
TSA

TOBACCO SETTLEMENT AUTHORITY

Tobacco Settlement Authority

Special Meeting

January 26, 2021



TOBACCO SETTLEMENT AUTHORITY

Meeting Agenda

YOU ARE HEREBY NOTIFIED that the Tobacco Settlement Authority will hold a **Special Meeting** at 1:00 p.m. prevailing Pacific Time, on Tuesday, January 26, 2021, to consider the items in the agenda below.

Per the Governor's proclamation regarding the Open Public Meetings Act and Public Records Act (Proclamation 20-28) and due to extraordinary public-health circumstances related to the ongoing COVID-19 (coronavirus) outbreak, participation in this meeting will only be offered virtually.

To join virtually, please go to www.zoom.us and enter:

Meeting ID: 816 7347 8953

Password: 654472

Participants using a computer without a microphone who wish to participate verbally, please dial: 1-(888) 788-0099 U.S. toll-free

Please note that the line will be muted to the public except during the public comment portions of the meeting.

I. CALL TO ORDER: *Chair, Ms. Carla DewBerry*

II. APPROVAL OF THE JUNE 23, 2020 SPECIAL MEETING MINUTES: *Chair*

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III. ACTION ITEMS:

A. Consider and Act on Staff Recommendations Regarding Selection of Investment

Banking and Underwriting Services – *Mr. Paul Edwards*

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B. Finance Report – <i>Mr. Bob Cook</i>	
1. Consider and Act on acceptance of Final Audit Report	3
a. Presentation of Independent Auditor’s Report – <i>Ms. Amy Sutherland, Moss Adams, LLP</i>	
2. Consider and Act on acceptance of the current Financial Statement	4
IV. INFORMATION ITEMS	
A. Tobacco Securitization Market Update – <i>Ms. Kym Arnone, Jefferies LLC</i>	5
B. Trustee Report – <i>Ms. Christine Ok, U.S. Bank</i>	6
C. Status of Nonparticipating Manufacturer (NPM) Adjustment Arbitration – <i>Mr. Robert J. (Rusty) Fallis, Assistant Attorney General</i>	
V. ADDITIONAL INFORMATION ITEMS	
A. Executive Director’s Report – <i>Mr. Steve Walker</i>	
B. Authority Meeting Schedule – <i>Mr. Steve Walker</i>	
1. June 2, 2021	
2. December 1, 2021	
VI. PUBLIC COMMENT : <i>Chair</i>	
(<i>May limit public comment to five minutes or less per person</i>).	
VII. MISCELLANEOUS BUSINESS AND CORRESPONDENCE	7
VIII. EXECUTIVE SESSION (<i>if necessary</i>)	
IX. ADJOURNMENT	

TAB 1

TOBACCO SETTLEMENT AUTHORITY
Special Meeting

Minutes

June 23, 2020

Board Chair, Ms. Carla DewBerry, called the meeting of the Tobacco Settlement Authority (the “Authority”) to order at 1:01 p.m. via videoconference and teleconference.

Board members present on the line were Mr. Tim Kerr, Mr. Wolfgang Opitz, Mr. Ken Vyhmeister, and Mr. James Krejci. Authority staff members present were Mr. Steve Walker, Executive Director; Mr. Paul Edwards, Deputy Director; Mr. Bob Cook, Senior Finance Director; Ms. Debra Stephenson, Senior Controller; Ms. Carol Johnson, Affiliates Manager; and Ms. Rona Monillas, Affiliates Program Assistant.

Finance team members present were Ms. Faith Pettis of Pacifica Law Group; Ms. Christine Ok of U.S. Bank; Mr. Rusty Fallis from the Washington Attorney General’s Office; Mr. Fred Eoff of Public Financial Management Group; Ms. Kym Arnone, Mr. William Bloom, and Ms. Kate Jovanoska of Jefferies LLC; Mr. Howard Zucker and Mr. Roger Bagley of Hawkins, Delafield and Wood; and Mr. Michael Jang and Mr. Jigar Bhakta of Citigroup.

Other meeting attendees were Mr. Bob Woodard and Mr. Matt Vickery of the Washington State Housing Finance Commission.

Mr. Walker started the meeting by sharing that the Washington State Housing Finance Commission which provides staffing for the Authority is working toward dismantling systemic racism in the organization and its affiliates, and their programs.

**Introduction of
the New Board
Member**

Ms. DewBerry introduced and welcomed the Authority's new board members, Mr. Ken Vyhmeister and Mr. James Krejci.

**Approval of the
Dec. 16, 2019
Special Meeting
Minutes**

Ms. DewBerry asked for a motion to approve the minutes of the meeting held on December 16, 2019. Mr. Kerr made the motion and it was seconded by Mr. Opitz. The minutes were approved unanimously, 5-0.

**Election of
Secretary and
Treasurer**

Ms. DewBerry introduced Mr. Walker to present the election of Board Secretary and Treasurer. Mr. Walker stated that each year the Board elects a Secretary and a Treasurer. He noted that this past year Mr. Kerr served as Secretary and Ms. Petersen-Spawn served as Treasurer. Ms. Petersen-Spawn's second term on the board officially ended on May 7. Mr. Walker added that Mr. Kerr has volunteered to continue in his role of Secretary if the Board chooses to nominate and re-elect him. Mr. Opitz volunteered to accept the role of Treasurer if the board chooses to nominate and elect him.

Mr. Kerr made the motion to elect himself as Secretary and Mr. Opitz as Treasurer. Ms. DewBerry seconded the motion. The motion was approved unanimously, 5-0.

**Action Item:
Approval of
Resolution
#20-01
Authorizing
the Use and
Acceptance of
Electronic
Signatures**

Ms. DewBerry introduced Mr. Edwards to present Resolution No.20-01.

Mr. Edwards stated the resolution authorizes the use and acceptance of electronic signatures in accordance with RCW 19.360.020 and ESSB 6028 and further authorizes the development of procedures for implementation of an electronic signature policy.

Ms. DewBerry asked for a motion to approve Resolution No.20-01. Mr. Kerr made the motion. Mr. Opitz seconded the motion. The resolution was approved unanimously, 5-0.

**Action Item:
Approval of the
Annual Budget**

Ms. DewBerry introduced Mr. Cook to present the proposed annual budget for the

fiscal year beginning July 1, 2020 thru June 30, 2021.

Mr. Cook stated that the Authority is projecting a 2.9% increase in expenses due to state audit costs. Mr. Cook said that an Officer's Certification was submitted to the Trustee for operating funds and they were received in April.

Mr. Cook stated that the Authority is projecting .41 FTEs for FY21 compared to .42 FTEs budgeted for FY20. He added that as of the end of the FY20, the Authority is projecting to bill about .16 FTEs.

Mr. Cook said that the Authority is budgeting \$50,000 from the Tobacco Settlement Revenues (TSR) to cover about \$111,000 in expenses. He then called the Board's attention to a detailed breakdown of the expenses.

Mr. Vyhmeister inquired about a perceived inconsistency between the allocated budget, the budget deficit, and the increase in the budget's net position as reflected in the Unaudited statement of net position as of April 30, 2020. Ms. Stephenson said that even though the Authority is trying to take as little money from the TSRs as possible, an extra amount is added in the budget to cover staff work and other unpredicted expenditures. Ms. Stephenson said that the Authority generally does not use the extra allocation which causes the budgeted expenditure to be higher than the current year projected actual expenditures.

Ms. DewBerry asked for a motion to accept the budget for FY21. Mr. Opitz made the motion and it was seconded by Mr. Vyhmeister. The motion was approved unanimously, 5-0.

**Review &
Consider
Approval of
Financial
Statement**

Mr. Cook presented the unaudited, current financial statement of the Authority's General Operating Fund. Mr. Cook stated that the financial statement as of April 30, 2020 shows assets of approximately \$174,000 with \$21,000 of expenditures, leaving a net unrestricted position of around \$152,000. He referred to the detailed breakdown of the expenses on the last page of the unaudited financial statement.

Ms. DewBerry asked for a motion to approve the unaudited financial statement. Mr. Opitz made the motion and it was seconded by Mr. Vyhmeister. The motion was approved unanimously, 5-0.

**Approval of the
Invoice for
Services**

Ms. DewBerry stated that the invoice for the period January 1, 2020 – March 31, 2020 will need an approval from the board since the Authority does not have a treasurer in place. She then introduced Mr. Cook to present the invoice for services. Mr. Cook stated that the invoice from the Housing Finance Commission for the three-month period totaled just over \$15 thousand.

Ms. DewBerry asked for a motion to approve the invoice for services. Mr. Opitz made the motion and it was seconded by Mr. Krejci. The motion was approved unanimously, 5-0.

**Invoice for
Services**

Mr. Cook stated that the invoices from the Housing Finance Commission for a three-month period from October 1, 2019 through December 31, 2019 totaled just over \$7 thousand. The invoice was previously approved by the former Board Treasurer, Ms. Petersen-Spawn.

**Tobacco
Securitization
Market Update**

Ms. DewBerry introduced Ms. Kym Arnone to present the Tobacco Securitization Market update.

Ms. Arnone reported that the market has experienced extreme volatility caused by COVID-19.

Ms. Arnone stated that in February Jefferies priced \$5.3 billion of tobacco bonds for the State of Ohio's Buckeye Tobacco Settlement Financing Authority, the second largest transaction ever executed in the tobacco securitization market. She added that in June Jefferies also priced a \$350 million tobacco refunding for Los Angeles County, the first high yield transaction to price since the market dislocation caused by COVID-19.

Ms. Arnone reported that the total industry of domestic cigarette shipments declined by 5.5% for the full year 2019. She stated that Original Participating Manufacturer (OPM) shipments were down 7.08% while total industry shipments declined by 4.98%. She added that OPM market share decreased to 81.11% from 82.85% in 2018. Accordingly, the maximum potential Non Participating Manufacturer (NPM) adjustment for sales in 2019 was 18.24%, an increase from the 14.88% maximum adjustment for 2018.

