer plans that are administered by Minnesota State Retirement System (MSRS). MSRS prepares and publishes its own stand-alone comprehensive annual financial report (see Note 1 – Summary of Significant Accounting and Reporting Policies for the address).

The Elective State Officers Fund (ESOF) is excluded from the single employer plan disclosures since this plan is closed to new entrants and any former active employees have retired, terminated, or elected coverage under another plan.

Required supplementary information of funding progress is provided for the following plans:

- Correctional Employees Retirement Fund (CERF)
- Judicial Retirement Fund (JRF)
- Legislative Retirement Fund (LRF)
- State Patrol Retirement Fund (SPRF)

Required Supplementary Information Schedule of Funding Progress (In Thousands)				
Actuarial Valuation Date	2012 ⁽¹⁾	JRF	LRF	SPRF
Actuarial Value of Plan Assets	2012 ⁽¹⁾	7/1/2012	7/1/2012	7/1/2012
Actuarial Accrued Liability	2012 ⁽¹⁾	7/1/2012	7/1/2012	7/1/2012
Total Unfunded Actuarial Liability	2012 ⁽¹⁾	7/1/2012	7/1/2012	7/1/2012
Funded Ratio ⁽²⁾	2012 ⁽¹⁾	7/1/2012	7/1/2012	7/1/2012
Annual Covered Payroll	2012 ⁽¹⁾	7/1/2012	7/1/2012	7/1/2012
Ratio of Unfunded Actuarial Liability to Annual Covered Payroll	2012 ⁽¹⁾	7/1/2012	7/1/2012	7/1/2012
Funded Ratio ⁽²⁾				
Annual Covered Payroll	2012 ⁽¹⁾	7/1/2012	7/1/2012	7/1/2012
Ratio of Unfunded Actuarial Liability to Annual Covered Payroll	2012 ⁽¹⁾	7/1/2012	7/1/2012	7/1/2012

⁽¹⁾The July 1, 2012, Actuarial Valuation Report is the most recently issued report available. The Actuarial Valuation Report is prepared every two years.

⁽²⁾Actuarial value of assets as a percent of actuarial accrued liability.

Actuarial Measures of Other Postemployment Benefits Funding Progress

The state of Minnesota offers other postemployment benefits to state employees and their dependents through a single-employer defined benefit health care plan.

Required Supplementary Information Schedule of Funding Progress (In Thousands)				
Actuarial Valuation Date	2012 ⁽¹⁾	7/1/2010	7/1/2008	7/1/2006
Actuarial Value of Plan Assets	2012 ⁽¹⁾	7/1/2012	7/1/2010	7/1/2008
Actuarial Accrued Liability	2012 ⁽¹⁾	7/1/2012	7/1/2010	7/1/2008
Total Unfunded Actuarial Liability	2012 ⁽¹⁾	7/1/2012	7/1/2010	7/1/2008
Funded Ratio ⁽²⁾	2012 ⁽¹⁾	7/1/2012	7/1/2010	7/1/2008
Annual Covered Payroll	2012 ⁽¹⁾	7/1/2012	7/1/2010	7/1/2008
Ratio of Unfunded Actuarial Liability to Annual Covered Payroll	2012 ⁽¹⁾	7/1/2012	7/1/2010	7/1/2008

⁽¹⁾The July 1, 2012, Actuarial Valuation Report is the most recently issued report available.

⁽²⁾Actuarial value of assets as a percent of actuarial accrued liability.

Public Employees Insurance Program Development Information

During fiscal year 1998, the Public Employees Insurance Program's medical claims became a self-funded program. The following table illustrates how the fund's earned revenue (net of reinsurance) and investment income compare to related costs of loss (net of loss assumed by reinsurers) and other expenses assumed by the fund as of the end of each of the past ten years.