Ms. Arnone stated that British American Tobacco (BAT) filed a patent infringement suit against IQOS, a Philip Morris International Inc. product. BAT is alleging IQOS infringes on its patents and is seeking damages and a possible exclusion to prevent the importation of IQOS into the US unless a license fee is paid.

Trustee Report

Ms. DewBerry introduced Ms. Ok to present the Trustee's Report.

Ms. Ok reported that annual receipts from the TSRs were received and applied to the upcoming principal and interest payments in June. She mentioned that since funds only come once a year, a portion was reserved for the payments due in December. She added that in June the Authority was able to optionally redeem \$14,055,000 of bonds which was applied only to the 2013 bonds since the 2018 bonds are not optionally callable until 2023.

Ms. Ok said that payments continue to come in from the Lehman bankruptcy. She received checks totaling \$9,592 in June.

Ms. Ok stated that the required semi-annual report was submitted to the rating agency in June. She also reported that the total reserve was maintained at \$31,997,719.44.

Mr. Vyhmeister inquired how the reserve is invested and if the Authority follows

any regulations or guidance when it comes to investing these monies. Ms. Ok said that the reserve is currently invested in the U.S. Bank money market account and added that the Authority follows guidance on permitted investments as allowed by the indenture.

Status of Non-participating Manufacturer (NPM) Adjustment Arbitration

Ms. DewBerry introduced Mr. Rusty Fallis to give the status report on the Nonparticipating Manufacturer (NPM) adjustment arbitration.

Mr. Fallis gave an overview of the NPM adjustment and how it affects the state's TSRs.

Mr. Fallis stated that there is a possibility that the arbitration panel will issue a decision on the 2004 arbitration in July or August. He added that there will be no adjustments to the state's payment and to the TSA's share if Washington state wins the 2004 arbitration. Mr. Fallis said that the states and the companies have agreed that disputes for the years 2005, 2006, and 2007 will be addressed in a single arbitration.

Executive Director's Report

Mr. Walker recognized Ms. Marlis Petersen-Spawn for her eight years of service as a board member to the Authority.

Mr. Walker reported that Washington's projected General Fund revenue collections for the 2019-21 state budget have decreased by nearly \$4.5 billion, according to estimates released by the Washington State Economic and Revenue Forecast Council.

Mr. Walker presented relevant correspondence regarding the updates on the Tobacco Securitization Market and Master Settlement Agreement (MSA) payments.

Mr. Walker stated that if there is no change in the schedule, the next Authority board meeting will be on December 2, 2020.

**Public
Comment**

Ms. DewBerry asked if there were any comments from the public.

Adjournment

Ms. DewBerry adjourned the meeting at 2:00 p.m.

Ms. Carla DewBerry, Chair

TAB 2

TSA

TOBACCO SETTLEMENT AUTHORITY

MEMORANDUM

To: Authority Members

From: Carol Johnson

Date: January 19, 2021

Re: Summary of Request for Proposals (RFP) Process for Investment Banking and Underwriting Services

CC: Steve Walker, Paul Edwards, Bob Cook, Rona Monillas

At least once every two calendar years, the Tobacco Settlement Authority (TSA) is required to select finance team members through a competitive process.

Current contracts with Jefferies LLC as Book-Running Senior Manager and Citigroup Global Markets Inc. as Co-Senior Manager expire on February 28, 2021.

We recently completed the RFP process for selection of investment banking/underwriting services for an initial term of two years with annual options to extend for a total contract term of five years. Our recommendation and a request to move to contracting will be presented to you at the January 26, 2021 board meeting.

This memo outlines the RFP process that we followed in accordance with best practices and state law.

December 14, 2020:

- The RFP/solicitation was posted on the State General Administration Database System (Washington's Electronic Business Solution – WEBS) where it was sent to a total of 186 registered subscribers/vendors.
- The RFP/solicitation was published in the Daily Journal of Commerce for two days.
- The RFP/solicitation was posted on our website.
- The RFP/solicitation was mailed and emailed to 13 firms on our Investment Banking and Underwriting Services mailing list.

January 8, 2021:

- We received 12 responses as follows:
 1. American Veteran's Group, PBC
 2. Blaylock Van, LLC
 3. Citigroup Global Markets Inc. – Current Co-Senior Manager
 4. Drexel Hamilton- Responded in 2016
 5. JP Morgan
 6. Jefferies LLC – Current Book-Running Senior Manager
 7. KeyBanc Capital Markets Inc. – Current Co-Manager
 8. Loop Capital Markets
 9. Morgan Stanley
 10. Samuel A. Ramirez & Company, Inc.
 11. San Blas Securities, LLC
 12. Siebert Williams Shank & Co., LLC

January 13, 2021:

- An evaluation team consisting of Steve Walker, Paul Edwards, Carol Johnson, Bob Cook, and Rona Monillas thoroughly reviewed the submitted proposals and decided on recommendations to you. The evaluation team's recommendations are based upon assessment of each firm's experience, reputation, and fees.
- The evaluation team determined that interviews were not necessary.

January 26, 2021: Recommendation to the TSA Board.

TAB 3



MOSSADAMS

Audit Results

Better Together: Moss Adams & Tobacco Settlement Authority

[illegible]

Board of Directors

Dear Board of Directors:

Thank you for your continued engagement of Moss Adams LLP. We are pleased to have the opportunity to meet with you to discuss the results of our audit of the Tobacco Settlement Authority (“TSA”) for the year ended June 30, 2020.

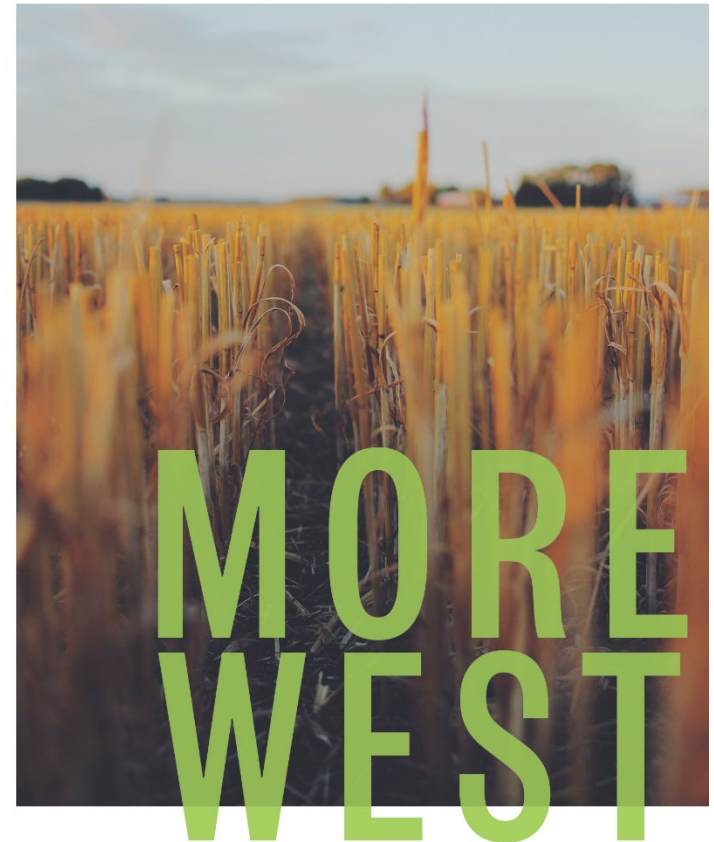
The accompanying report, which is intended solely for the use of the Board, the Washington State Auditor’s Office, and Management and not intended to be and should not be used by anyone other than these specified parties, presents important information regarding the financial statements and our audits that we believe will be of interest to you.



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We conducted our audit with the objectivity and independence that you expect. We received the full support and assistance from all personnel. We are pleased to serve and be associated with the TSA as its independent public accountants and look forward to our continued relationship.

We look forward to discussing our report or any other matters of interest with you during this meeting.



Required Communications

to Those Charged with Governance

ENTRANCE

- Auditor's responsibility under U.S. generally accepted auditing standards
- Planned scope and timing of audit

EXIT

- Significant audit findings
- Qualitative aspects of accounting practices
- Difficulties encountered in performing the audit
- Corrected and uncorrected misstatements
- Management representations
- Management consultations with other independent accountants
- Other audit findings or issues



Auditor Report on the Financial Statements



Unmodified Opinion

Financial statements are presented fairly and in accordance with accounting principles generally accepted in the United States of America (US GAAP).



Our Responsibility Under US Generally Accepted Auditing Standards

1

To express our opinion on whether the financial statements prepared by management with your oversight are fairly presented, in all material respects, and in accordance with U.S. GAAP. However, our audit does not relieve you or management of your responsibilities.

2

To perform an audit in accordance with generally accepted auditing standards issued by the AICPA and design the audit to obtain reasonable, rather than absolute, assurance about whether the financial statements are free of material misstatement.

3

To consider internal control over financial reporting as a basis for designing audit procedures but not for the purpose of expressing an opinion on its effectiveness or to provide assurance concerning such internal control.

4

To communicate findings that, in our judgment, are relevant to your responsibilities in overseeing the financial reporting process. However, **we** are not required to design procedures for the purpose of identifying other matters to communicate to you.



Significant Accounting Policies & Unusual Transactions

- Management has the responsibility for selection and use of appropriate accounting policies and significant policies are included in the footnotes to the financial statements.
- We believe management has selected and applied significant accounting policies appropriately and consistently with those of the prior year.



Management Judgments & Accounting Estimates

- Management's judgments and accounting estimates are based on knowledge and experience about past and current events and assumptions about future events.
- The most sensitive estimate affecting the financial statements was:
 - Management's estimate of the tobacco settlement receivable and related revenues. We evaluated the key factors and assumptions used to develop the tobacco settlement receivable and revenue estimate in determining that it is reasonable in relation to the financial statements as a whole.
- We evaluated the key factors and assumptions used to develop these estimates and have determined they are reasonable in relation to the financial statements as a whole.



Financial Disclosures

The disclosures in the financial statements are clear and consistent. Certain financial statement disclosures are particularly sensitive because of their significance to financial statement users. We call your attention to the following:

- Note 5 – Bonds Payable
- Note 7 – Contingencies



Other Communications

- No significant difficulties were encountered during our audit.
- There were no corrected or uncorrected adjustments.
- We are not aware of any known asserted or unasserted claims or judgments against TSA.
- We are pleased to report that there were no disagreements with management.
- We are not aware of any significant accounting or auditing matters for which management consulted with other accountants.
- We are not aware of any instances of fraud or noncompliance with laws, regulations, contracts or grant agreements.
- Management provides us a signed representation letter, which includes a variety of matters and information that was conveyed to us as part of the audit.



Contact Us



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THANK
YOU



REPORT OF INDEPENDENT AUDITORS
AND FINANCIAL STATEMENTS WITH
SUPPLEMENTAL INFORMATION

TOBACCO SETTLEMENT AUTHORITY
(A Component Unit of the State of Washington)

June 30, 2020 and 2019

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Report of Independent Auditors

To the Board of Directors
Tobacco Settlement Authority

Report on the Financial Statements

We have audited the accompanying financial statements of the Tobacco Settlement Authority, which comprise the statements of net position as of June 30, 2020 and 2019, and the related statements of revenues, expenses, and changes in net position and cash flows for the years then ended, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audits. We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the financial statements are free from material misstatement.

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

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

Opinion

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of the Tobacco Settlement Authority as of June 30, 2020 and 2019, and the changes in its net position and results of its cash flows for the years then ended in accordance with accounting principles generally accepted in the United States of America.

Other Matters

Required Supplementary Information

Accounting principles generally accepted in the United States of America require that the accompanying management's discussion and analysis on pages 3 through 8 be presented to supplement the basic financial statements. Such information, although not a part of the 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 have applied certain limited procedures to the required supplementary information in accordance with auditing standards generally accepted in the United States of America, which consisted of inquiries of management about the methods of preparing the information and comparing the information for consistency with management's responses to our inquiries, the 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.

Supplemental Information

Our audits were conducted for the purpose of forming an opinion on the financial statements. The supplemental schedules of program net position, program revenues, expenses, and changes in program net position, and program cash flows on pages 19 through 21 are presented for purposes of additional analysis and are not a required part of the basic financial statements. Such information is the responsibility of management and was derived from and relates directly to the underlying accounting and other records used to prepare the financial statements. The information has been subjected to the auditing procedures applied in the audit of the financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the financial statements or to the financial statements themselves, and other additional procedures in accordance with auditing standards generally accepted in the United States of America. In our opinion, the supplemental schedules of program net position, program revenues, expenses, and changes in program net position and program cash flows are fairly stated in all material respects in relation to the financial statements as a whole.

Moss Adams LLP

Seattle, Washington

November 20, 2020

Tobacco Settlement Authority

(A Component Unit of the State of Washington)

Management's Discussion and Analysis

As management of the Tobacco Settlement Authority (the Authority), we offer readers of the Authority's financial statements this narrative overview and analysis of the financial activities of the Authority for the years ended June 30, 2020 and 2019 (FY 2020 and FY 2019, respectively). This discussion and analysis is required by accounting principles generally accepted in the United States of America (GAAP) as promulgated by the Governmental Accounting Standards Board (GASB).

Financial Highlights

Tobacco Settlement Revenues (TSRs) of \$34.3 million and \$34.2 million were recognized as revenue in the fiscal years ended June 30, 2020 and 2019, respectively. In accordance with GASB 48, *Sales and Pledges of Receivables and Future Revenues and Intra-Entity Transfers of Assets and Future Revenues*, TSRs of \$16.6 million and \$16.4 million were recorded as accrued TSR Receivable applicable to cigarette sales between January 1, 2020 and June 30, 2020 and January 1, 2019, and June 30, 2019 respectively.

Other significant changes as of June 30, 2020 or for the year then ended include:

- Total net bonds payable were \$132.3 million, net of premiums. This represents a net decrease of \$30.9 million (18.9%) from the prior year resulting from principal payments on bonds from maturities and redemptions.
- Net position increased \$30.3 million (27.4%) over the prior year.
- Bond interest expense decreased \$1.4 million (15.4%) due to the continued decline in total bonds outstanding.
- Interest income decreased by \$157.6 thousand due to a decline in the interest rates available on deposited funds, and reserve funds held in money markets rather than higher yield Certificates of Deposits that matured in June of this fiscal year.

Tobacco Settlement Authority

(A Component Unit of the State of Washington)

Management's Discussion and Analysis

Overview of the Financial Statements

The financial statements consist of three parts: management's discussion and analysis, the basic financial statements and the notes to the financial statements. The financial statements are presented in a manner similar to that of a private business, using the economic resources measurement focus and the accrual basis of accounting. The financial statements report information for all Authority operations. The statement of net position includes all of the Authority's assets and liabilities. All revenues and expenses of the Authority are accounted for in the statements of revenues, expenses and changes in net position.

In addition, program financial statements are presented as supplemental information. These supplemental statements separate the financial statements into the Restricted Bond Fund and General Operating Fund.

The financial statements of the Authority have been prepared in accordance with accounting principles generally accepted in the United States of America as applied to governmental units. GASB is the accepted standard-setting body for establishing governmental accounting and financial reporting principles and the Authority has applied all its applicable pronouncements. All program and general operating funds of the Authority are accounted for on a flow of economic resources measurement focus. With this measurement focus, all assets and deferred outflows and all liabilities and deferred inflows associated with the operation of these funds are included on the statements of net position. The statements of revenue, expenses and changes in net position for all funds present increases (e.g., revenues) and decreases (e.g., expenses) in net fund position. These funds utilize the accrual basis of accounting. Under this method, revenues are recorded when earned and expenses are recorded at the time liabilities are incurred.

Management believes that the present value amount of TSRs that will be collected over time is \$80.1 million, an amount equal to the net deficit position.

Economic Outlook

The volume of cigarette shipments is the major factor in determining the amount of TSRs received by the Authority. Shipments of cigarettes over the history of the Authority have declined more rapidly than originally predicted when its bonds were issued in 2002. Factors influencing demand over that period have been significant increases in state and federal tobacco excise taxes, greater restrictions on public smoking, and the rise in popularity of e-Cigarettes. According to data from industry sources, cigarette shipments during 2019 declined 5.5%. Authority staff consider the industry information available to them each year when accruing estimated TSRs to be received.

Tobacco Settlement Authority
(A Component Unit of the State of Washington)
Management's Discussion and Analysis

Financial Analysis of the Authority

Statements of Net Position

The following table summarizes the changes in assets and deferred outflows, liabilities and deferred inflows, and net position between FY 2020 and FY 2019 (in millions):

	2020	2019	Change	
Assets				
Cash and cash equivalents	\$ 35.9	\$ 36.7	\$ (0.8)	(2.2%)
Accrued TSR and other receivables	16.6	16.4	0.2	1.2%
Total assets	52.5	53.1	(0.6)	(1.1%)
Deferred outflow of resources	1.1	1.5	(0.4)	(26.7%)
Total assets and deferred outflow of resources	<u>\$ 53.6</u>	<u>\$ 54.6</u>	<u>\$ (1.0)</u>	(1.8%)
Liabilities				
Accrued interest payable and other liabilities	\$ 0.6	\$ 0.7	\$ (0.1)	(14.3%)
Bonds payable, net	132.3	163.2	(30.9)	(18.9%)
Total liabilities	132.9	163.9	(31.0)	(18.9%)
Deferred inflow of resources	0.8	1.1	(0.3)	(27.3%)
Net deficit position	(80.1)	(110.4)	30.3	27.4%
Total liabilities and net position	<u>\$ 53.6</u>	<u>\$ 54.6</u>	<u>\$ (1.0)</u>	(1.8%)

Statements of Revenues, Expenses, and Changes in Net Position

The following table summarizes the activities in revenues and expenses between the years ended June 30, 2020 and 2019:

	2020	2019	Change	
Revenues				
Tobacco settlement revenues and other income	\$ 34.4	\$ 34.4	\$ -	--%
Interest income	0.9	1.0	(0.1)	(10.0%)
Total revenues	<u>\$ 35.3</u>	<u>\$ 35.4</u>	<u>\$ (0.1)</u>	(0.3%)
Expenses				
Bond program interest expense	\$ 7.7	\$ 9.1	\$ (1.4)	(15.4%)
Other bond program expenses	(2.9)	(3.1)	0.2	(6.5%)
General and administrative	0.2	0.2	-	-%
Total expenses	<u>\$ 5.0</u>	<u>\$ 6.2</u>	<u>\$ (1.2)</u>	(19.4%)
Change in net position	<u>\$ 30.3</u>	<u>\$ 29.2</u>	<u>\$ 1.1</u>	3.8%

Tobacco Settlement Authority

(A Component Unit of the State of Washington)

Management's Discussion and Analysis

Financial Analysis of the Authority (continued)

TSRs of \$34.3 million and \$7.7 million of interest on debt are the primary components of total revenues and expenses, respectively, for the Restricted Bond Program.

In the General Operating Fund FY 2020 revenue included other income of \$40.1 thousand representing a draw from TSRs and \$2.4 thousand of interest income. Expenses were \$68.9 thousand comprised of allocable salaries and wages, and other general and administrative expenses.

Debt Administration

At June 30, 2020, the Authority has long-term debt obligations of \$132.3 million, net of bond premium. The bond funds are held by a trustee who ensures that bond resolution requirements are met, including payments of debt service and funding of necessary reserves. Amounts held by the trustee and future receipts of TSRs represent full funding of these requirements.