	2004	2005	2006	2007	2008	2009	2010	2011	2012	2013
1. Required Contribution and Investment Revenue:										
Earned Ceded	\$ 22,764	\$ 19,177	\$ 14,942	\$ 13,247	\$ 13,439	\$ 12,286	\$ 25,031	\$ 34,161	\$ 45,413	\$ 49,244
Net Earned	\$ 2,231	\$ 1,736	\$ 1,491	\$ 1,347	\$ 1,298	\$ 1,218	\$ 2,684	\$ 2,660	\$ 3,502	\$ 4,582
2. Unallocated Expenses	\$ 2,296	\$ 1,904	\$ 1,638	\$ 1,547	\$ 1,505	\$ 1,534	\$ 2,037	\$ 2,411	\$ 3,018	\$ 3,612
3. Estimated Claims and Expenses End of Policy Year:										
Incurred Ceded	\$ 19,466	\$ 16,499	\$ 12,551	\$ 11,206	\$ 10,748	\$ 9,473	\$ 19,350	\$ 24,134	\$ 38,173	\$ 41,959
Net Incurred	\$ 1,980	\$ 1,913	\$ 1,382	\$ 1,782	\$ 1,380	\$ 667	\$ 562	\$ 1,491	\$ 2,149	\$ 4,909
4. Net Paid (Cumulative) as of:										
End of Policy Year	\$ 15,699	\$ 12,909	\$ 10,055	\$ 8,226	\$ 9,403	\$ 7,921	\$ 16,848	\$ 20,720	\$ 32,716	\$ 33,636
One Year Later	\$ 17,367	\$ 14,141	\$ 11,282	\$ 9,352	\$ 10,415	\$ 8,482	\$ 18,828	\$ 23,219	\$ 36,718	
Two Years Later	\$ 17,764	\$ 14,139	\$ 11,301	\$ 9,358	\$ 10,413	\$ 8,454	\$ 18,826	\$ 23,200		
Three Years Later	\$ 17,764	\$ 14,139	\$ 11,301	\$ 9,358	\$ 10,413	\$ 8,454	\$ 18,826	\$ 23,200		
Four Years Later	\$ 17,696	\$ 14,139	\$ 11,301	\$ 9,358	\$ 10,413	\$ 8,454	\$ 18,826	\$ 23,200		
Five Years Later	\$ 17,696	\$ 14,139	\$ 11,301	\$ 9,358	\$ 10,413	\$ 8,454	\$ 18,826	\$ 23,200		
Six Years Later	\$ 17,696	\$ 14,139	\$ 11,301	\$ 9,358	\$ 10,413	\$ 8,454	\$ 18,826	\$ 23,200		
Seven Years Later	\$ 17,696	\$ 14,139	\$ 11,301	\$ 9,358	\$ 10,413	\$ 8,454	\$ 18,826	\$ 23,200		
Eight Years Later	\$ 17,696	\$ 14,139	\$ 11,301	\$ 9,358	\$ 10,413	\$ 8,454	\$ 18,826	\$ 23,200		
Nine Years Later	\$ 17,696	\$ 14,139	\$ 11,301	\$ 9,358	\$ 10,413	\$ 8,454	\$ 18,826	\$ 23,200		
5. Re-estimated Ceded Claims and Expenses	\$ 1,980	\$ 1,913	\$ 1,382	\$ 1,782	\$ 380	\$ 667	\$ 562	\$ 1,491	\$ 2,149	\$ 4,909
6. Re-estimated Net Incurred Claims and Expenses:										
End of Policy Year	\$ 17,486	\$ 14,586	\$ 11,169	\$ 9,424	\$ 10,368	\$ 8,806	\$ 18,788	\$ 22,643	\$ 36,024	\$ 37,050
One Year Later	\$ 17,385	\$ 14,152	\$ 11,294	\$ 9,362	\$ 10,425	\$ 8,502	\$ 18,848	\$ 23,249		
Two Years Later	\$ 17,764	\$ 14,139	\$ 11,301	\$ 9,358	\$ 10,413	\$ 8,454	\$ 18,826	\$ 23,204		
Three Years Later	\$ 17,764	\$ 14,139	\$ 11,301	\$ 9,358	\$ 10,413	\$ 8,454	\$ 18,826	\$ 23,204		
Four Years Later	\$ 17,696	\$ 14,139	\$ 11,301	\$ 9,358	\$ 10,413	\$ 8,454	\$ 18,826	\$ 23,204		
Five Years Later	\$ 17,696	\$ 14,139	\$ 11,301	\$ 9,358	\$ 10,413	\$ 8,454	\$ 18,826	\$ 23,204		
Six Years Later	\$ 17,696	\$ 14,139	\$ 11,301	\$ 9,358	\$ 10,413	\$ 8,454	\$ 18,826	\$ 23,204		
Seven Years Later	\$ 17,696	\$ 14,139	\$ 11,301	\$ 9,358	\$ 10,413	\$ 8,454	\$ 18,826	\$ 23,204		
Eight Years Later	\$ 17,696	\$ 14,139	\$ 11,301	\$ 9,358	\$ 10,413	\$ 8,454	\$ 18,826	\$ 23,204		
Nine Years Later	\$ 17,696	\$ 14,139	\$ 11,301	\$ 9,358	\$ 10,413	\$ 8,454	\$ 18,826	\$ 23,204		
7. Increase (Decrease) in Estimated Net Incurred Claims and Expenses From End of Policy Year	\$ 210	\$ (447)	\$ 132	\$ (66)	\$ 45	\$ (352)	\$ 38	\$ 661	\$ (18)	\$ -