In 2002, a Purchase and Sale Agreement between the Authority and the State of Washington was executed in which TSRs (\$30 million by July 1, 2003, and 29.2% of the TSRs thereafter) were purchased by the Authority for a one-time cash distribution of \$450 million to the State of Washington. The Authority issued its 2002 series bonds to fund this payment. During fiscal year 2014, the Series 2002 bonds were refunded by the Series 2013 Refunding Bonds under the existing Purchase and Sale Agreement with the State. On June 20, 2018, the Authority issued \$43,630,000 of Series 2018 Refunding Bonds whose proceeds (including bond premium) were used to refund \$47,645,000 of the Series 2013 Refunding Bonds. The Series 2013 and 2018 Refunding Bonds are solely secured by the "right to receive" TSRs from major tobacco companies under the Master Settlement Agreement. The Bonds consist of Serial Bonds. The Serial Bonds with maturity dates 2024-2033 include optional call provisions, allowing the application of TSRs received in excess of the required redemptions.

The Authority and the State of Washington covenanted to do and perform all acts and take all actions permitted by law and the Bond Indenture which are necessary or desirable in order to ensure that interest paid on the Tax-Exempt Bonds will be excluded from gross income for federal income tax purposes and shall take no action that would result in such interest not being excluded from gross income for federal income tax purposes.

The Authority has no general obligation bonds and does not currently have an issuer credit rating.

Additional information on the Authority's long-term liabilities can be found in Note 5 of the Authority's financial statements.

Tobacco Settlement Authority
(A Component Unit of the State of Washington)
Management's Discussion and Analysis

Comparison of Fiscal Years 2019 with 2018

Statements of Net Position

The following table summarizes the changes in combined net position between the years ended June 30, 2019 and 2018 (in millions):

	2019	2018	Change	
Assets				
Cash and cash equivalents	\$ 36.7	\$ 36.7	\$ -	- %
Accrued TSR and other receivables	16.4	16.4	-	- %
Total assets	53.1	53.1	-	- %
Deferred outflow of resources	1.5	2.0	(0.5)	(25.0%)
Total assets and deferred outflow of resources	<u>\$ 54.6</u>	<u>\$ 55.1</u>	<u>\$ (0.5)</u>	(0.9%)
Liabilities				
Accrued interest payable and other liabilities	\$ 0.7	\$ 0.6	\$ 0.1	16.7%
Bonds payable, net	163.2	192.8	(29.6)	(15.4%)
Total liabilities	163.9	193.4	(29.5)	(15.3%)
Deferred inflow of resources	1.1	1.3	(0.2)	(15.4%)
Net deficit position	<u>(110.4)</u>	<u>(139.6)</u>	<u>29.2</u>	(20.9%)
Total liabilities and net position	<u>\$ 54.6</u>	<u>\$ 55.1</u>	<u>\$ (0.5)</u>	(0.9%)

During FY 2019, the Authority's combined total assets and deferred outflows of resources decreased by \$0.5 million due to the decrease in deferred outflow of resources through the amortization of the balance. The Authority's total liabilities decreased by \$29.5 million, resulting from principal payments and maturities. The Authority's net position improved by \$29.2 million, primarily due to the decrease in total liabilities.

Tobacco Settlement Authority
(A Component Unit of the State of Washington)
Management's Discussion and Analysis

Comparison of Fiscal Years 2019 with 2018 (continued)

Statements of Revenues, Expenses and Changes in Net Position

The following table summarizes the combined changes in net position between the years ended June 30, 2019 and 2018 (in millions):

	2019	2018	Change	
Revenues				
Tobacco settlement and other revenues	\$ 34.4	\$ 34.1	\$ 0.3	0.9%
Interest and program revenue	1.0	0.5	0.5	100.0%
Total revenues	<u>\$ 35.4</u>	<u>\$ 34.6</u>	<u>\$ 0.8</u>	2.3%
Expenses				
Bond program interest expense	\$ 9.1	\$ 11.2	\$ (2.1)	(18.8%)
Other bond program expenses	(3.1)	(1.3)	(1.8)	138.5%
General and administrative	0.2	0.1	0.1	100.0%
Total expenses	<u>\$ 6.2</u>	<u>\$ 10.0</u>	<u>\$ (3.8)</u>	(38.0%)
Change in net position	<u>\$ 29.2</u>	<u>\$ 24.6</u>	<u>\$ 4.6</u>	18.7%

The change in net position of \$29.2 million for FY 2019 represents an increase of \$4.6 million over the FY 2018 change of \$24.6 million. The increase is primarily attributable to realized savings in bond interest and a decrease in other bond program expenses.

Questions and inquiries may be directed to the Senior Director of Finance or the Senior Controller at Tobacco Settlement Authority, 1000 Second Avenue, Suite 2700, Seattle, WA 98104 or 206-464-7139.

Tobacco Settlement Authority
(A Component Unit of the State of Washington)
Statements of Net Position

	June 30,	
	2020	2019
ASSETS AND DEFERRED OUTFLOW OF RESOURCES		
CASH AND CASH EQUIVALENTS	\$ 35,872,237	\$ 36,685,134
TSR RECEIVABLE	16,599,019	16,301,725
PREPAID FEES AND INTEREST RECEIVABLE	8,885	92,105
TOTAL ASSETS	52,480,141	53,078,964
DEFERRED OUTFLOW OF RESOURCES		
Unamortized loss on refunded debt	1,111,110	1,516,474
TOTAL ASSETS AND DEFERRED OUTFLOW OF RESOURCES	<u>\$ 53,591,251</u>	<u>\$ 54,595,438</u>
LIABILITIES, DEFERRED INFLOW OF RESOURCES, AND NET POSITON		
ACCRUED INTEREST PAYABLE	\$ 524,431	\$ 644,131
ACCOUNTS PAYABLE AND OTHER LIABILITIES	23,562	7,878
BONDS PAYABLE		
Interest bonds	124,025,000	152,050,000
Unamortized bond premium	8,298,672	11,176,336
	<u>132,323,672</u>	<u>163,226,336</u>
TOTAL LIABILITIES	132,871,665	163,878,345
DEFERRED INFLOW OF RESOURCES		
Unamortized gain on refunded debt	817,869	1,076,101
TOTAL NET DEFICIT POSITION	<u>(80,098,283)</u>	<u>(110,359,008)</u>
TOTAL LIABILITIES, DEFERRED INFLOW OF RESOURCES, AND NET POSITION	<u>\$ 53,591,251</u>	<u>\$ 54,595,438</u>

Tobacco Settlement Authority
(A Component Unit of the State of Washington)
Statements of Revenues, Expenses, and Changes in Net Position

	Years Ended June 30,	
	2020	2019
REVENUES		
Tobacco settlement revenues and other income	\$ 34,429,824	\$ 34,394,878
Interest income	873,315	1,030,947
	<u>35,303,139</u>	<u>35,425,825</u>
EXPENSES		
Interest on debt	7,756,995	9,137,737
Amortization of bond premium	(2,877,664)	(3,126,420)
General and administrative	163,083	173,354
	<u>5,042,414</u>	<u>6,184,671</u>
CHANGE IN NET POSITION	30,260,725	29,241,154
NET POSITION		
Beginning of year	<u>(110,359,008)</u>	<u>(139,600,162)</u>
End of year	<u><u>\$ (80,098,283)</u></u>	<u><u>\$ (110,359,008)</u></u>

Tobacco Settlement Authority
(A Component Unit of the State of Washington)
Statements of Cash Flows

	Years Ended June 30,	
	2020	2019
OPERATING ACTIVITIES		
Cash received from tobacco settlement and other revenues	\$ 34,132,529	\$ 34,503,850
Cash paid for bond program expenses	(94,145)	(115,120)
Cash paid for general and administrative expenses	(53,994)	(63,386)
Net cash provided by operating activities	<u>33,984,390</u>	<u>34,325,344</u>
INVESTING ACTIVITIES		
Cash received from interest income	<u>957,275</u>	<u>995,972</u>
NONCAPITAL FINANCING ACTIVITIES		
Principal repayment on bonds	(28,025,000)	(26,415,000)
Cash paid for bond interest expense	<u>(7,729,562)</u>	<u>(8,967,053)</u>
Net cash used for financing activities	<u>(35,754,562)</u>	<u>(35,382,053)</u>
NET DECREASE IN CASH AND CASH EQUIVALENTS	(812,897)	(60,737)
CASH AND CASH EQUIVALENTS		
Beginning of year	<u>36,685,134</u>	<u>36,745,871</u>
End of year	<u><u>\$ 35,872,237</u></u>	<u><u>\$ 36,685,134</u></u>
RECONCILIATION OF CHANGES IN NET POSITION TO NET CASH PROVIDED BY OPERATING ACTIVITIES		
Excess (deficit) of revenues over expenses	\$ 30,260,725	\$ 29,241,154
Adjustments to reconcile operating income to net cash used in operating activities		
Amortization of bond premium	(2,877,664)	(3,126,420)
Amortization of loss on refunded debt	147,132	168,269
Cash paid for bond interest expense	7,729,562	8,967,053
Cash received from interest income	(957,275)	(995,972)
Changes in assets and liabilities		
(Increase) decrease in TSR receivable	(297,294)	108,972
Increase (decrease) in prepaid fees and other receivable	83,219	(35,036)
Increase (decrease) in accounts payable and other liabilities	(104,015)	(5,091)
Increase in accrued interest payable	<u>-</u>	<u>2,415</u>
Net cash from operating activities	<u><u>\$ 33,984,390</u></u>	<u><u>\$ 34,325,344</u></u>

Tobacco Settlement Authority

(A Component Unit of the State of Washington)

Notes to Financial Statements

Note 1 – Organization, Program Funds, and Description of Business

The Tobacco Settlement Authority (the Authority) was formed in April 2002 pursuant to legislation enacted by the Washington State Legislature (RCW 43.340) and signed into law by Governor Gary Locke. It is a public instrumentality separate and distinct from the State. However, because the State appoints the governing body and is entitled to the resources of the Authority, the financial accountability criteria as defined by the Governmental Accounting Standards Board (GASB) have been met. As such, the Authority is presented as a blended component unit of the State in its Comprehensive Annual Financial Report (CAFR).

The Authority board consists of five directors, each appointed by the governor. The chair of the Authority serves at the pleasure of the governor while the remaining directors serve terms of four years from the date of their appointment.

The Authority was created to generate a one-time payment of \$450 million for the State of Washington (the State) in the 2002-2004 biennium by issuing bonds securitizing a portion of the future revenue stream available under the Master Settlement Agreement (MSA) among participating cigarette manufacturers and Settling States. The Settling States included the State of Washington, 45 other states and six other U.S. jurisdictions. In November 2002, \$517 million of bonds were issued and \$450 million was deposited by the Authority into the State general fund in exchange for acquiring a one-time payment of \$30 million at bond closing and 29.2% of the State's Tobacco Settlement Revenues (TSRs) received on or after July 1, 2003. The final maturity of the Series 2002 Bonds was 2032. On October 17, 2013, \$334,700,000 in refunding bonds were issued. The bond proceeds were used to currently refund all 2002 bonds. The structure of the Series 2013 Refunding Bonds provided a reduced interest rate with a final scheduled maturity in 2033. On June 20, 2018, \$46,630,000 in refunding bonds were issued. The proceeds were used to partially refund the Series 2013 Refunding Bonds, providing a further reduction in interest rate. The expected maturity of both series of the 2013 Refunding Bonds is 2023. For further information on the MSA, see Note 6.

Payment on the bonds is a sole obligation of the Authority and not an obligation of the State of Washington. Neither the faith and credit nor the taxing power of the State or any municipal corporation, subdivision or agency of the State is pledged to the payment of the bonds.

The Authority's financial operations are accounted for in two funds, the Restricted Bond Fund and General Operating Fund. The Restricted Bond Fund accounts for the receipt of the Authority's TSRs and of the payments related to servicing the bonds. The General Operating Fund accounts for the fiscal activities of the ongoing program administration responsibilities of the Authority. It is funded by draws, as necessary, from the TSRs used to repay the debt. The Authority's fiscal year begins July 1 and ends June 30.

Administrative and technical support for the Authority is provided by the Washington State Housing Finance Commission, which is reimbursed for its costs from the Authority's operating fund. Accounting and staff services are to be provided until the bonds are retired, see Note 4.

Tobacco Settlement Authority
(A Component Unit of the State of Washington)
Notes to Financial Statements

Note 2 – Summary of Significant Accounting Policies

The financial statements of the Authority have been prepared in accordance with accounting principles generally accepted in the United States of America as applied to governmental units. GASB is the accepted standard-setting body for establishing governmental accounting and financial reporting principles. The Authority has applied all applicable GASB pronouncements.

The most significant of the Authority's accounting policies are described below.

Measurement focus and basis of accounting – All program and general operating funds of the Authority are accounted for on a flow of economic resources measurement focus. With this measurement focus, all assets and deferred outflows and all liabilities and deferred inflows associated with the operation of these funds are included on the statement of net position. The statement of revenues, expenses and changes in net position for all funds present increases (e.g., revenues) and decreases (e.g., expenses) in net fund position. These funds utilize the accrual basis of accounting. Under this method, revenues are recorded when earned and expenses are recorded at the time liabilities and deferred inflows are incurred.

Unclassified statement of net position – The Authority's business cycle is greater than one year. As such, all assets and liabilities as shown on the statement of net position are unclassified.

Cash and cash equivalents – Cash deposits held in the Restricted Bond Fund are held in the corporate trust department of a commercial bank (the Trustee) in the bond issue's name. Cash deposits held by the General Operating Fund are entirely covered by Federal Depository Insurance Corporation (FDIC) or by collateral held in a multiple financial institution collateral pool administered by the Washington Public Deposit Protection Commission. Cash and cash equivalents by fund as of June 30, 2020 and 2019, are:

	<u>2020</u>	<u>2019</u>
Cash and cash equivalents		
Restricted Bond Fund	\$ 35,717,765	\$ 36,519,166
General Operating Fund	<u>154,472</u>	<u>165,968</u>
Total cash and cash equivalents	<u>\$ 35,872,237</u>	<u>\$ 36,685,134</u>

For purposes of the statement of cash flows, the Authority considers all highly liquid, interest-bearing instruments purchased with an original maturity of three months or less that are readily convertible to cash to be cash and cash equivalents.

Investments – The Authority's Trustee holds all investments in the name of the Authority, however, there were no investments outstanding at June 30, 2020 or 2019.

Tobacco Settlement Authority

(A Component Unit of the State of Washington)

Notes to Financial Statements

Note 2 – Summary of Significant Accounting Policies (continued)

Deferred outflow and inflow of resources – In addition to assets and liabilities, the statement of net position, when applicable, will report a separate section for deferred outflow and inflow of resources. Deferred outflow of resources represents a consumption of net position that applies to a future period(s) and so will not be recognized as an outflow of resources (expense) until then. Similarly, deferred inflows represent the expected savings of net position that apply to future period(s). The excess of costs and the excess of savings incurred over the carrying value of bonds refunded on early extinguishment of debt is amortized, using the bonds outstanding method, over the shorter of the remaining life of the old bonds or the life of the new issue and recorded as a deferred outflow of resources.

Unamortized bond discounts and premium – Unamortized bond discounts and premiums are amortized using the bonds outstanding method over the expected life of the bonds.

Bond issuance costs – Bond issuance costs, including underwriter's discounts are expensed at issuance.

Bonds payable – Serial Bonds are stated at their principal amount outstanding, net of unamortized bond premium.

Income taxes – The Authority is exempt from federal income taxes under Internal Revenue Code Section 115(a) and accordingly, no provision for income taxes was made for the years ended June 30, 2020 and 2019.

Tobacco settlement revenues – The purchase and sale agreement between the Authority and the State of Washington conveyed the right to the first \$30 million of the TSRs for the fiscal year ended June 30, 2003, and 29.2% of the TSRs thereafter until all of the bonds are redeemed. They are to be deposited with the Authority's Bond Trustee and used in accordance with the bond indenture to redeem bonds and pay costs until such time as the bond and other obligations are fully paid.

The Authority has elected to continue recognition of its Purchase and Sale Agreement of Tobacco Assets on its previous transactions consistent with its treatment prior to the issuance of GASB Statement No. 48, *Sales and Pledges of Receivables and Future Revenues and Intra-Entity Transfers of Assets and Future Revenues* as allowed by the statement. Therefore, the Authority does not recognize a deferred inflow of resources related to the purchase of this future revenue stream from the State. The Authority recognizes TSRs as an asset and revenue based on the domestic shipment of cigarettes. The Authority estimates accrued TSRs that derive from sales of cigarettes from January 1 to June 30, according to the annual TSRs payment that are based on cigarette sales from the preceding calendar year and historical payment trends. TSRs recognized for 2020 and 2019 included an accrual of \$16,599,019 and \$16,301,725, respectively.

Other fee income – The Authority is entitled to receive operating funds each year from TSRs as outlined in the bond indenture. However, the Authority has the option to deliver an officer's certificate to the Trustee on or before April 15 of each year certifying changes to the amount of operating funds to be drawn. For fiscal years 2020 and 2019, the Authority delivered officer's certificates to the Trustee requesting operating funds of \$40,145 and \$61,120, respectively, be disbursed which were received by the Authority prior to the fiscal years' end.

Tobacco Settlement Authority
(A Component Unit of the State of Washington)
Notes to Financial Statements

Note 2 – Summary of Significant Accounting Policies (continued)

Use of estimates – The preparation of the financial statements in accordance with accounting principles generally accepted in the United States of America (GAAP) requires management to make estimates and assumptions in determining the reported amounts of assets and liabilities, disclosure of contingent assets and liabilities as of the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results may differ from those estimates.

Net deficit position – The net deficit position balances of \$80,098,283 at June 30, 2020, and \$110,359,008 at June 30, 2019, reflect unrestricted net deficit positions as defined by GASB Statement No. 34. This balance is comprised of amounts from two funds. The general operating fund has a net position balance of \$138,194 at June 30, 2020, and \$164,634 at June 30, 2019. The restricted bond fund has a net deficit balance of \$80,236,477 at June 30, 2020, and \$110,523,642 at June 30, 2019. Management believes that the present value of future TSRs allocated to the Authority approximates the net deficit position.

Arbitrage rebate – No arbitrage rebate is owed to the United States Treasury for the years ended June 30, 2020 and 2019.

Note 3 – Investments

Bond issue investment policy – The trust indenture for the bond issue outlines the permitted investments. Although all of the program funds must be used for program purposes, certain funds have been restricted for payment of debt service as required by the indenture.

Operations investment policy – The Authority can invest in nongovernmental investments including certificates of deposit, banker's acceptances and repurchase agreements.

In addition, the following governmental investments are eligible:

1. Treasury bills, notes and other obligations issued by the United States Department of the Treasury and backed by the full faith and credit of the U.S. government.
2. Federal Home Loan Bank notes and bonds.
3. Federal Land Bank bonds.

Tobacco Settlement Authority

(A Component Unit of the State of Washington)

Notes to Financial Statements

Note 3 – Investments (continued)

4. Federal National Mortgage Association notes, debentures and guaranteed certificates of participation.
5. The obligations of certain government-sponsored corporations whose obligations are eligible as collateral for advances to member banks as determined by the Board of Governors of the Federal Reserve System.
6. Shares of mutual funds with portfolios consisting of only U.S. government bonds or U.S. government guaranteed bonds issued by federal agencies with average maturities less than four years.