The rows of the table are defined as follows:

1. This section shows the total of each fiscal year's gross earned contribution revenue and investment revenue, contribution revenue ceded to reinsurers and net earned contribution revenue and reported investment revenue.
2. This line shows each fiscal year's other operating costs of the fund including overhead and claims expense not allocable to individual claims.

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APPENDIX F

Form of Bond Counsel Opinion

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August __, 2014

The Honorable James D. Schowalter
Commissioner of Management and Budget
658 Cedar Street
400 Centennial Office Building
Saint Paul, MN 55155

The Honorable Spencer Cronk
Commissioner of Administration
200 Administration Building
50 Sherburne Avenue
Saint Paul, MN 55155

\$80,100,000
Certificates of Participation, Series 2014
(Legislative Office Facility Project)

In a Lease-Purchase Agreement
between the

State of Minnesota, Acting By and Through the Commissioner of Management and Budget,
as Lessor
and the

State of Minnesota, Acting By and Through the Commissioner of Administration, as
Lessee

Dear Commissioners:

We certify that we have examined proceedings taken and facts and estimates certified by the Commissioner of Management and Budget and the Commissioner of Administration of the State of Minnesota (the "State"), preliminary to and in the issuance of the above-captioned certificates of participation (the "Certificates"). The Certificates recite that they are issued under and pursuant to, and are in strict conformity with, the constitution and laws of the State. We have also examined the constitution and laws of the State, including, in particular, Minnesota Laws 2013, Chapter 143, Article 12, Section 21 (the "Act"), and such other certified proceedings and other documents as we deemed necessary to render this opinion, including (i) the Lease-Purchase Agreement dated as of August 1, 2014 (the "Lease") between the State of Minnesota, Acting By and Through the Commissioner of Management and Budget, as lessor (the "Lessor"), and the State of Minnesota, Acting By and Through the Commissioner of Administration, as lessee (the "Lessee"); (ii) the Ground Lease dated as of August 1, 2014 (the "Ground Lease") between the State of Minnesota, Acting By and Through the Commissioner of Administration, as lessor, and the State of Minnesota, Acting By and Through the Commissioner of Management and Budget, as lessee; (iii) the "Order of the Commissioner of Management and Budget for the Issuance and Sale of Certificates of Participation, Series 2014 (Legislative Office Facility Project) and of the Commissioner of Administration for Ground Lease and Lease-Purchase Agreement" (the "Order") dated August 5, 2014, which Order, among other things, authorized the execution and delivery of the Lease and the Ground Lease, and approved the terms of and the

issuance of the Certificates; and (iv) the form of Certificate of Participation No. R-1. Capitalized terms used but not defined herein have the meanings assigned to them in the Lease.

The Certificates are dated August 19, 2014, are issuable as fully registered certificates in denominations of \$5,000 and any integral multiple of \$5,000 in excess thereof, mature on the dates and bear interest from the delivery date thereof and thereafter from the dates and, in each case, at the rates set forth in the Order and are subject to payment, registration, transfer, exchange and redemption prior to maturity in the manner and upon the terms set forth therein and in the Order. The Certificates evidence proportionate undivided interests in rights to receive certain revenues under the Lease, as provided in the Certificates and the Lease. The owners of the Certificates are entitled to receive payments, as provided in the Certificates, the Order and the Lease, from the Rental Payments payable by the Lessee to the Lessor under the Lease, which Rental Payments include portions designated and paid as interest, as provided in the Lease.

From such examination, and assuming the authenticity of the proceedings examined and the correctness of the facts and estimates so certified, and based upon laws, regulations, rulings and judicial decisions now in effect, it is our opinion that:

1. The Certificates have been duly authorized, executed and delivered by the Lessor and are payable solely from the sources provided therefor in the Act, the Lease and the Order.

2. The Lease has been duly authorized, executed and delivered by the Lessee and, upon the due execution and delivery thereof by the Lessor, represents the valid and binding agreement of the Lessee, enforceable in accordance with its terms.

3. The Lease and the Certificates are not general obligations of the State and the full faith and credit and taxing powers of the State are not pledged to, or available with respect to, the payment of Rental Payments under the Lease or the payment of the Certificates. The availability of funds to pay Rental Payments under the Lease is subject to annual appropriation by the legislature of the State. The Lease will terminate by its terms upon an event of Nonappropriation (as defined by the Lease), whereupon the Certificates will be subject to immediate extraordinary mandatory redemption.

4. The rights of the owners of the Certificates and the enforceability of the Certificates, the Order and the Lease may be limited by bankruptcy, insolvency, reorganization, moratorium and other similar laws affecting creditors' rights generally heretofore or hereinafter enacted, by the exercise of judicial discretion in accordance with general principles of equity, by the exercise by the State and its governmental bodies of the sovereign powers of the State and by the exercise by the United States of America of the powers delegated to it by the Constitution of the United States of America.

5. The portion of the Rental Payments payable by the Lessee which is designated and paid as interest, as provided in the Lease, and received by the owners of the Certificates (a) is excludable from gross income for federal income tax purposes and from taxable net income of individuals, estates or trusts for Minnesota income tax purposes, (b) is includable in the taxable income of corporations and financial institutions for purposes of the Minnesota franchise tax and (c) is not a specific preference item for purposes of the federal alternative minimum tax or the Minnesota alternative minimum tax applicable to individuals, estates or trusts, but is includable in adjusted current earnings of corporations in determining alternative minimum taxable income for purposes of the federal alternative minimum tax.

The opinions expressed in paragraph 5 above are subject to the condition of the compliance by the State, acting through the Commissioner of Management and Budget and the Commissioner of Administration, with all requirements of the Internal Revenue Code of 1986, as amended (the "Code"), that must be satisfied subsequent to the issuance of the Certificates in order that interest thereon may be, and continue to be, excludable from gross income for federal income tax purposes. Noncompliance by the State, following the issuance of the Certificates, with covenants respectively made by the Commissioner of Management and Budget and the Commissioner of Administration in the Order relating to certain continuing requirements of the Code, may result in inclusion of interest to be paid on the Certificates in gross income of the recipient for federal income tax purposes and in taxable net income for Minnesota income tax purposes, retroactive to the date of issuance of the Certificates. No provision

has been made for an increase in the interest payable on the Certificates in the event that the interest payable thereon becomes includable in gross income for federal or Minnesota income tax purposes. We express no opinion as to the effect of any termination of the Lessee's obligations under the Lease, under certain circumstances as provided in the Lease, upon the treatment for federal income tax purposes of any moneys received under the Lease subsequent to such termination. Except as stated in this opinion, we express no opinion regarding federal, state and other tax consequences to holders of the Certificates.