The Authority measures investments at fair value on a reoccurring basis and categorizes its fair value measurements within the fair value hierarchy established by generally accepted accounting principles. The hierarchy is based on the valuation inputs used to measure the fair value of the asset. Level 1 inputs are quoted prices in active markets for identical assets; Level 2 inputs are significant other observable inputs; Level 3 inputs are significant unobservable inputs. However, as of the years ended June 30, 2020 and 2019, the Authority held no investments as all excess funds were held as cash and cash equivalents.

Note 4 – Contracted Staff Services

The Washington State Housing Finance Commission provides staff and other administrative services to the Authority. Total charges were \$37,030 and \$33,854 for the years ended June 30, 2020 and 2019, respectively. The Authority has no directly hired staff and as such has no pension obligations. The Authority had fees payable totaling \$20,068 and \$7,850 with the Washington State Housing Finance Commission at June 30, 2020 and 2019, respectively.

Note 5 – Bonds Payable

The bonds are limited obligations of the Authority, publicly traded, and payable solely from its TSRs received and due from the State secured by the purchase and sale agreement as described in Note 2, restricted investments, and undisbursed bond proceeds and the earnings thereon held under the indenture authorizing the bonds.

Events of default on the bonds include failure of the Authority to pay, when due, any interest on the bonds, principal maturity, or sinking fund installment, to observe or perform any other provision of the indenture not corrected within 60 days of written notice by the bond indenture Trustee, or a material breach by the State of its covenants. If any of these occur, the Trustee may, and upon written request of holders of at least 25% in the principal amount of the bonds outstanding shall, enforce the rights of the Bondholders and require the Issuer and the State to carry out their respective agreements with the Bondholders.

Tobacco Settlement Authority
(A Component Unit of the State of Washington)
Notes to Financial Statements

Note 5 – Bonds Payable (continued)

As of June 30, 2020, the Authority had outstanding bonds of approximately \$124.0 million. The bonds bear interest rates ranging from 5.00% to 5.25% and mature in varying amounts through 2033. Future principal and interest requirements are shown in the following table.

Years Ending June 30,	Principal Redemptions	Interest Requirements	Total
2021	\$ 13,880,000	\$ 6,293,175	\$ 20,173,175
2022	25,110,000	5,599,175	30,709,175
2023	26,735,000	4,343,675	31,078,675
2024	21,530,000	3,006,925	24,536,925
2025	-	1,930,425	1,930,425
2026-2030	-	9,652,125	9,652,125
2031-2033	36,770,000	3,713,325	40,483,325
	<u>\$ 124,025,000</u>	<u>\$ 34,538,825</u>	<u>\$ 158,563,825</u>

Changes in bonds outstanding during the fiscal year ended June 30, 2020, are summarized in the following table:

Balance at June 30, 2019	Issued	Redeemed	Balance at June 30, 2020
<u>\$ 152,050,000</u>	<u>\$ -</u>	<u>\$ 28,025,000</u>	<u>\$ 124,025,000</u>

Note 6 – Master Settlement Agreement and Tobacco Settlement Revenues

The Master Settlement Agreement is a tobacco industry-wide settlement of litigation between the Settling States and the Original Participating Manufacturers and was entered into by the parties on November 23, 1998. Tobacco Settlement Revenues consist of the amounts to be received under the terms of the Master Settlement Agreement.

The MSA requires annual payments by the four largest tobacco companies to the Settling States; up to \$206 billion was to be received during the first 25 years of the agreement. The State of Washington was initially scheduled to receive approximately \$4 billion during the first 25 years.

Tobacco Settlement Authority

(A Component Unit of the State of Washington)

Notes to Financial Statements

Note 6 – Master Settlement Agreement and Tobacco Settlement Revenues (continued)

Management believes that the present value of the amount of TSRs that will be collected by the Authority over time is \$80,098,283, an amount equal to the net deficit position. However, prior to GASB 48, which was effective for years beginning on or after December 15, 2006, accounting principles generally accepted in the United States of America did not allow these future revenues to be recorded in the financial statements. As such, the only TSRs receivable recorded in the accompanying financial statements are those estimated to accrue due to cigarette shipments from January 1 to June 30, 2020, and January 1 to June 30, 2019.

Note 7 – Contingencies

Certain parties, including smokers, smokers' rights organizations, consumer groups, cigarette manufacturers, cigarette importers, cigarette distributors, Native American tribes, taxpayers, taxpayers' groups and other parties have filed actions against some, and in certain cases all, of the signatories to the MSA, alleging, among other things, that the MSA and related legislation including the Settling States' Qualifying Statutes, Allocable Share Release Amendments and Complementary Legislation as well as other legislation such as "Contraband Statutes" are void or unenforceable under certain provisions of law, such as the U.S. Constitution, state constitutions, federal antitrust laws, state consumer protection laws, bankruptcy laws, federal cigarette advertising and labeling law, and unfair competition laws. Certain of the lawsuits further sought, among other relief, an injunction against one or more of the Settling States from collecting any moneys under the MSA and barring the Participating Manufacturers from collecting cigarette price increases related to the MSA. In addition, class action lawsuits have been filed in several federal and state courts alleging that under the federal Medicaid law, any amount of tobacco settlement funds that the Settling States receive in excess of what they paid through the Medicaid program to treat tobacco-related diseases should be paid directly to Medicaid recipients.

In addition, class action lawsuits have been filed in several federal and state courts alleging that under the federal Medicaid law, any amount of tobacco settlement funds that the Settling States receive in excess of what they paid through the Medicaid program to treat tobacco-related diseases should be paid directly to Medicaid recipients. To date, no such lawsuits have been successful. The enforcement of the terms of the MSA may, however, continue to be challenged in the future. In the event of an adverse court ruling, the Authority may not have adequate financial resources to make payment on its outstanding bonds.

Members of the Authority's board of directors and persons acting on the Authority's behalf, while acting within the scope of their duties or employment, shall not be subject to any personal liability resulting from carrying out the powers and duties conferred on them, and shall have the indemnification rights under the provisions of the Authority's Public Officials and Employees Liability insurance policy.

Supplemental Information

Tobacco Settlement Authority
(A Component Unit of the State of Washington)
Schedule of Program Net Position

	Restricted Bond Fund	General Operating Fund	June 30,	
			2020	2019
ASSETS AND DEFERRED OUTFLOW OF RESOURCES				
CASH AND CASH EQUIVALENTS	\$ 35,717,765	\$ 154,472	\$ 35,872,237	\$ 36,685,134
TSR RECEIVABLE	16,599,019	-	16,599,019	16,301,725
PREPAID FEES AND INTEREST RECEIVABLE	1,601	7,284	8,885	92,105
TOTAL ASSETS	52,318,385	161,756	52,480,141	53,078,964
DEFERRED OUTFLOW OF RESOURCES				
Unamortized loss on refunded debt	1,111,110	-	1,111,110	1,516,474
TOTAL ASSETS AND DEFERRED OUTFLOW OF RESOURCES	\$ 53,429,495	\$ 161,756	\$ 53,591,251	\$ 54,595,438
LIABILITIES, DEFERRED INFLOW OF RESOURCES, AND NET POSITION				
ACCRUED INTEREST PAYABLE	\$ 524,431	\$ -	\$ 524,431	\$ 644,131
ACCOUNTS PAYABLE AND OTHER LIABILITIES	-	23,562	23,562	7,878
BONDS PAYABLE				
Interest bonds	124,025,000	-	124,025,000	152,050,000
Unamortized bond premium	8,298,672	-	8,298,672	11,176,336
	132,323,672	-	132,323,672	163,226,336
TOTAL LIABILITIES	132,848,103	23,562	132,871,665	163,878,345
DEFERRED INFLOW OF RESOURCES				
Unamortized Gain on refunded debt	817,869	-	817,869	1,076,101
TOTAL NET DEFICIT POSITION	(80,236,477)	138,194	(80,098,283)	(110,359,008)
TOTAL LIABILITIES, DEFERRED INFLOW OF RESOURCES AND NET POSITION	\$ 53,429,495	\$ 161,756	\$ 53,591,251	\$ 54,595,438

Tobacco Settlement Authority
(A Component Unit of the State of Washington)
Schedule of Program Revenues, Expenses, and Changes in Program Net Position

	Restricted Bond Fund	General Operating Fund	Years Ended June 30,	
			2020	2019
REVENUES				
Tobacco settlement revenues and other income	\$ 34,389,679	\$ 40,145	\$ 34,429,824	\$ 34,394,878
Interest income	870,962	2,353	873,315	1,030,947
	<u>35,260,641</u>	<u>42,498</u>	<u>35,303,139</u>	<u>35,425,825</u>
EXPENSES				
Interest on debt	7,756,995	-	7,756,995	9,137,737
Amortization of bond premium	(2,877,664)	-	(2,877,664)	(3,126,420)
General and administrative	94,145	68,938	163,083	173,354
	<u>4,973,476</u>	<u>68,938</u>	<u>5,042,414</u>	<u>6,184,671</u>
CHANGE IN NET POSITION	30,287,165	(26,440)	30,260,725	29,241,154
Beginning of year	<u>(110,523,642)</u>	<u>164,634</u>	<u>(110,359,008)</u>	<u>(139,600,162)</u>
End of year	<u>\$ (80,236,477)</u>	<u>\$ 138,194</u>	<u>\$ (80,098,283)</u>	<u>\$ (110,359,008)</u>

Tobacco Settlement Authority
(A Component Unit of the State of Washington)
Schedule of Program Cash Flows