As bond counsel, we are passing only upon those matters specifically set forth above. We express no opinion as to the sufficiency of the descriptions of or title to the Project described in the Lease or otherwise or the priority of any liens, charges or encumbrances on the Project, the accuracy or completeness of any statements made in connection with the offer and sale of the Certificates or upon any federal or Minnesota tax consequences arising from the receipt or accrual of interest on or the ownership of the Certificates except those specifically addressed in this letter. Our engagement with respect to the transaction referred to herein terminates upon the date of this letter. We assume no obligation to review or supplement this letter subsequent to its date, whether by reason of a change in current laws, by legislative or regulatory action, by judicial decision or for any other reason.

Very truly yours,

[To be signed and delivered at closing by Kutak Rock LLP]

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APPENDIX G

Continuing Disclosure Undertaking

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CONTINUING DISCLOSURE UNDERTAKING

The Commissioner's Order authorizing the issuance of the Certificates will contain provisions enabling participating underwriters in the primary offering of the Certificates to comply with the requirements of Securities and Exchange Commission Regulation, 17 C.F.R. Section 240.15c2-12, paragraph (b)(5), in substantially the following form:

3.01. Official Statement. The Official Statement dated August 5, 2014, relating to the Certificates (the "Official Statement"), is a final official statement within the meaning of Securities and Exchange Commission Regulation, 17 C.F.R. Section 240.15c2-12, as in effect and interpreted from time to time ("Rule 15c2-12"). The respective purchasers of the Certificates designated in Section 5 hereof (collectively, the "Initial Purchasers") are authorized and directed to distribute the Official Statement to all persons to whom the Certificates of a series are reoffered.

3.02. Continuing Disclosure.

(a) **General Undertaking.** On behalf of the State, the Commissioner of Management and Budget covenants and agrees with the Registered Owners (as hereinafter defined) from time to time of the Certificates to comply with Rule 15c2-12, paragraph (b)(5); and, for this purpose, to provide to the Municipal Securities Rulemaking Board ("MSRB"), annual financial information of the type included in the Official Statement and notice of the occurrence of certain specified events which materially affect the terms, payment, security, rating or tax status of the Certificates, as set forth in this Section. The State is the only "obligated person" in respect of the Certificates within the meaning of Rule 15c2-12. As used in this Section 3.02, "Registered Owner" means, in respect of a Certificate of a series, the registered owner or owners thereof appearing in the Certificates Register maintained by the Registrar or any Beneficial Owner thereof, if such Beneficial Owner provides to the Registrar evidence of such beneficial ownership in form and substance reasonably satisfactory to the Registrar. As used herein, "Beneficial Owner" means, in respect of a Certificate of a series, any person or entity which has the power, directly or indirectly, to vote or consent with respect to, or to dispose of ownership of, such Certificate (including persons or entities holding Certificates through nominees, depositories or other intermediaries), or is treated as the owner of the Certificate for federal income tax purposes.

(b) **Information To Be Disclosed.** The Commissioner of Management and Budget will provide, in the manner set forth in paragraph (c) hereof, either directly or indirectly through an agent designated by the Commissioner, the following information (the "Disclosure Information") at the following times:

(i) On or before December 31 of each year, commencing in 2014 (each a "Reporting Date"):

(A) The Comprehensive Annual Financial Report of the State for the fiscal year ending on the previous June 30, prepared by the State's Department of Management and Budget in accordance with generally accepted accounting principles for governmental entities as prescribed by the Government Accounting Standards Board as in effect from time to time or, if and to the extent such financial statements have not been prepared in accordance with such generally accepted accounting principles, noting the variances therefrom and the effect thereof, together with an independent auditor's report prepared with respect thereto by the Office of the Legislative Auditor of the State or other auditing authority designated by State law; provided, however, that if audited financial statements are not available by such date, the financial statements to be delivered shall be unaudited, but the State undertakes and agrees to provide, within 10 days after the receipt thereof by the State, the audited general purpose financial statements of the State and the related audit report described above; and

(B) To the extent not included in the financial statements referred to in clause (A) hereof, the information for such fiscal year of the type contained in the Official Statement, which information may be unaudited.