	Restricted Bond Fund	General Operating Fund	Years Ended June 30,	
			2020	2019
OPERATING ACTIVITIES				
Cash received from tobacco settlement and other revenues	\$ 34,092,384	\$ 40,145	\$ 34,132,529	\$ 34,503,850
Cash paid for bond program expenses	(94,145)	-	(94,145)	(115,120)
Cash paid for general and administrative expenses	-	(53,994)	(53,994)	(63,386)
Net cash provided by (used for) operating activities	<u>33,998,239</u>	<u>(13,849)</u>	<u>33,984,390</u>	<u>34,325,344</u>
INVESTING ACTIVITIES				
Cash received from interest income	<u>954,922</u>	<u>2,353</u>	<u>957,275</u>	<u>995,972</u>
NONCAPITAL FINANCING ACTIVITIES				
Principal repayment on bonds	(28,025,000)	-	(28,025,000)	(26,415,000)
Cash paid for bond interest expense	<u>(7,729,562)</u>	<u>-</u>	<u>(7,729,562)</u>	<u>(8,967,053)</u>
Net cash provided by (used for) financing activities	<u>(35,754,562)</u>	<u>-</u>	<u>(35,754,562)</u>	<u>(35,382,053)</u>
NET (DECREASE) INCREASE IN CASH AND CASH EQUIVALENTS	(801,401)	(11,496)	(812,897)	(60,737)
CASH AND CASH EQUIVALENTS				
Beginning of year	<u>36,519,166</u>	<u>165,968</u>	<u>36,685,134</u>	<u>36,745,871</u>
End of year	<u><u>\$ 35,717,765</u></u>	<u><u>\$ 154,472</u></u>	<u><u>\$ 35,872,237</u></u>	<u><u>\$ 36,685,134</u></u>
RECONCILIATION OF OPERATING INCOME TO NET CASH PROVIDED BY (USED FOR) OPERATING ACTIVITIES				
Excess (deficit) of revenues over expenses	\$ 30,287,165	\$ (26,440)	\$ 30,260,725	\$ 29,241,154
Adjustments to reconcile operating income to net cash provided by (used for) operating activities				
Amortization of bond premium	(2,877,664)	-	(2,877,664)	(3,126,420)
Amortization of loss on refunded debt	147,132	-	147,132	168,269
Cash paid for bond interest expense	7,729,562	-	7,729,562	8,967,053
Cash received from interest income	(954,922)	(2,353)	(957,275)	(995,972)
Changes in assets and liabilities				
(Increase) decrease in TSR receivable	(297,294)	-	(297,294)	108,972
(Increase) decrease in prepaid fees and other receivables	83,959	(740)	83,219	(35,036)
Increase (decrease) in accounts payable and other liabilities	(119,699)	15,684	(104,015)	(5,091)
Decrease in accrued interest payable	-	-	-	2,415
Net cash provided by (used for) operating activities	<u><u>\$ 33,998,239</u></u>	<u><u>\$ (13,849)</u></u>	<u><u>\$ 33,984,390</u></u>	<u><u>\$ 34,325,344</u></u>

TAB 4

TOBACCO SETTLEMENT AUTHORITY

January 6, 2021

Authority Directors
Tobacco Settlement Authority
Seattle, Washington

We have compiled the UNAUDITED statement of net position of the Tobacco Settlement Authority (the "Authority"), General Operating Fund, as of [November 30, 2020](#), and the related statement of activities and changes in net position for the month then ended in accordance with generally accepted accounting principles.

This compilation is limited to presenting, in the form of financial statements, information that is accurate to the best of our knowledge and belief. These statements have not been audited or reviewed by an independent third party.

We have elected to omit substantially all of the disclosures required by generally accepted accounting principles including the statement of changes in financial position. If the omitted disclosures were included in the financial statements, they might influence the users' conclusions about the Authority's financial position, results of operations and changes in financial position. Accordingly, these financial statements are not designed for those who are not informed about these matters.

Prepared by: Leora Tyau
Leora Tyau
Fiscal Analyst 4

Approved by: Shirleen Noonan
Shirleen Noonan
General Operations Manager

TOBACCO SETTLEMENT AUTHORITY
GENERAL OPERATING FUND

November 30, 2020
Unaudited

CONTENTS

(See Accountant's Compilation Report)

Accountant's Report

Financial Statements:

Statement of Net Position	3
Statement of Activities & Changes in Net Position	4
Detailed Statement of Activities	5

Tobacco Settlement Authority
Statement of Net Position
Fund: General Operating Fund
Division: All
November 30, 2020
(See Accountant's Compilation Report)

	Current Year	Prior Year	Variance Amount	%
<i>ASSETS</i>				
Cash and Cash Equivalents:	\$ 103,631	\$ 157,079	\$ (53,448)	-34%
Prepaid Expenses & Other Receivable	4,251	3,819	432 (1)	11%
<i>Total Assets</i>	<u>\$ 107,882</u>	<u>\$ 160,898</u>	<u>\$ (53,016)</u>	<u>-33%</u>
<i>LIABILITIES</i>				
Accounts Payable and Other Liabilities	\$ 11,049	\$ 27,285	\$ (16,236) (2)	-60%
<i>Total Liabilities</i>	<u>11,049</u>	<u>27,285</u>	<u>(16,236)</u>	<u>-60%</u>
<i>NET POSITION</i>				
Unrestricted	96,833	133,613	(36,780)	-28%
Total Net Position	<u>96,833</u>	<u>133,613</u>	<u>(36,780)</u>	<u>-28%</u>
<i>Total Liabilities and Net Position</i>	<u>\$ 107,882</u>	<u>\$ 160,898</u>	<u>\$ (53,016)</u>	<u>-33%</u>

- (1) The increase in prepaid expenses is due to an increase in the cost of the annual insurance premium prepaid each June.
- (2) The decrease in accounts payables is due to the timing of interagency (IA) and audit fees due. In November of the prior year, outstanding payables included July through November 2019 IA charges and higher audit fees payable due to the timing of the audit. In the current year, outstanding payables include IA charges for the months of October and November 2020 along with a lower audit fee payable balance due.

Tobacco Settlement Authority
Statement of Activities and Changes in Net Position
Fund: General Operating Fund

Division: All

For The Year To Date Ending: November 30, 2020
(See Accountant's Compilation Report)

	Current Period	Current Year to Date	Prior Year to Date	Variance	
				Amount	%
<i>Revenues:</i>					
Interest Earned and Realized Gain	\$ 1	\$ 41	\$ 1,386	\$ (1,345) (1)	-97%
<i>Total Unadjusted Revenues</i>	<u>1</u>	<u>41</u>	<u>1,386</u>	<u>(1,345)</u>	<u>-97%</u>
<i>Expenses:</i>					
Salaries, Wages, and Employee Benefits	2,977	18,387	12,885	5,502 (2)	43%
Travel & Conferences	-	-	57	(57) (3)	-100%
Professional Fees	3,923	18,459	15,030	3,429 (4)	23%
Office Expense	870	4,519	4,436	83	2%
<i>Total Expenses</i>	<u>7,770</u>	<u>41,365</u>	<u>32,407</u>	<u>8,958</u>	<u>28%</u>
<i>Adjustments</i>					
Gains/(Loss) on Investments-Unrealized	-	(38)	(1)	(37)	3700%
<i>Total Adjustments</i>	<u>-</u>	<u>(38)</u>	<u>(1)</u>	<u>(37)</u>	<u>3700%</u>
(Deficit) Excess of Revenues over Expenses	<u>(7,769)</u>	<u>(41,362)</u>	<u>(31,022)</u>	<u>(10,340)</u>	<u>33%</u>
<i>Net Position</i>					
Total net position, beginning of period	104,602	138,195	164,635	(26,440)	-16%
Current Increase (Decrease) to Net Position	<u>(7,769)</u>	<u>(41,362)</u>	<u>(31,022)</u>	<u>(10,340)</u>	<u>33%</u>
Total net position, end of year	<u>\$ 96,833</u>	<u>\$ 96,833</u>	<u>\$ 133,613</u>	<u>\$ (36,780)</u>	<u>-28%</u>

- (1) The decrease in interest income is primarily due to a lower market yield in the current period of .01% compared to the same period in the prior year of 1.69%.
- (2) The increase in salaries and benefits in the current year is due to a higher allocation of staff hours compared to the prior period, plus a cost of living (COLA) increase for General Services staff.
- (3) There was no travel nor travel related costs in the current fiscal year.
- (4) The increase in professional fees in the current year is due to the timing in the recognition of expense for the external audit and additional costs due to a state audit. In the prior year, a state audit did not take place.

Tobacco Settlement Authority
Detailed Statement of Activities
Fund: General Operating Fund
Division: All

For The Year To Date Ending: November 30, 2020
(See Accountant's Compilation Report)

	Variance-YTD vs. PY Actuals		Prior YTD		YTD	YTD	Variance-YTD Budget to Actual	
	%	Amount	Actual	Actual	Budget	Amount	%	
Revenues:								
Interest Earned and Realized Gain	-97.0%	\$ (1,345)	\$ 1,386	\$ 41	\$ 692	\$ (651)	-94.1%	
Other Income	NA	-	-	-	20,833	(20,833)	-100.0%	
Total Unadjusted Revenues	-97%	(1,345)	1,386	41	21,525	(21,484)	-100%	
Expenses:								
Salaries & Wages - Staff & Temp. Svcs	44.6%	4,321	9,695	14,016	22,639	(8,623)	-38.1%	
Employee Benefits - Staff	37.0%	1,180	3,191	4,371	6,571	(2,200)	-33.5%	
Travel in state - Staff	-100.0%	(57)	57	-	208	(208)	-100.0%	
Accounting Fees	21.6%	3,070	14,200	17,270	18,375	(1,105)	-6.0%	
Legal Fees	43.3%	359	830	1,189	1,458	(269)	-18.4%	
Financial Advisor Fees	NA	-	-	-	417	(417)	-100.0%	
Office Rent/Conf. Room Rentals	51.3%	202	394	596	915	(319)	-34.9%	
Deliveries	-20.3%	(24)	118	94	208	(114)	-54.8%	
Insurance	11.3%	308	2,727	3,035	2,750	285	10.4%	
Meeting Expense	NA	-	-	-	104	(104)	-100.0%	
Software Maint. Support & Other Info Svcs	-35.5%	(230)	648	418	845	(427)	-50.5%	
Postage	-100.0%	(7)	7	1	63	(62)	-98.4%	
Printing	-100.0%	(208)	208	-	292	(292)	-100.0%	
Supplies	-21.3%	(19)	89	70	595	(525)	-88.2%	
Telephone	24.0%	6	25	31	88	(57)	-64.8%	
Other Office Expenses	24.5%	54	220	274	373	(99)	-26.5%	
Total Expenses	28%	8,955	32,409	41,365	55,901	(14,536)	-26%	
Adjustments								
Revenues:								
Gains/(Loss) on Investments-Unrealized	3700.0%	(37)	(1)	(38)	-	(38)	NA	
Total Adjustments	NA	(37)	(1)	(38)	-	(38)	NA	
(Deficit) Excess of Revenues over Expenses	33.3%	\$ (10,338)	\$ (31,024)	\$ (41,362)	\$ (34,376)	\$ (6,986)	20.3%	

Statement of Account

Tobacco Settlement Authority
Proration of costs between TSA and WSHFC
For the period April 1, 2020 - June 30, 2020

Month	Salaries & Benefits	Office Expenses (1)	Overhead (2)	Invoice Amount
April	\$ 2,923.20	\$ 213.07	\$ 9.95	\$ 3,146.22
May	2,404.64	217.94	11.94	2,634.52
June	6,212.99	711.20	40.92	6,965.11
Total Per Category	\$ 11,540.83	\$ 1,142.21	\$ 62.81	\$ 12,745.85
Previous Balance at March 31, 2020				15,192.99
Payments & Credit Memos (through July 6, 2020)				(15,192.99)
Due to WSHFC:				\$ 12,745.85

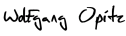
Please make checks payable to:

Washington State Housing Finance Commission
1000 Second Avenue, Suite 2700
Seattle, Washington 98104-1046

(1) Office Expenses are expenses paid by WSHFC on behalf of TSA and allocation of certain HFC expenses based on TSA salary hours as a percentage of total HFC salary hours.

(2) Overhead is the allocation of HFC's depreciation expense based on TSA salary hours as a percentage of total HFC salary hours.

Approval for Payment

DocuSigned by:

5D56152CCCE5472...

Authority Board Member

Statement of Account

Tobacco Settlement Authority
Proration of costs between TSA and WSHFC
For the period July 1, 2020 - September 30, 2020

Month	Salaries & Benefits	Office Expenses (1)	Overhead (2)	Invoice Amount
July	\$ 3,528.79	\$ 337.20	\$ 14.48	\$ 3,880.47
August	3,911.18	302.13	19.37	4,232.68
September	4,254.84	260.23	16.47	4,531.54
Total Per Category	\$ 11,694.81	\$ 899.56	\$ 50.32	\$ 12,644.69

Previous Balance at June 30, 2020	12,745.85
Payments & Credit Memos (through September 30, 2020)	(12,745.85)
Due to WSHFC:	<u>\$ 12,644.69</u>


Please make checks payable to:

Washington State Housing Finance Commission
1000 Second Avenue, Suite 2700
Seattle, Washington 98104-1046

(1) Office Expenses are expenses paid by WSHFC on behalf of TSA and allocation of certain HFC expenses based on TSA salary hours as a percentage of total HFC salary hours.

(2) Overhead is the allocation of HFC's depreciation expense based on TSA salary hours as a percentage of total HFC salary hours.

Approval for Payment


Wolf Opitz (Oct 3, 2020 15:48 PST)

Authority Board Member

TAB 5

(To be distributed to the board members prior to the meeting)

TAB 6

TOBACCO SETTLEMENT BONDS

Trustee Update December 2020

Structure:

2018 Serial maturities from June 1, 2022 through 2024:

2013 Series maturities from June 1, 2019 through 2022, 2023, and 2027 and 2033

Date	2013 Series Interest Due	2018 Series Interest Due	2013 Series Maturities	2018 Series Maturities	Series 2013 Optional Redemptions
6/1/2018	5,329,212.50		13,215,000		12,505,000
7/2/2018	212,844.06				47,645,000
12/1/2018	3,450,343.75	975,615.28	-	-	-
6/1/2019	3,450,343.75	1,090,750.00	13,665,000		12,750,000
12/1/2019	2,774,031.25	1,090,750.00	-	-	-
6/1/2020	2,774,031.25	1,090,750.00	13,970,000		14,055,000
12/1/2020	2,055,837.50	1,090,750.00	-	-	-
	20,046,644.06	5,338,615.28	40,850,000.00	-	86,955,000.00

Total Bonds Outstanding = \$124,025,000

Series 2013: \$80,395,000 and Series 2018: \$43,630,000

Date	Projected TSR	Actual TSR	Difference	Other Receipts
6/1/2018	40,834,487.00	35,253,912.55	5,580,574	279,726
7/1/2018		Earnings on Bd Proceeds		18,086
12/1/2018	-	-	-	123,285
6/1/2019	40,778,814.00	34,319,420.34	6,459,394	12,277
12/1/2019	-	-	-	33,523
6/1/2020	40,000,073.00	34,049,268.16	5,950,804.84	9,592
12/1/2020	-	-	-	4,731
	121,613,374	103,622,601.05	17,990,772.95	481,221

Compliance:

Report to Rating Agency on Debt Service Dates: Report Submitted 12-1-2020

Disclosure Reporting:

Series 2013 and 2018 Continuing Disclosure Agreements:

EMMA Posting on 11-20-20 of Financial Statement and Voluntary Disclosure

Total Reserve maintained at requirement = \$31,997,719.44

Series 2013: \$23,214,164.29 and Series 2018: \$8,783,555.15



TAB 7

THE BOND BUYER

Ohio Buckeye tobacco refunding took debt off default track

By

Yvette Shields

Published

December 09, 2020, 1:41 p.m. EST

This article is part of a series spotlighting The Bond Buyer's ten 2020 Deal of the Year award winners, running from December 9 through 15. One of these honorees will be chosen as our national Deal of the Year at a virtual event taking place December 16. For more information on the Deal of the Year winners and how to obtain a complimentary pass for the virtual event, click [here](#).

Dark clouds loomed for Ohio's more than \$5 billion of tobacco bonds as dwindling settlement payments tied to falling cigarette consumption put default on the horizon as soon as 2024.

The Buckeye Tobacco Settlement Financing Authority's \$5.35 billion refinancing on Feb. 25 bumped a portion of the bonds back into investment-grade territory and eliminated default risk.

"The refunding of the Buckeye Tobacco Settlement bonds certainly achieved all its objectives," said Ohio Office of Budget and Management Director Kimberly Murnieks.

Jefferies and Citi were joint lead managers on the transaction, which is being recognized by The Bond Buyer as Midwest Deal of the Year.

While declining cigarette use may be good news from a public health perspective, it wasn't for investors. A default on the 2007 bonds wouldn't impact the state's fiscal health but it would have negatively impacted investors holding those bonds, state officials said.

"The authority was a conscientious steward of those interests, and this transaction prevented [default]. A default would also have made it difficult for the tobacco settlement revenues that are to be paid to the state in perpetuity to return to the state in the future," Ohio Office of Budget and Management Director Kimberly Murnieks said recently as she reflected on the deal's goals.

The authority began considering a refunding in the fall of 2019 when market conditions became more conducive to refinancing, she said. The budget director sits on the Buckeye authority along with Gov. Mike DeWine and State Treasurer Robert Sprague. The state established the authority to securitize its share of annual payments under the 1998 Tobacco Master Settlement Agreement.

“The refunding of the Buckeye Tobacco Settlement bonds certainly achieved all its objectives of increasing bond resiliency while also optimizing potential residual revenue back to the state,” Murnieks said. Under the new structure, tobacco settlement revenues could return as early as 2052 and the deal generated an estimated residual TSR savings of \$1.34 billion or 24% of the refunded par.

The transaction, offered in five series, drew more than 150 investors and \$50 billion in orders as strong interest prompted the team to move the pricing up a day.

“We had a diverse structure with a variety of taxable and tax-exempt product including taxable fixed amortization serials, taxable turbos, tax-exempt turbos, senior capital appreciation bonds, etc.,” Kym Arnone, managing director and joint head of municipal finance at Jefferies, said after the pricing.

“In addition to navigating the complex structured finance criteria required to rate a portion of the bonds, successful execution required a significant marketing effort,” she said. “The linchpin of the distribution strategy was generating significant replacement demand from existing holders” of the non-rated bonds.

Tobacco refundings are more complex to structure than typical refinancings due to the evolution of rating agency criteria for investment-grade ratings on various classes of bonds, and tobacco transactions must satisfy the federal tax debt/equity test.

The structure is designed to withstand significant future declines in tobacco consumption. The state did not contribute funds or provide credit support for the newly issued bonds, so no risk was transferred to taxpayers.

S&P Global Ratings assigned various investment-grade ratings to some of the new bonds, ranging from BBB-plus to A, depending on the seniority and maturity. The outstanding bonds were rated B-minus and CCC-plus. The transaction also included about \$3.3 billion of non-rated bonds maturing in 2055.

The original Buckeyes priced with low investment-grade ratings in 2007 but the bonds fell well into junk-bond territory as domestic cigarette sales volume declined.

Proceeds of the original deal provided a one-time upfront payment that financed the cost of improving facilities of Ohio's K-12 schools and universities.

Orrick, Herrington & Sutcliffe LLP was transaction counsel and Squire Patton Boggs LLP was co-transaction counsel. PFM Financial Advisors LLC was the municipal advisor. Another 16 underwriters rounded out the syndicate as co-managers.

[Yvette Shields](#)