Any or all of the information may be incorporated by reference from other documents, including official statements, which have been filed with the Securities and Exchange Commission (the “SEC”) or have been made available to the public on the MSRB’s Electronic Municipal Market Access (“EMMA”) facility for municipal securities disclosure. The Commissioner shall clearly identify in the information each document so incorporated by reference.

If any part of the Disclosure Information can no longer be generated because the operations of the State have materially changed or been discontinued, such Disclosure Information need no longer be provided if the State includes in the Disclosure Information a statement to such effect; provided, however, if such operations have been replaced by other State operations in respect of which data is not included in the Disclosure Information and the State determines that certain specified data regarding such replacement operations would be “Material” (as defined in subparagraph (ii) of this paragraph (b)), then, from and after such determination, the Disclosure Information shall include such additional specified data regarding the replacement operations.

If the Disclosure Information is changed or this Section 3.02 is amended as permitted by this subparagraph (i) or paragraph (d), then the State shall include in the next Disclosure Information to be delivered hereunder, to the extent necessary, an explanation of the reasons for the amendment and the effect of any change in the type of financial information or operating data provided.

(ii) In a timely manner, not in excess of 10 business days after the occurrence of an event, notice of the occurrence of any of the following events:

- (A) Principal and interest payment delinquencies;
- (B) Non-payment related defaults, if material;
- (C) Unscheduled draws on debt service reserves reflecting financial difficulties;
- (D) Unscheduled draws on credit enhancements reflecting financial difficulties;
- (E) Substitution of credit or liquidity providers, or their failure to perform;
- (F) Adverse tax opinions, the issuance by the Internal Revenue Service of proposed or final determinations of taxability, Notices of Proposed Issue (IRS Form 5701-TEB) or other material notices or determinations with respect to the tax status of the security, or other material events affecting the tax status of the security;
- (G) Modifications to rights of security holders, if material;
- (H) Certificate calls, if material, and tender offers;
- (I) Defeasances;
- (J) Release, substitution or sale of property securing repayment of the securities, if material;
- (K) Rating changes;
- (L) Bankruptcy, insolvency, receivership or similar event of the State;

(M) The consummation of a merger, consolidation or acquisition involving the State or the sale of all or substantially all of the assets of the State or other than in the ordinary course of business, the entry into a definitive agreement to undertake such an action or the termination of a definitive agreement relating to any such actions, other than pursuant to its terms, if material; and

(N) Appointment of a successor or additional paying agent or the change of name of a paying agent, if material.

As used herein, an event is “material” if it would be deemed material for purposes of the purchase, holding or sale of a Certificate within the meaning of applicable federal securities laws, as interpreted at the time of the occurrence of the event.

(iii) In a timely manner, notice of the occurrence of any of the following events or conditions:

(A) the failure of the State to provide the information required under subparagraph (i) of this paragraph (b) at the time specified thereunder;

(B) the amendment or supplementing of this Section 3.02 pursuant to paragraph (d), together with a copy of such amendment or supplement and any explanation provided by the State under subparagraph (ii) of paragraph (d);

(C) the termination of the obligations of the State under this Section 3.02 pursuant to paragraph (d);

(D) any change in the accounting principles pursuant to which the financial statements constituting a portion of the information required under subparagraph (i) of this paragraph (b) are prepared; and

(E) any change in the fiscal year of the State.

(c) Manner of Disclosure.

(i) The Commissioner agrees to make available to the MSRB, in an electronic format as prescribed by the MSRB from time to time, the information described in paragraph (b).

(ii) The Commissioner further agrees to make available by electronic transmission, overnight delivery, mail or other means, as appropriate, the information described in paragraph (b) to any rating agency then maintaining a rating of the Certificates and, at the expense of any Registered Owner, to any Registered Owner who requests in writing such information at the time of transmission under subparagraph (i) of this paragraph (c), or, if such information is transmitted with a subsequent time of release, at the time such information is to be released.

(iii) All documents provided to the MSRB pursuant to this paragraph (c) shall be accompanied by identifying information as prescribed by the MSRB from time to time.

(iv) The State shall determine in the manner it deems appropriate whether there has occurred a change in the MSRB’s email address or filing procedures and requirement under the MSRB’s EMMA facility each time the State is required to file information with the MSRB.

(d) Term; Amendments; Interpretation.

(i) The covenants of the State in this Section 3.02 shall remain in effect with respect to a series of Certificates so long as any Certificates of such series are outstanding. Notwithstanding the preceding sentence, however, the obligations of the State under this

Section 3.02 shall terminate and be without further effect as of any date on which the State delivers to the Registrar an opinion of bond counsel to the effect that, because of legislative action or final judicial or administrative actions or proceedings, the failure of the State to comply with the requirements of this Section 3.02 will not cause participating underwriters in the primary offering of the Certificates to be in violation of the Rule 15c2-12 or other applicable requirements of the Securities Exchange Act of 1934, as amended, or any statutes or laws successor thereto or amendatory thereof.

(ii) This Section 3.02 (and the form and requirements of the Disclosure Information) may be amended or supplemented by the State from time to time, without notice to (except as provided in subparagraph (ii) of paragraph (c)) or the consent of the Registered Owners of any Certificates, by an order of the Commissioner of Management and Budget accompanied by an opinion of bond counsel, who may rely on certificates of the State and others and the opinion may be subject to customary qualifications, to the effect that: (A) such amendment or supplement (1) is made in connection with a change in circumstances that arises from a change in law or regulation or a change in the identity, nature or status of the type of operations conducted by the State, or (2) is required by, or better complies with, the provisions of paragraph (b)(5) of Rule 15c2-12; (B) this Section 3.02 as so amended or supplemented would have complied with the requirements of paragraph (b)(5) of Rule 15c2-12 at the time of the primary offering of the Certificates, giving effect to any change in circumstances applicable under clause (A)(1) and assuming that Rule 15c2-12 as in effect and interpreted at the time of the amendment or supplement was in effect at the time of the primary offering; and (C) such amendment or supplement does not materially impair the interests of the Registered Owners under Rule 15c2-12.

(iii) If the Disclosure Information is so amended, the Commissioner agrees to provide, contemporaneously with the effectiveness of such amendment, an explanation of the reasons for the amendment and the effect, if any, of the change in the type of financial information or operating data being provided hereunder.

(iv) This Section 3.02 is entered into to comply with the continuing disclosure provisions of Rule 15c2-12 and should be construed so as to satisfy the requirements of Rule 15c2-12.

(e) Failure to Comply; Remedies. If the State fails to comply with any provision of this Section 3.02, any person aggrieved thereby, including the Registered Owner of any outstanding Certificate of a series, may take whatever action at law or in equity as may appear necessary or appropriate to enforce performance and observance of any agreement or covenant contained in this Section 3.02. Direct, indirect, consequential and punitive damages shall not be recoverable for any default hereunder. Notwithstanding anything to the contrary contained herein, in no event shall a default under this Section 3.02 constitute a default with respect to the Certificates or under any other provision of this Order.

(f) Further Limitation of Liability of State. If and to the extent the limitations of liability contained in subparagraph (e) are not effective, anything contained in this Section 3.02 to the contrary notwithstanding, in making the agreements, provisions and covenants set forth in this Section 3.02, the State has not obligated itself to pay damages resulting from any violation thereof. None of the agreements or obligations of the State contained herein shall be construed to constitute an indebtedness of the State within the meaning of any constitutional or statutory provisions whatsoever or constitute a pledge of the full faith and credit or taxing powers of the State, a waiver of the State's sovereign immunity, or a waiver of any of the limitations contained in Minnesota Statutes, Section 3.736, except as provided under the laws of the State.

